East of England
Community Health and Care
NHS Trust

Governance Manual

Document Control Sheet

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Document Status

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Glossary of Terms

Term	Definition
Accountable Officer	The accountable officer (AO) in an NHS organisation is responsible for ensuring that the organisation: - operates effectively, economically and with probity - makes good use of their resources - keeps proper accounts Accountable officers are ultimately accountable to Parliament. In an NHS trust the accountable officer is the chief executive. They are accountable to Parliament via the Department of Health and Social Care (DHSC) accounting officer and the Secretary of State for Health and Social Care.
Assurance	In the NHS, assurance refers to the process by which the board and its committees confirm that the organisation is operating as it should. Confidence in operating performance can be found through several sources, for example, internal and external audit reports; Care Quality Commission inspections and internal management reports.
Audit Committee	The audit committee is a statutory committee of each Trust and fulfils the role of the auditor panel as required by the Local Audit and Accountability Act 2014. Comprising only of non-executive directors, its role is to review and report on the relevance and rigour of the governance structures in place and the assurances the board receives.
Board	The board is an NHS organisation's pre-eminent group that takes corporate responsibility for the strategies and actions of the organisation and is accountable to the public and Parliament. It sets the strategy and objectives for the organisation, monitors their achievement and looks for

Term	Definition
	potential problems and risks that might prevent them from being achieved.
Clinical Audit	A quality improvement process that seeks to improve patient care and outcomes through systematic review of care against explicit criteria and the implementation of change.
Committee in Common	An arrangement where each participating organisation uses its statutory powers to establish a committee which may have delegated functions or decision-making powers in respect of the parent organisation only. Decisions delegated to a committee do not need to be referred to the boards of the participating organisations. Decisions are made by each committee meeting in common (i.e. together) but to be binding on all organisations all committees need to agree. Terms of reference for each committee will be shared or aligned.
Conflict of Interest	A 'conflict of interest' is defined as: "A set of circumstances by which a reasonable person would consider that an individual's ability to apply judgement or act, in the context of delivering, commissioning, or assuring taxpayer funded health and care services is, or could be, impaired or influenced by another interest they hold". A conflict of interest may be: ▪ **actual** – there is a material conflict between 1 or more interests ▪ **potential** – there is the possibility of a material conflict between 1 or more interests in the future
Governance	The system by which organisations are directed and controlled. It is concerned with how an organisation is run, how it structures itself and how it is led.
Joint Committee	An arrangement where the participating organisations use their statutory powers to establish a joint committee of all the participating organisations. The committee has delegated functions or decision-making

Term	Definition
	powers in respect of all the parent organisations collectively. Decisions do not need to be referred to the boards of the participating organisations. Decisions are made by the committee collectively and it has a single terms of reference.
Nolan Principles	The Nolan principles of public life are the key principles of how individuals and organisations in the public sector should conduct themselves. The principles are: - selflessness - integrity - objectivity - accountability - openness - honesty - leadership
Non-Executive Director	A non-executive director (NED) is a member of the board of directors but is not employed by the organisation. NEDs are appointed by NHS England for NHS trusts and are chosen based on their individual skills and what they will bring to the overall composition of the board. They are expected to scrutinise and challenge decisions and strategies.
Partnership Agreement	The agreement between the Trusts setting out how they will work together as a group.
Scheme of Reservation and Delegation	The scheme of reservation and delegation (SORD) is a document setting out the delegation of actions and decisions within an organisation.
Standing Financial Instructions	Standing financial instructions (SFIs) set out the organisation's detailed financial procedures and responsibilities. They may also be known as prime financial policies. They are designed to ensure that NHS organisations account fully and openly for all that they do.

Term	Definition
Standing Orders	Standing orders (SOs) provide a comprehensive framework for carrying out activities within NHS bodies. They translate an organisation's statutory powers into a series of practical rules designed to protect the interests of both the organisation and its staff.

1.0 Introduction

1.1 The Governance Manual provides information to East of England Community Health and Care NHS Trust about how the Trust will conduct its affairs.

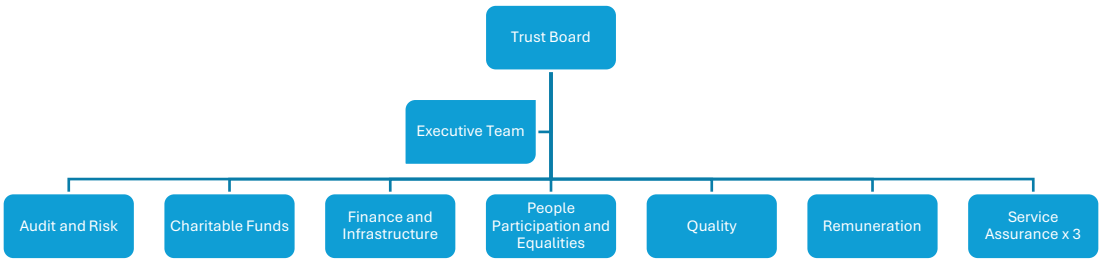
1.2 The Trust is accountable for exercising its statutory functions and may grant authority to act on their behalf to:

(a) The Trust Board
(b) A committee or sub-committee of the Trust
(c) Any of its Board members or employees
(d) Board-level roles

1.3 The Trust has established several committees to support the discharge of its functions. It may also authorise the creation of additional committees, sub-committees, or other assurance groups as required.

1.4 The following committees have been established:

- Audit and Risk
- Charitable Funds
- Finance and Infrastructure
- People Participation and Equalities
- Quality
- Remuneration
- Service Assurance x 3
  - Children and Young People
  - Luton and Bedfordshire Adults & Older People, and Ambulatory Care
  - Norfolk Adult.



Governance Model 1

1.5 No committee, sub-committee or other assurance group shall be established without appropriate authorisation in line with the Scheme of Reservation and Delegation, and form part of the Governance Manual.

1.6 The Trust has agreed a set of Standing Orders and Standing Financial Instructions, which describe the processes that are employed to undertake its business, and form part of the Governance Manual.

1.7 All members and attendees of the Trust Board, its committees and sub-committees, including joint committees are required to follow the NHS information governance rules on confidentiality.

1.8 These rules must be observed by all who work within the Trust and have access to personal or confidential information. All members and attendees are also required to comply with the UK General Data Protection Regulation, the Data Protection Act 2018, and the common law duty of confidentiality.

1.9 Common law requires there to be a lawful basis for the use or disclosure of personal information that is held in confidence, for example:

- Where the individual has capacity and has given valid informed consent
- Where disclosure is in the overriding public interest
- Where there is a statutory basis or legal duty to disclose, e.g., by court order

Standing Orders

1. Introduction

1.1 Statutory Framework

(1) East of England Community Health and Care NHS Trust is a statutory body which came into existence on 1 April 2026 under Establishment Amendment Order 2026 No. 367 and can be accessed directly from this website https://www.legislation.gov.uk/uksi/2026/367/made

(2) Should any difficulties arise regarding the interpretation or application of any of the Standing Orders (SO), then the advice of the Company Secretary must be sought before acting. The user of these SOs should also be familiar with and comply with the provisions of the Trust's Standing Financial Instructions (SFIs). Note procedures for Tendering, Quotations and Contracts and the Schedule of Powers Reserved to the Board of Directors.

(3) The principal place of business of the East of England Community Health and Care NHS Trust is Units 7 & 8, Meadow Lane, St Ives, PE27 4LG.

(4) NHS Trusts are governed by legislation, namely the National Health Service Act 2006 (2006 Act) and the National Health Service Trusts (Membership and Procedure) Regulations 1990 (1990 Regulations) and the Trust NHS provider licence issued by NHS England.

(5) As a statutory body, the Trust has specified powers to contract in its own name and to act as a corporate trustee. In the latter role it is accountable to the Charity Commission for those funds deemed to be charitable as well as to the Secretary of State for Health and Social Care.

(6) The 1990 Regulations requires the Trust to adopt SOs for the regulation of its proceedings and business. The Trust must also adopt SFI as an integral part of SOs setting out the responsibilities of individuals.

(7) The Trust will also be bound by such other legislation and policy which govern the conduct of its affairs. Failure to comply with the SOs, SFIs or Scheme of Reservation and Delegation can, in certain circumstances, be regarded as a disciplinary matter that could result in dismissal.

(8) Overriding SOs: If, for any reason, these SOs are not complied with, full details of the non-compliance and any justification for non-compliance and the circumstances around the non-compliance shall be reported to the next formal meeting of the Audit and Risk Committee for referring action or ratification.

(9) All members of the Trust Board and staff have a duty to disclose any non-compliance with these SOs to the Company Secretary as soon as possible.

1.2 NHS Framework

(1) In addition to the statutory requirements the NHS England and / or Secretary of State through the Department of Health and Social Care may issue further directions and guidance which the Trust must have regard for.

(2) The 1990 Regulations require that, inter alia, Boards draw up a schedule of decisions reserved to the Board and ensure that management arrangements are in place to enable responsibility to be clearly delegated to senior executives (a scheme of delegation). The Trust is also required to establish an auditor panel in accordance with the Local Audit and Accountability Act 2014 and the Local Audit (Health Service Bodies Auditor Panel and Independence) Regulations 2015 and remuneration committees in accordance with the 1990 Regulations. The 1990 Regulations makes various requirements concerning possible conflicts of interest of Board members.

(3) In addition to the statutory requirements NHS England and / or the Secretary of State through the Department of Health and Social Care issues further directions and guidance. Members and employees should take note of the requirements of:

- NHS England's guidance Managing conflicts of interest in the NHS (September 2024)
- The Code of Conduct for NHS Managers (October 2002)
- The Care Quality Commission's Duty of Candour. This is a legal requirement for health and social care providers in the UK, set out in Regulation 20 of The Health and Social Care Act 2008 (Regulated Activities) Regulations 2014
- NHS England's Code of Governance for NHS Provider Trusts (October 2022).

1.3 Delegation of functions, duties and powers

(1) The Trust has powers to delegate and the SOs set out the details of these arrangements. Under the SO relating to the Arrangements for the Exercise of Functions (SO 5) the Trust is given powers to "make arrangements for the exercise, on behalf of the Trust of any of their functions by a committee, sub-committee or joint committee appointed by virtue of (SO 4) or by an officer of the Trust, in each case subject to such restrictions and conditions as the Trust thinks fit or as the Secretary of State for Health and Social Care may direct". Delegated Powers are covered in the Scheme of Reservation and Delegation.

2.1 Composition of membership, tenure and role of members

Composition of the membership of the Trust Board

(1) In accordance with the Establishment Order of the Trust, the composition of the Trust Board shall be:

East of England Community Health and Care NHS Trust

a) The Trust Chair (appointed by the NHS England).
b) Six Non-Executive Directors (appointed by NHS England) including a Vice Chair.
c) Five Executive Directors including:

- Chief Executive Officer
- Chief Finance and Resources Officer
- Chief Medical Officer
- Chief Nursing and Allied Health Professional Officer
- Chief People Officer and Deputy Chief Executive

d) Other Executive Directors will attend Board meetings as members in a non-voting capacity including:

- Chief Information Officer
- Director of Corporate Affairs
- Director of Strategy and Transformation

2.2 Appointment of chair and members of the trust

(1) The Chairman is appointed by NHS England, but otherwise the appointment and tenure of office of the Chairman and members are set out in the 1990 Regulations.

2.3 Terms of office of the chair and members

(1) The rules governing the period of tenure of office of the Chairman and Directors and the termination or suspension of office of the Chairman and Directors are contained in the 1990 Regulations.

2.4 Appointment and powers of vice-chair

(1) Subject to SO 2.4 (2) below, the Chair and non-executive members of the Trust board may appoint one or more of their numbers, to be Vice-Chair and Senior Independent Director, for such period, not exceeding the remainder of their term as a non-executive member of the Trust, as they may specify on appointment.

(2) Any member appointed may at any time resign from the office of Vice Chair by giving notice in writing to the Chair. The Chair and members may thereupon appoint another member as Vice Chair in accordance with the provisions of SO 2.4(1).

(3) Where the Trust Chair has been unable to perform their duties as Chair owing to illness or any other cause, a Vice Chair shall act as Chair until a new Chair is appointed or the existing Chair resumes their duties, as the case may be; and references to the Chair in these SOs shall, so long as there is no Chair able to perform those duties, be taken to include references to the Vice-Chair.

2.5 Joint members

(1) Where more than one person is appointed jointly to a post mentioned in regulation 4 of the Regulations those persons shall count for the purpose of SO 2.1 as one person.

(2) Where the office of a member of the Board is shared jointly by more than one person:

a) Either or both of those persons may attend or take part in meetings of the Board.
b) If both are present at a meeting, they should cast one vote if they agree.
c) In the case of disagreements, no vote should be cast.
d) The presence of either or both of those persons should count as the presence of one person for the purposes of SO 3.11 Quorum.

2.6 Local involvement networks

(1) A representative from Healthwatch organisations in Cambridgeshire and Peterborough, Bedfordshire, Luton and Milton Keynes, and Norfolk and Waveney shall be invited to attend all meetings of the Public Board, as members of the public.

2.7 Role of members

(1) The Board will function as a unitary decision-making body; Executive and Non-Executive Directors will be full and equal members. Their role as members of the Trust Board will be to consider the key strategic and managerial issues facing the Trust in carrying out its statutory and other functions.

2.8 Chief Executive Officer

(1) The Chief Executive Officer shall be responsible for the overall performance of the executive functions of the Trust. They are the Accountable Officer for the Trust and shall be responsible for ensuring the discharge of obligations under the 2006 Act and in line with the requirements of the Accountable Officer Memorandum for Trust Chief Executives.

2.9 Chief Finance and Resources Officer

(1) The Chief Finance and Resources Officer shall be responsible for the provision of financial advice to the Trust and to its members and for the supervision of financial control and accounting systems. They shall be responsible, along with the Chief Executive, for ensuring the discharge of obligations under the 2006 Act.

2.10 Executive Directors

(1) Executive Directors shall exercise their authority within the terms of these SOs and SFIs and the Scheme of Delegation.

2.11 Chair

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

(2) The Chair shall liaise with the NHS England over the appointment of Non-Executive Directors and once appointed shall take responsibility either directly or indirectly for their induction, their portfolios of interests and assignments, and their performance.

(3) The Chair shall work in close harmony with the Chief Executive and shall ensure that key and appropriate issues are discussed by the Board in a timely manner with all the necessary information and advice being made available to the Board to inform the debate and ultimate resolutions.

2.12 Non-Executive Directors

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

2.13 Corporate role of the Board

(1) The Board is responsible for ensuring the health and care services the Trust provides for patients are high quality and safe. The Board also promotes the long-term sustainability of the Trust as part of its integrated care system serving the wider population and healthcare system. The Board has a collective responsibility for:

- Ensuring high quality and effective care for all patients and service users.
- Setting strategic direction, ensuring the Executive has appropriate capacity and capability to monitor and manage quality of care and operational delivery.
- Adding value to the success of the Trust and its system using prudent and effective controls to lead the Trust.
- Promoting and adhering to the Trust's values.
- Ensuring the Trust's obligations and duties are met.

2.14 Schedule of matters reserved to the Board and scheme of delegation

(1) 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 Scheme of Reservation and Delegation.

2.15 Lead roles for Board members

(1) The Chair will ensure that the designation of lead roles or appointments of Board members as required by the Department of Health and Social Care, or as set out in any statutory or other guidance, will be made in accordance with that guidance or statutory requirement.

3. Meetings of the Board

3.1 Calling meetings

(1) Ordinary meetings of the Board shall be held at regular intervals at such times and places as the Board may determine.

(2) The Chair may call a meeting of the Board at any time.

(3) One third or more members of the Board may request a meeting in writing. If the Chair refuses, or fails, to call a meeting within seven days of a requisition being presented, the members signing the requisition may forthwith call a meeting.

3.2 Notice of meetings and the business to be transacted

(1) Before each meeting of the Board a written notice specifying the business proposed to be transacted shall be delivered to every member or sent by post to the usual place of residence of each member, to be available to members at least three clear days before the meeting. The notice shall be signed by the Chair or by an officer authorised by the Chair to sign on their behalf. The need for such a notice on any member shall not affect the validity of a meeting.

(2) In the case of a meeting called by members in default of the Chair calling the meeting, the notice shall be signed by those members.

(3) No business shall be transacted at the meeting other than that specified on the agenda, or emergency motions allowed under SO 3.6, or urgent business (agreed with the Chair) that has occurred since the publication of the agenda.

(4) A member desiring a matter to be included on an agenda shall make their request in writing to the Chair at least 15 clear 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 15 days before a meeting may be included on the agenda at the discretion of the Chair.

(5) Before each meeting of the Board a public notice of the time and place of the meeting, and the public part of the agenda, shall be posted online via the Trust's website at least three clear days before the meeting, required by the Public Bodies (Admission to Meetings) Act 1960 Section 1(4)(a).

3.3 Agenda and supporting papers

(1) The agenda will be sent to members at least five working days before the meeting and supporting papers, whenever possible, shall accompany the agenda, but will certainly be dispatched no later than three clear days before the meeting, save in emergency.

3.4 Petitions

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

3.5 Notice of motion

(1) Subject to the provision of SOs 3.7 ‘Motions: Procedure at and during a meeting’ and 3.8 ‘Motions to rescind a resolution’, a member of the Board wishing to move a motion shall send a written notice to the Company Secretary, who will ensure that it is brought to the immediate attention of the Chair.

(2) The notice shall be delivered at least fifteen clear days before the meeting. The Company Secretary shall include in the agenda for the meeting all notices so received that are in order and permissible under governing regulations. This SO shall not prevent any motion being withdrawn or moved without notice on any business mentioned on the agenda for the meeting.

3.6 Emergency motions

(1) Subject to the agreement of the Chair, and subject also to the provision of SO 3.7 ‘Motions: Procedure at and during a meeting’, a member of the Board may give written notice of an emergency motion after the issue of the notice of meeting and agenda, up to one hour before the time fixed for the meeting. The notice shall state the grounds of urgency. If in order, it shall be declared to the Board at the commencement of the business of the meeting as an additional item included in the agenda. The Chair's decision to include the item shall be final.

3.7 Motions: procedure at and during a meeting

(1) **Who may propose**

A motion may be proposed by the Chair of the meeting or any member present. It must also be seconded by another member.

(2) **Contents of motions**

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

- The reception of a report
- Consideration of any item of business before the Board
- The accuracy of minutes
- That the Board proceed to next business
- That the Board adjourns
- That question be now put

(3) **Amendments to motions**

A motion for amendment shall not be discussed unless it has been proposed and seconded. Amendments to motions shall be moved relevant to the motion and shall not have the effect of negating the motion before the Board. If there are several 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) **Rights of reply to motions**

(a) Amendments

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

(b) Substantive / original motion

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

(5) **Withdrawing a motion**

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

(6) **Motions once under debate**

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

- An amendment to the motion
- The adjournment of the discussion, or the meeting
- That the meeting proceeds to the next business
- That question should be now put
- The appointment of an 'ad hoc' committee to deal with a specific item of business
- That a member / director be not further heard
- A motion under Section l (2) or Section l (8) of the Public Bodies (Admissions to Meetings) Act l960 resolving to exclude the public, including the press (see SO 3.17)

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

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

3.8 Motions to rescind a resolution

(1) Notice of motion to rescind any resolution (or the general substance of any resolution) which has been passed within the preceding six calendar months shall bear the signature of the member who gives it and also the signature of three other members, and before considering any such motion of which notice shall have been given, the Board may refer the matter to any appropriate Committee or the Chief Executive for recommendation.

(2) When any such motion has been dealt with by the Board it shall not be competent for any director / member other than the Chair to propose a motion to the same effect within six months. This SO shall not apply to motions moved in pursuance of a report or recommendations of a Committee or the Chief Executive.

3.9 Trust chair

(1) At any meeting of the Board the Chair, if present, shall preside. If the Chair is absent from the meeting, the Vice Chair, if present, shall preside.

(2) If the Chair and Vice Chair are absent, such members (who are not also an Officer Member of the Trust) as the members present shall choose shall preside.

3.10 Chair's ruling

(1) The decision of the Chair of the meeting on questions of order, relevancy and regularity (including procedure on handling motions) and their interpretation of the SOs and SFIs, at the meeting, shall be final.

3.11 Quorum

(1) No business shall be transacted at a meeting unless at least one-third of the whole number of the Chair and members (including at least one member who is also an Executive Director of the Trust and one member who is a Non-Executive Director) is present.

(2) An Officer in attendance for an Executive Director (Officer Member) but without formal acting up status may not count towards the quorum.

(3) If the Chair or member has been disqualified from participating in the discussion on any matter and / or from voting on any resolution by reason of a declaration of a conflict of interest (SO 7) that person shall no longer count towards the quorum. If a quorum is then not available for the discussion and/or the passing of a resolution on any matter, that matter may not be discussed further or voted upon at that meeting. Such a position shall be recorded in the minutes of the meeting. The meeting must then proceed to the next business.

3.12 Voting

(1) Save as provided in SOs 3.13 - Suspension of SOs and 3.14 - Variation and Amendment of SOs, every question put to a vote at a meeting shall be determined by a majority of the votes of members present and voting on the question. In the case of an equal vote, the person presiding (i.e., the Chair of the meeting shall have a second, and casting vote.

(2) At the discretion of the Chair all questions put to the vote shall be determined by oral expression or by a show of hands, unless the Chair directs otherwise, or it is proposed, seconded and carried that a vote be taken by paper ballot.

(3) If at least one third of the members present so request, the voting on any question may be recorded to show how each member present voted or did not vote (except when conducted by paper ballot).

(4) If a member requests so, their vote shall be recorded by name.

(5) In no circumstances may an absent member vote by proxy. Absence is defined as being absent at the time of the vote.

(6) A manager who has been formally appointed to act up for an Officer Member during a period of incapacity or temporarily to fill an Executive Director vacancy shall be entitled to exercise the voting rights of the Officer Member.

(7) A manager attending the Board meeting to represent an Officer Member during a period of incapacity or temporary absence without formal acting up status may not exercise the voting rights of the Officer Member. An Officer's status when attending a meeting shall be recorded in the minutes.

(8) For the voting rules relating to joint members see SO 2.5.

3.13 Suspension of standing orders

(1) Except where this would contravene any statutory provision or any direction made by the Secretary of State for Health and Social Care or the rules relating to the Quorum (SO 3.11), any one or more of the SOs may be suspended at any meeting, provided that at least two-thirds of the whole number of the members of the Board are present (including at least one member who is an Officer Member of the Trust and one member who is not) and that at least two-thirds of those members present signify their agreement to such suspension. The reason for the suspension should be recorded in the Board's minutes.

(2) A separate record of matters discussed during the suspension of SO shall be made and shall be made available to the Chair and members of the Trust.

(3) No formal business may be transacted while SOs are suspended.

(4) The Audit and Risk Committee shall review every decision to suspend SOs.

3.14 Variation and amendment of standing orders

(1) These SO shall not be varied except in the following circumstances:

- Upon a notice of motion under SO 3.5
- Upon recommendation of the Chair or Chief Executive included on the agenda for the meeting
- That two thirds of the Board members are present at the meeting where the variation or amendment is being discussed, and that at least half of the Trust's Non-Officer members vote in favour of the amendment
- Providing that any variation or amendment does not contravene a statutory provision or direction made by the Secretary of State for Health and Social Care

3.15 Record of attendance

(1) The names of the Board members and other Executive Directors present at the meeting shall be recorded.

3.16 Minutes

(1) The minutes of the proceedings of a meeting shall be drawn up and submitted for agreement at the next ensuing meeting where they shall be signed by the person presiding at it. No discussion shall take place upon the minutes except upon their accuracy or where the Chair considers discussion appropriate. Where providing a record of a public meeting the minutes shall be made available to the public.

3.17 Admission of public and the press

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

The public and representatives of the press may attend all public meetings of the Trust, but shall be required to withdraw upon the Board resolving as follows:

“That representatives of the press, and other members of the public, be excluded from the remainder of this meeting having regard to the confidential nature of the business to be transacted, publicity on which would be prejudicial to the public interest', Section 1(2), Public Bodies (Admission to Meetings) Act 1960.”

(2) **General disturbances**

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

“That in the interests of public order the meeting adjourn for (the period to be specified) to enable the Board to complete its business without the presence of the public'. Section 1(8) Public Bodies (Admissions to Meetings) Act 1960.”

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

Matters to be dealt with by the Board following the exclusion of representatives of the press, and other members of the public, as provided in (1) and (2) above, shall be confidential to the members of the Board.

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

(4) **Use of mechanical or electrical equipment for recording or transmission of meetings**

Nothing in these SOs shall be construed as permitting the introduction by the public, or press representatives, to record proceedings in any manner whatsoever, other than writing, or to make any oral report of proceedings as they take place without the prior agreement of the Board.

3.18 Observers at trust meetings

(1) The Trust will decide what arrangements it feels are appropriate to offer in extending an invitation to observers to attend and address any of the Board's meetings, as it seems fit.

4. Appointment of committees and sub-committees

4.1 Appointment of committees

(1) Subject to such directions as may be given by NHS England or the Secretary of State for Health and Social Care, the Board may appoint committees of the Trust. The Board shall determine the membership and terms of reference of committees and sub-committees and shall, if it requires to, receive and consider reports of such committees.

4.2 Joint committees

(1) Joint committees may be appointed by the Trust by joining together with one or more other NHS bodies consisting, wholly or partly, of the Chair and members of the Trust or other NHS bodies, or wholly of persons who are not members of the Trust or other NHS bodies in question including without limitation in the exercise of powers under section 65Z5 and 65Z6 of the 2006 Act.

(2) Any committee or joint committee appointed under this SO may, subject to such directions as may be given by NHS England or the Secretary of State for Health and Social Care or the Trust or other NHS bodies in question, appoint sub-committees consisting wholly or partly of members of the committees or joint committee (whether or not they are members of the Trust or health bodies in question) or wholly of persons who are not members of the Trust or NHS bodies in question or the committee of the Trust or NHS bodies in question.

4.3 Applicability of standing orders and standing financial instructions to committees

(1) The SOs and SFIs of the Trust, as far as they are applicable, shall as appropriately apply to meetings and any committees established by the Trust Board. In which case the term “Chair” is to be read as a reference to the Chair of other committee as the context permits, and the term “member” is to be read as a reference to a member of another committee also as the context permits. (There is no requirement to hold meetings of committees established by the Trust in public.)

4.4 Terms of reference

(1) Each such 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 legislation and regulation, or direction issued by the Secretary of State for Health and Social Care. Such terms of reference shall have effect as if incorporated into the SO.

4.5 Delegation of powers by committees to sub-committees

(1) Where committees are authorised to establish sub-committees, they may not delegate executive powers to the sub-committee unless expressly authorised by the Board.

4.6 Approval of appointments to committees

(1) The Board shall approve the appointments to each of the committees which it has formally constituted.
Where the Board determines, and regulations permit, that persons, who are neither members nor officers, shall be appointed to a committee the terms of such appointment shall be within the powers of the Board as defined by NHS England or the Secretary of State for Health and Social Care.

(2) The Board shall define the powers of such appointees and shall agree on allowances, including reimbursement for loss of earnings, and / or expenses in accordance where appropriate with national guidance.

4.7 Appointments for statutory functions

(1) Where the Board is required to appoint persons to a committee and / or to undertake statutory functions as required by NHS England or the Secretary of State for Health and Social Care, and where such appointments are to operate independently of the Board such appointment shall be made in accordance with the regulations and directions made by NHS England and / or the Secretary of State for Health and Social Care.

4.8 Committees established by the Trust Board

(1) The committees and their membership established are:

Committee	Executives	Non-Executives
Audit and Risk	**In attendance**: Chief Finance and Resources Officer, Director of Corporate Affairs	Three (one will chair)
Charitable Funds	Two	One (chair) Trust Chair
Finance and Infrastructure	Three	Three (one will chair)
People Participation and Equalities	Two	Two (one will chair)

Committee	Executives	Non-Executives
Quality	Three	Three (one will chair)
Remuneration	**In attendance**: Chief Executive Officer, Chief People Officer and Deputy Chief Executive	Two (one will chair) Trust Chair
Children and Young People Service Assurance	Up to Three	Two (one will chair)
Luton and Bedfordshire Adults, & Older People Services, and Ambulatory Care Service Assurance	Up to Three	Two (one will chair)
Norfolk Adult Services Service Assurance	Up to Three	Two (one will chair)

5. Arrangements for the exercise of trust functions by delegation

5.1 Delegation of functions to committees, officers or other bodies

(1) Subject to such directions as may be given by NHS England and / or 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 by a committee, sub-committee appointed by virtue of SO 4, or by an officer of the Trust, or by another body as defined in SO 5.1.2 below, in each case subject to such restrictions and conditions as the Trust thinks fit.

(2) In accordance with section 65Z5 of the 2006 Act the functions of the Trust may also be carried out jointly with NHS England, an ICB, an NHS trust, an NHS foundation trust or such other body as may be prescribed and under paragraph 18 of Schedule 4 to the 2006 Act the functions of the Trust may also be carried out jointly with a Special Health Authority, Local Health Board or other NHS Trust, or any other body or individual.

(3) Where a function is delegated to another Trust, then that Trust or NHS body exercises the function in its own right; the receiving Trust has responsibility to ensure that the proper delegation of the function is in place. In other situations, i.e., delegation to committees, sub-committees or officers, the Trust delegating the function retains full responsibility.

5.2 Emergency powers and urgent decisions

(1) The powers which the Board has reserved to itself within these SOs (see SO 2.9) may be in emergency or for an urgent decision to be made by the Chief Executive and the Chair after having consulted at least two non-officer members. The exercise of such powers by the Chief Executive and Chair shall be reported to the next formal meeting of the Board in public session for formal ratification.

5.3 Delegation to committees

(1) The Board shall agree from time to time to the delegation of executive powers to be exercised by other committees, or sub-committees, or joint committees, which it has formally constituted in accordance with directions issued by NHS England and / or the Secretary of State for Health and Social Care. The 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.

5.4 Delegation to officers

(1) Those functions of the Trust which have not been retained as reserved by the Board or delegated to other committee or sub-committee or joint committee shall be exercised on behalf of the Trust by the Chief Executive. They shall determine which functions they will perform personally and shall nominate officers to undertake the remaining functions for which they will still retain accountability to the Trust.

(2) The Chief Executive shall prepare a Scheme of Reservation and Delegation identifying his / her proposals which shall be considered and approved by the Board. The Chief Executive may periodically propose amendment to the Scheme of Reservation and Delegation which shall be considered and approved by the Board.

(3) Nothing in the Scheme of Reservation and Delegation shall impair the discharge of direct accountability to the Board of the Chief Executive Officer to provide information and advise the Board in accordance with statutory or Department of Health and Social Care requirements. Apart from these statutory requirements the role of Chief Finance and Resources Officer shall be accountable to the Chief Executive for operational matters.

6. Overlap with other trust policy statements / procedures, regulations and the standing financial instructions

6.1 Policy statements: general principles

(1) The Board will agree and approve policy statements and operating procedures which will apply to all, or specific groups of staff employed by the Trust. The decisions to approve such policies and procedures will be recorded in an appropriate Board or committee meeting minute.

6.2 Specific policy statements

(1) Notwithstanding the application of SO 6.1 above, these SOs and the SFIs must be read in conjunction with the following policy statements:

- The policy on Standards of Business Conduct and Conflicts of Interest.
- The staff Disciplinary and Appeals Procedures adopted by the Trust.

6.3 Standing financial instructions

(1) SFIs adopted by the Board shall have effect as if incorporated in the Governance Manual.

(2) Notwithstanding the application of SO 6.1 above, these SO and SFIs must be read in conjunction with the following guidance and any other issued by NHS England and / or the Secretary of State for Health and Social Care:

- NHS Provider Licence
- A Manual for Caldicott Guardians
- NHS England Code of Governance for NHS Provider Trusts
- NHS England Oversight and Assessment Framework
- NHS England Annual Planning Guidance
- The Healthy NHS Board – Principles of Good Governance
- Corporate Governance – Principles of Public Life (GP01)

7. Duties and obligations of board members / directors and senior managers under these standing orders

7.1 Declaration of interests

(1) **Requirements for declaring interests and applicability to Board members.**

The 1990 Regulations and NHS England's guidance on managing conflicts of interest in the NHS requires Board members to declare interests which are relevant and material to the Trust of which they are a member. All existing Board members should declare such interests. Any Board members appointed subsequently should do so on appointment.

(2) **Interests which are relevant and material**

Interests which should be regarded as "relevant and material" are:

- Directorships, including Non-Executive Directorships held in private companies or PLCs (except for those of dormant companies).
- Ownership or part-ownership of private companies, businesses or consultants who are likely or possibly seeking to do business with the NHS.
- Majority or controlling shareholdings in organisations likely or possibly seek to do business with the NHS.
- A position of authority in a charity or voluntary organisation in the field of health and social care.
- Any connection with a voluntary or other organisation contracting NHS services.
- Research funding/grants that may be received by an individual or their department.
- Interests in pooled funds that are under separate management.

(3) Any member of the Board who comes to know that the Trust has entered or proposes to enter a contract in which they or any person connected with them has any pecuniary interest, direct or indirect, the Board member shall declare the interest by giving notice in writing of such fact to the Trust as soon as practicable.

7.2 Advice on interests

(1) If Board members have any doubt about the relevance of an interest, this should be discussed with the Chair or with the Company Secretary. If in doubt, members should err on the side of caution and record the conflict of interest.

(2) 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.

7.3 Recording of interests in Trust Board minutes

(1) At the time Board members' interests are declared, they should be recorded in the Board minutes. Any changes in interest should be declared at the next Board meeting following the change occurring and recorded in the minutes of that meeting.

7.4 Publication of declared interests in annual report

(1) Board members' directorships of companies likely or possibly seeking to do business with the NHS should be published in the Trust's annual report. The information should be kept up to date for inclusion in succeeding annual reports.

7.5 Conflicts of interest which arise during a meeting

(1) During the course of a Board meeting, if a conflict of interest is established, the Board member concerned may need to withdraw from the meeting but if agreed by the chair, may play a part in the relevant discussion, but not the final decision (see overlap with SO 7.3).

7.6 Register of interests

(1) The Company Secretary will ensure that a Register of Interests is established to record formally declarations of interests of Board or Committee members. The Register will include details of all directorships and other relevant and material interests (as defined in SO 7.1.2) which have been declared by both executive and non-executive Board members.

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

(3) The Register will be available to the public via the Trust's website, and the Company Secretary will take reasonable steps to bring the existence of the Register to the attention of residents and to publicise arrangements for viewing it.

7.7 Exclusion of chair and members in proceedings on account of pecuniary interest

(1) **Definition of terms used in interpreting 'pecuniary' interest**

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

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

Contract shall include any proposed contract or other course of dealing.

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

a. They, or a nominee for them, are a member of a company or other body (not being a public body), with which the contract is made, or to be made or which has a direct pecuniary interest in the same, or
b. They are a partner, associate or employee of any person with whom the contract is made or to be made or who has a direct pecuniary interest in the same.

(2) **Exception to pecuniary interests**

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

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

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

7.8 Exclusion in proceedings of the Board

(1) Subject to the following provisions of this SO, if the Chair or a member of the Board has any pecuniary interest, direct or indirect, in any contract, proposed contract or other matter and is present at a meeting of the Board at which the contract or other matter is the subject of consideration, they shall at the meeting and as soon as practicable after its commencement disclose the fact and shall not take part in the consideration or discussion of the contract or other matter or vote on any question with respect to it.

(2) The Board may exclude the Chair or a member of the Board from a meeting of the Board while any contract, proposed contract or other matter in which he / she has a pecuniary interest is under consideration.

(3) Any remuneration, compensation or allowance payable to the Chair or a Member by virtue of paragraph 11 of Schedule 4 to the 2006 Act (pay and allowances) shall not be treated as a pecuniary interest for the purpose of this SO.

(4) This SO applies to a committee or sub-committee and to a joint committee, as it applies to the Trust Board and applies to a member of any such committee or sub-committee (whether they are also a member of the Trust Board).

7.9 Waiver of standing orders for conflicts of interest

For the purposes of paragraph 7.9 (1) (below), the "relevant Chair" is:

a) At a meeting of the Trust, the Chair of that Trust.
b) At a meeting of a committee.
c) in a case where the member in question is the Chair of that Committee, the Chair of the Trust.
d) in the case of any other member, the Chair of that Committee.

(1) **Application of waiver**

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

- A member of the East of England Community Health and Care NHS Trust ("the Trust"), who is a healthcare professional and who is providing or performing, or assisting in the provision or performance, of:
    - Services under the 2006 Act; or
    - Services in connection with a pilot scheme under the 2006 Act.
- For the benefit of persons for whom the Trust is responsible.
- Where the 'pecuniary interest' of the member in the matter which is the subject of consideration at a meeting at which he is present:
    - arises by reason only of the member's role as such a professional providing or performing, or assisting in the provision or performance of, those services to those persons.
    - has been declared by the relevant Chair as an interest which cannot reasonably be regarded as an interest more substantial than that of most other persons who:
- are members of the same profession as the member in question,
- are providing or performing, or assisting in the provision or performance of, such of those services as he provides or performs, or assists in the provision or performance of, for the benefit of persons for whom the Trust is responsible.

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

The removal is subject to the following conditions:

a) The members must disclose their interest as soon as practicable after the commencement of the meeting, and this must be recorded in the minutes.
b) The relevant Chair must consult the Chief Executive before making a declaration in relation to the member in question pursuant to paragraph 7.9.3 (1) above, except where that member is the Chief Executive.

c) In the case of a meeting of the Trust:

    a. The members may take part in the consideration or discussion of the matter which must be subjected to a vote and the outcome recorded.
    b. May not vote on any question with respect to it.

d) In the case of a meeting of the Committee:

    a. The members may take part in the consideration or discussion of the matter which must be subjected to a vote and the outcome recorded.
    b. May vote on any question with respect to it; but
    c. The resolution which is subject to the vote must comprise a recommendation to, and be referred to for approval by, the Board.

7.10 Standards of business conduct

(1) **Trust policy and national guidance**

All Trust staff and members must comply with the Trust's policies on employment practices.

(2) **Interest of officers in contracts**

Any officer or employee of the Trust who comes to know that the Trust has entered into or proposes to enter into a contract in which they or any person connected with them (as defined in SO 7.7) has any pecuniary interest, direct or indirect, the Officer shall declare their interest by giving notice in writing of such fact to the Chief Executive or Company Secretary as soon as is practicable.

An Officer should also declare to the Chief Executive any other employment or business or other relationship of his / her, or of a cohabiting spouse, that conflicts, or might reasonably be predicted could conflict with the interests of the Trust.

The Trust will require interest, employment or relationships so they will be declared to be entered into a register of interests of staff.

(3) **Canvassing of and recommendations by members in relation to appointments**

Canvassing of members of the Trust or of any Committee of a Trust directly or indirectly for any appointment under a Trust shall disqualify the candidate for such appointment. The contents of this paragraph of the SO shall be included in application forms or otherwise brought to the attention of candidates.

Members of the Trust shall not solicit for any person any appointment under a Trust or recommend any person for such appointment, but this paragraph of this SO shall not preclude a member from giving written testimonial of a candidate's ability, experience or character for submission to the Trust.

(4) **Relatives of members or officers**

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

The Chair and every member and officer of the Trust shall disclose to the Board any relationship between themself and a candidate of whose candidature that member or officer is aware. It shall be the duty of the Chief Executive to report to the Board any such disclosure made. On appointment, members (and prior to acceptance of an appointment in the case of Executive Directors) should disclose to the Trust whether they are related to any other member or holder of any office under the Trust.

8. Custody of seal, sealing of documents and signature of documents

8.1 Custody of seal

The common seal of the Trust shall be kept by the Company Secretary on behalf of the Chief Executive Officer in a secure place.

8.2 Sealing of documents

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

8.3 Register of sealing

The Company Secretary shall keep a Register and shall enter a record of the sealing of every document.

8.4 Signature of documents

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

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

Scheme of Reservation and Delegation

East of England Community Health and Care NHS Trust has adopted a Scheme of Reservation and Delegation, which defines where authority for functions and decisions sits within the organisation.

The Scheme specifies which functions and decisions are reserved to the Trust Board, and which have been delegated in line with the legislative and regulatory powers of an NHS Trust. All delegations must align with, and remain consistent with, the Trust's Standing Orders and Standing Financial Instructions.

The Trust Board has been formally established and remains ultimately accountable for all its functions, including those it chooses to delegate. Accordingly, any authority delegated by the Board may be reviewed or amended by the Board at any time.

Certain powers required for the day-to-day management and operation of the Trust are delegated to the Chief Executive Officer, who acts as the Trust's Accountable Officer.

Decisions and functions reserved to the Trust Board
General Provision
The Trust Board may determine any matter, for which it has delegated or statutory authority, it wishes in full session within its statutory powers.
Receipt and approval of the Annual Report and Annual Accounts.
Present the Annual Report and Annual Accounts at a public meeting. (Annual General Meeting)
Receipt of the annual management letter received from the external auditor and agreement of proposed action, taking account of the advice, where appropriate, of the Audit and Risk Committee.
Receipt of an annual report from the internal auditor and agreement for action on recommendations, where appropriate, of the Audit and Risk Committee.
Reserved Functions
Reserved Functions are any functions of the Trust that they cannot lawfully delegate or jointly exercise or otherwise, are Functions that NHS England has categorised as not 'Open to Joint Exercise of Functions' in Arrangements for delegation and joint exercise of statutory functions, as reproduced in the table set out in Schedule 3 of the Partnership Agreement.
Regulations and Control
Approval of a Governance Manual incorporating Standing Orders, a schedule of matters reserved to the Trust Board and Standing Financial Instructions for the regulation of its proceedings and business.
Suspend, vary or amend any aspect of the Governance Manual.
Ratify any urgent decisions taken by the Chair and Chief Executive Officer in public session.
Approve a scheme of delegation of powers from the Trust Board to its committees.
Require and receive the declaration of Trust Board members' interests that may conflict with those of the Trust and determining the extent to which that member may remain involved with the matter under consideration.
Adopt the organisation structures, processes and procedures to facilitate the discharge of business by the Trust and to agree modifications thereto.
Receive reports from committees including those that the Trust are required by the Secretary of State for Health and Social Care or other regulation to establish and to take appropriate action on.
Confirm the recommendations of the Trust Board committees where the committees do not have executive powers.
Establish terms of reference and reporting arrangements of all committees that are established by the Trust Board.
Approve arrangements relating to the discharge of the Trust's responsibilities as a bailer for patients' property.
Ratify or otherwise instances of failure to comply with Standing Orders brought to the Chief Executive Officer's attention.

Decisions and functions reserved to the Trust Board
Discipline members of the Trust Board or employees who are in breach of statutory requirements or Standing Orders.
Authorise the use of the Company Seal.
Receipt and approval of the Annual Report and Accounts for funds held on trust.
Appointments / Dismissal
Appoint the Vice Chair of the Trust Board.
Appoint and dissolve committees (and individual members) that are directly accountable to the Trust Board.
Confirm appointment of members of any committee of the Trust Board as representatives on outside bodies.
Approve the appointment and dismissal of both the external and internal auditors.
Strategy, Plans and Budgets
Entering joint ventures including with other NHS organisations.
Define the strategic aims and objectives of the Trust.
Approve Strategies.
Approve Outline and Full Business Cases for Capital Investment.
Approve the annual plan and operating budget.
Ratify proposals for acquisition, disposal or change of use of land and / or buildings.
Approve the opening of bank accounts and banking arrangements.
Approve proposals in individual cases for the write-off of losses or making of special payments above the limits of delegation to the Chief Executive Officer and Chief Finance and Resources Officer (for losses and special payments) previously approved by the Trust Board.
Approve proposals for action on litigation against or on behalf of the Trust.
Review use of NHS Resolution Clinical Negligence Scheme for Trusts and risk pooling schemes (Liabilities to Third Parties Scheme / Property Expenses Scheme).
Approval of any change in ownership interest (including and new ownership interest) in a third-party organisation (including associates, joint ventures, and subsidiaries).
Approval of bidding for new business where the value exceeds the sign-off authority of the Finance and Infrastructure Committee.
Approval of the introduction or discontinuance of any significant activity or operation. 'Significant' in this context is defined as: ▪ Requiring public consultation; or ▪ Representing a potential negative impact on Cost Improvement Programme >£250k; or ▪ Anticipating a reduction in > 50 posts; or ▪ Representing a risk of significant reputational damage.
Note the publication of the Quality Account and the submission of the published link to the Secretary of State for Health and Social Care.
Use of private sector for treating patients outside of budget.

Decisions and functions reserved to the Trust Board
Policy Determination
Approval of policies not covered elsewhere.
Approve the Fit and Proper Person Test Framework.
Approve the disciplinary procedure for officers of the Trust.
Approve the procedures for the management of conflicts of interest, gifts, hospitality and sponsorship.
Monitoring
Receipt of such reports as the Trust Board sees fit from committees in respect of their exercise of powers delegated.
Continuous appraisal of the affairs of the Trust by means of the provision to the Trust Board, as the committee may require, from directors, committees, and officers, as set out in management policy statements.
Receive reports from the Chief Finance and Resources Officer on financial performance against budget.
Receive reports from the Chief Finance and Resources Officer on actual and forecast income from Service Level Agreements.

Decisions and functions reserved to the Trust Chair
From the Trust Board
Providing effective leadership to the Trust Board and for ensuring the highest standards of corporate governance, integrity, and probity across the organisation.
Leading the Trust Board in setting the Trust's strategic direction and overall objectives, ensuring robust oversight of quality, risk, performance, and financial sustainability, and promoting adherence to the Nolan Principles and NHS values.

Decisions and functions reserved to the Chief Executive Officer
From the Accountable Officer Memorandum
Accountable through NHS Accounting Officer to Parliament for stewardship of Trust resources.
Ensure the accounts of the Trust are prepared under principles and in a format directed by the Secretary of State for Health and Social Care. Accounts must disclose a true and fair view of the Trust's income and expenditure and its situation.
Sign the accounts on behalf of the Trust Board.
Sign a statement in the accounts outlining responsibilities as the Accountable Officer.
Sign a statement in the accounts outlining responsibilities in respect of Internal Control.
Ensure effective management systems that safeguard public funds and assist the Trust Chair to implement requirements of corporate governance including ensuring managers: ▪ Have a clear view of their objectives and the means to assess achievements in relation to those objectives. ▪ Be assigned well defined responsibilities for making best use of resources. ▪ Have the information, training and access to the expert advice they need to exercise their responsibilities effectively.
Achieve value for money from the resources available to the Trust and avoid waste and extravagance in the organisation's activities. Follow through the implementation of any recommendations affecting good practice.
Ensuring that expenditure by the Trust complies with Parliamentary requirements.
Primary duty to see that the Chief Finance and Resources Officer discharge the function of effective and sound financial management and information.
The Chief Executive Officer, supported by the Chief Finance and Resources Officer, to ensure appropriate advice is given to the Trust Board on all matters of probity, regularity, prudent and economical administration, efficiency and effectiveness.
If the Chief Executive Officer believes that the Trust Board or the Trust Chair is acting in a manner that could compromise probity or regularity, they must set out their concerns in writing to both the Trust Chair and the Trust Board. If the matter remains unresolved, they should refer the issue to the Audit and Risk Committee for further investigation and, if necessary, escalate the concern to NHS England.
If the Trust Board is considering a course of action that does not raise issues of formal propriety or regularity but has implications for the Chief Executive Officer's responsibility for securing value for money, they must draw the relevant factors to the attention of the Trust Board. If, having done so, they are overruled, it is sufficient to ensure that both their advice and the Board's decision to overrule it are clearly recorded in the supporting papers. In exceptional circumstances, they should inform NHS England. In such cases,

Decisions and functions reserved to the Chief Executive Officer
they, as a member of the Trust Board, should vote against the proposed course of action rather than abstain.
From the Trust Board
The recruitment and dismissal of Executive Directors.
Determining the pay and conditions of employees. This does not apply to the pay and conditions of Executive Directors, which are determined by the Remuneration Committee and subject to remuneration and employment policies approved by the Trust Board. Any one-off, e.g., severance payment more than £100,000 must be approved by the Remuneration Committee and NHS England.
Approval of purchase orders, rental and service contracts, and payment of invoices – both revenue and capital items. Subject to the tender process set out in the Standing Orders and to a maximum lifetime financial commitment of £0.35 million, above which Trust Board approval is required. This excludes any purchase of land and / or buildings, approval of which is reserved to the Trust Board.
Investing the Trust's monies, including monies held on trust subject to investment policy approved by the Trust Board.
Arranging insurance cover.
Reporting fraud or crime to the police.
Dealing with complaints.
Dealing with news media.
Clinical service development.
Authorisation of clinical research projects, and clinical trials.
Clinical audit.
Keeping the Registers of Interests.
Attestation and keeping a record of sealings.
Approval of non-contractual payments up to £250,000.

Decisions and functions reserved to the Chief Finance and Resources Officer
From the Accountable Officer Memorandum
Ensure the accounts of the Trust are prepared under principles and in a format directed by the Secretary of State for Health and Social Care. Accounts must disclose a true and fair view of the Trust's income and expenditure and its situation.
Sign the accounts on behalf of the Trust Board.
Operational responsibility for effective and sound financial management and information.
Support the Chief Executive Officer, to ensure appropriate advice is given to the Trust Board on all matters of probity, regularity, prudent and economical administration, efficiency and effectiveness.

Decisions and functions reserved to the Chief Information Officer
From the Trust Board
Senior Information Risk Owner

Decisions and functions reserved to the Chief Medical Officer
From the Trust Board
Caldicott Guardian

Decisions and functions reserved to the Director of Corporate Affairs
From the Trust Board
Accountable Emergency Officer

Decisions and functions reserved to the Audit and Risk Committee
From the Trust Board
Advise the Trust Board on internal and external audit services.
Review the establishment and maintenance of an effective system of integrated governance, risk management and internal control, across the whole of the organisation's activities (both clinical and non-clinical), that supports the achievement of the organisation's objectives.
Monitor compliance with the Standing Orders and Standing Financial Instructions.
Review schedules of losses and compensations and make recommendations to the Trust Board.
Review schedules of debtor / creditor balances >£5k, >6 months.
Review the annual report and financial statements (accounts) prior to submission to the Trust Board.
Require and receive the declaration of officers' interests that may conflict with those of the Trust.
Approve the Trust's policies and procedures for the management of risk.

Decisions and functions reserved to the Charitable Funds Committee
From the Trust Board
The Committee shall advise the Board of Directors, as Corporate Trustee, on the management and use of the Trust's charitable funds. The Trust Board shall retain overall control of the charity's activities, considering the recommendations submitted by the Committee. The Trust Board shall set out its investment policy in writing.
Review investments in accordance with the objectives specified in the Terms of Reference.
Recommend to the Trust Board the organisation's strategy for charitable funds and, as part of the strategy, consider the approach to fundraising, the investment of funds, the approach to expenditure and the approval of procedures associated with the use of charitable funds.
Approve Charitable Fund bids in accordance with the relevant procedures.
Review and recommend to the Trust Board for approval, the Charitable Funds Annual Accounts and Annual Report.
Review the Charitable Funds Audit Report prior to submission to the Trust's Audit and Risk Committee.
Approve arrangements relating to the discharge of the Trust responsibilities as a corporate trustee for funds held on trust.

Decisions and functions reserved to the Finance and Infrastructure Committee
From the Trust Board
Develop and implement the Trust's Estates and Digital Strategies ensuring that it is delivered in a proactive, efficient and incremental fashion, to the benefit of all staff, patients and visitors.
Develop and approve annual programmes for planned maintenance, statutory compliance and capital projects.
Ensure appropriate participation in, and completion of, annual returns.
Review all Trust's policies relating to the Committee's remit on behalf of the Trust Board.
Review all Trust's strategies relating to the Committee's remit and make recommendations on their adoption to the Trust Board.
Approve proposals on individual contracts (other than NHS contracts) of a capital or revenue nature amounting to, or likely to amount to over £0.35m over a 3-year period or the period of the contract if longer.

Decisions and functions reserved to the People Participation and Equalities Committee
From the Trust Board
Approve annual organisational development proposals.
Have oversight of the Trust's overall approach to people participation including the implementation of the Inclusion strategy.
Approve and oversee the implementation of improvement action plans designed to enhance the services of the Trust, working in collaboration with the Working Together Group. Action plans may be developed directly by the Committee, and the Committee may also approve action plans produced by the Working Together Group, ensuring appropriate alignment with, and awareness of, the work of other committees.
Ensure that a culture of people participation is embedded to support our service improvement projects, quality reviews and estates refurbishments and developments as defined in the Inclusion strategy.
Engage the people in the communities we serve, our staff including contractors, other temporary staff and volunteers.
Listen to the views of our key stakeholders including other healthcare partners, Healthwatch, community groups, and other patient groups; involve and consider them as a critical friend and to explore ways in which the Trust can respond positively to their views.
Ensure the needs and interests of all service users are taken into consideration including people who fall under the nine characteristics that are protected under the Equality Act 2010.

Decisions and functions reserved to the Quality Committee
From the Trust Board
Approve arrangements for dealing with complaints.
Approve proposals for ensuring quality and developing clinical governance in services provided by the Trust, having regard to any guidance issued by the Secretary of State for Health and Social Care.
Review reports from external agencies and regulators, e.g., NHS Resolution and Care Quality Commission etc.
Advise the Trust Board on the clinical and practice governance consequences of any significant breaches or failure of performance, in accordance with national guidance and ensure that appropriate action is taken.
Scrutinise the Care Quality Commission registration and other accreditation and assessment submissions, e.g., its Statement of Purpose.
Review and monitor the risk and issue register regarding clinical and safety related risks and receive reports from risk owners regarding the proposed actions and ongoing progress.
Analyse data on incidents, complaints, compliments, case reviews, patient feedback, and clinical audit, and advise the Trust Board on thematic interpretation and ensure that learning is disseminated across the Trust.
Receive Patient Safety Incident Response Framework reports on behalf of the Trust and monitor action plans, to ensure that the system of incident reporting and learning from incidents is robust.

Decisions and functions reserved to the Quality Committee
From the Trust Board
Review and approve an annual clinical audit programme and advise the Trust Board on learning from the outcomes from audit reports.
Ensure that management processes are in place which provide assurance that the Trust has taken appropriate action in response to relevant independent reports, government guidance, statutory instruments and ad hoc reports from inquiries and independent reviews.
Review all Trust policies relating to the Committee's remit on behalf of the Trust Board.
Review all Trust strategies relating to the Committee's remit and make recommendations on their adoption to the Trust Board.

Decisions and functions reserved to the Remuneration Committee
From the Trust Board
Keep under review all aspects of the reward strategy within the Trust.
Ensure senior managers are fairly rewarded for their individual contribution to the Trust having regard to local circumstances, performance, and national arrangements.
Oversee and monitor the level and structure of total remuneration including contractual and performance payments, benefits and perquisites for employees above the pay point of Band 9 Agenda for Change.
Set remuneration for all executive directors on behalf of the Trust.
Recommend and monitor the level and structure of remuneration for senior management.
Review the structure, size and composition required of the Trust Board compared to its current position and make recommendations to the Trust Chair regarding any changes.
Review succession planning arrangements prepared by the Chief Executive Officer on an annual basis.
Oversee Trust Board recruitment and the termination process to ensure the appropriate balance of skills and capabilities, and constitutional and statutory compliance.
Make recommendations to the Trust Board on changes to its composition and on Executive Director suspension or termination.

Decisions and functions reserved to the Service Assurance Committee(s)
From the Trust Board
Report to the Trust Board on the overall status of the financial, quality and operational performance, assess potential shortfalls and risk, and recommend board-level actions to address them.
Advise the Trust Board on the consequences of any significant breaches or failure of performance.
Receive and validate corrective action plans for projects / activities not currently achieving or projected not to achieve planned budgets / milestones.
Receive information on the Section 75 (Pool) arrangements and assure the Trust Board on the realising of the outcomes in these agreements.
Receive progress reports on the tendering, negotiation and finalisation of contracts with commissioners and suppliers.
Review and monitor the risk and issue register regarding financial and performance related risks and receive reports from risk owners regarding the proposed actions and ongoing progress.
Advise the Trust Board on whether the Trust is being run as efficiently, economically and effectively as possible or whether a better approach could be provided.
Advise the Trust Board on opportunities and challenges of co-operating with local healthcare economies.
Review all Trust policies relating to the Committee's remit on behalf of the Trust Board.
Review all Trust strategies relating to the Committee's remit and make recommendations on their adoption to the Trust Board.

Standing Financial Instructions

1.0 INTRODUCTION

1.1 General

1.1.1 These Standing Financial Instructions (SFIs) are issued in accordance with the Trust (Functions) Directions 2000 issued by the Secretary of State which require that The Trust shall agree to Standing Financial Instructions for the regulation of the conduct of its members and officers in relation to all financial matters with which they are concerned. They shall have effect as if incorporated in the Standing Orders (SOs).

1.1.2 These Standing Financial Instructions detail the financial responsibilities, policies and procedures adopted by the Trust. They are designed to ensure that the Trust's financial transactions are carried out in accordance with the law and with Government policy to achieve probity, accuracy, economy, efficiency and effectiveness. They should be used in conjunction with the Schedule of Decisions Reserved to the Board and the Scheme of Delegation adopted by the Trust.

1.1.3 These Standing Financial Instructions identify the financial responsibilities which apply to everyone working for the Trust and its constituent organisations including Trading Units. They do not provide detailed procedural advice and should be read in conjunction with the detailed departmental and financial procedure notes. All financial procedures must be approved by the Chief Finance & Resources Officer.

1.1.4 Should any difficulties arise regarding the interpretation or application of any of the Standing Financial Instructions then the advice of the Chief Finance & Resources Officer must be sought before acting. The user of these Standing Financial Instructions should also be familiar with and comply with the provisions of the Trust's Standing Orders.

1.1.5 The failure to comply with Standing Financial Instructions and Standing Orders can in certain circumstances be regarded as a disciplinary matter that could result in dismissal.

1.1.6 **Overriding Standing Financial Instructions** – If for any reason these Standing Financial Instructions are not complied with, full details of the non-compliance and any justification for non-compliance and the circumstances around the non-compliance shall be reported to the next formal meeting of the Audit & Risk Committee for referring action or ratification. All members of the Board and staff have a duty to disclose any non-compliance with these Standing Financial Instructions to the Chief Finance & Resources Officer as soon as possible.

1.2 Terminology

1.2.1 Save as otherwise permitted by law, at any meeting the Chair of The Trust shall be the final authority on the interpretation of the SFIs. They will be advised by the Chief Executive Officer or Company Secretary in this interpretation.

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

'Accountable Officer' means the NHS Officer responsible and accountable for funds entrusted to The Trust. The officer shall be responsible for ensuring the proper stewardship of public funds and assets. For The Trust this shall be the Chief Executive Officer.

'Board of Directors' and (unless the context otherwise requires) 'Board' means the Chair, executive and non-executive directors of The Trust collectively as a body.

'Budget' means a resource, expressed in financial terms, proposed by the Board for the purpose of carrying out, for a specific period, any or all the functions of The Trust.

'Budget Holder' means the director or employee with delegated authority to manage finances (Income and Expenditure or Capital) for a specific area of each organisation.

'Chair' is the person appointed by NHS England to lead the Board of Directors and to ensure that it successfully discharges its overall responsibility for The Trust as a whole. The use of the term 'Chair' shall be deemed to include the Vice Chair of the Trust if the Chair is absent from a meeting or is otherwise unavailable.

Note: other elements of the governance manual will refer to 'Chair' as relating to the Chairs of subcommittees of the Board. This is a different meaning to the use of 'Chair' in the SFIs.

'Committee' means a Committee or sub-Committee created and appointed by The Trust.

'Executive Director' means a member of the Board of Directors who holds an executive office of The Trust.

'Funds held on trust' means those funds which The Trust held at incorporation, received on distribution by statutory instrument or chooses subsequently to accept under powers derived under S.90 of the NHS Act 2006, as amended. Such funds may or may not be charitable.

'Legal Adviser' means the properly qualified person(s) appointed by The Trust to provide legal advice.

'Local Counter Fraud Specialist' (LCFS) means the officer(s) who have daily operational responsibility for implementing the NHS Standards for Providers (Fraud, Bribery and Corruption).

‘Local Security Management Specialist’ (LSMS) means the officer(s) who have daily operational responsibility for implementing the Department of Health and Social Care directions on security management.

‘Member’ means member of the Board as the context permits.

‘Nominated Officer’ means an officer charged with the responsibility for discharging specific tasks within the Standing Orders and Standing Financial Instructions.

‘Non-executive Director’ means a member of the Board of Directors who does not hold an executive office of The Trust.

‘Officer’ means an employee of The Trust or any other person holding a paid appointment or office with The Trust.

‘SFIs’ means the Standing Financial Instructions of The Trust.

‘SOs’ means the Standing Orders of The Trust.

‘Trust’ means the East of England Community Health & Care NHS Trust.

‘Vice-Chair’ means the Non-executive Director appointed by the Board to take on the Chair’s duties if the Chair is absent for any reason.

Wherever the title Chief Executive Officer, Chief Finance and Resources Officer, or other nominated officer is used in these instructions, it should be deemed to include such other director or employees who have been duly authorised to represent them.

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

1.3 Responsibilities and Delegation

1.3.1 The Trust Board

The Board exercises financial supervision and control by:

(a) formulating the financial strategy;

(b) requiring the submission and approval of budgets within approved allocations / overall income;

(c) defining and approving essential features in respect of important procedures and financial systems (including the need to obtain value for money);

(d) defining specific responsibilities placed on members of the Board and employees as indicated in the Scheme of Delegation document.

1.3.2 The Board has resolved that certain powers and decisions may only be exercised by the Board in formal session. These are set out in the 'Reservation of Powers to the Board' document. All other powers have been delegated to such other committees as the Trust has established.

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

1.3.4 The Chief Executive and Chief Finance & Resources Officer

Within the Standing Financial Instructions, it is acknowledged that the Chief Executive is ultimately accountable to the Board, and as Accountable Officer, to the Secretary of State, to ensure that the Board meets its obligation to perform its functions within the available financial resources. The Chief Executive has overall executive responsibility for the Trust's activities; is responsible to the Chair and the Board for ensuring that its financial obligations and targets are met and has overall responsibility for the Trust's system of internal control.

1.3.5 It is the duty of the Chief Executive to ensure that Members of the Board and employees and all new appointees are notified of, and put in a position to understand their responsibilities within these Instructions.

1.3.6 The Chief Finance & Resources Officer is responsible for:

(a) implementing the Trust's financial policies and for coordinating any corrective action necessary to further these policies;

(b) maintaining an effective system of internal financial control including ensuring that detailed financial procedures and systems incorporating the principles of separation of duties and internal checks are prepared, documented and maintained to supplement these instructions;

(c) ensuring that sufficient records are maintained to show and explain the Trust's transactions, in order to disclose, with reasonable accuracy, the financial position of the Trust at any time;

and, without prejudice to any other functions of the Trust, and employees of the Trust, the duties of the Chief Finance & Resources Officer include:

(d) the provision of financial advice to other members of the Board and employees;

(e) the design, implementation and supervision of systems of internal financial control;

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

1.3.7 Board Members and Employees

All members of the Board and employees, severally and collectively, are responsible for:

(a) the security of the property of the Trust;

(b) avoiding loss;

(c) exercising economy and efficiency in the use of resources;

(d) conforming with the requirements of Standing Orders, Standing Financial Instructions, Financial Procedures and the Scheme of Delegation.

1.3.8 Contractors and their employees

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

1.3.9 For all members of the Board and any employees who carry out a financial function, the form in which financial records are kept and the manner in which members of the Board and employees discharge their duties must be to the satisfaction of the Chief Finance & Resources Officer.

2. AUDIT

2.1 Audit committee

2.1.1 In accordance with Standing Orders, the Board shall establish an Audit Committee with clearly defined terms of reference and following guidance from the Audit and Risk Assurance Committee Handbook published by HM Treasury.

2.1.2 The Board shall satisfy itself that at least one non-executive director member of the Audit Committee has recent and relevant financial experience.

2.1.3 The main roles and responsibilities of the Audit Committee are set out in written terms of reference and include details of how it will monitor the integrity of the establishment and maintenance of an effective system of integrated governance, risk management and internal control across the whole of The Trust's activities.

2.1.4 The Audit Committee will review financial systems and monitor the integrity of the financial statements and review significant financial reporting judgements.

2.1.5 The Audit Committee shall make the final decision as to the appointment of the external auditor.

2.1.6 The Audit Committee will oversee internal and external audit services. It will ensure the work of the internal and external auditor is of a sufficiently high standard.

2.1.7 The committee must monitor the provision of non-audit services by the external auditor to ensure auditor objectivity and independence is safeguarded.

2.1.8 Where the Audit Committee consider there is evidence of ultra vires transactions, evidence of improper acts, or if there are other important matters that the Committee wishes to raise, the Chair of the Audit Committee should raise the matter at a full meeting of the Board of Directors. Exceptionally, the matter may need to be referred to the appropriate regulator or to the Chief Finance and Resources Officer in the first instance.

2.1.9 The Audit Committee will ensure there is an effective Internal Audit function, which meets mandatory Internal Audit Standards. The Audit Committee shall be involved in the selection process when an internal audit service provider is changed.

2.1.10 The Audit Committee will review The Trust's Annual Report and Financial Statements before submission to the Board.

2.1.11 The Audit Committee will review all internal and external audit reports, including the annual report of the Head of Internal Audit and the Local Counter Fraud Specialist. The Audit Committee will monitor management response and responsiveness to findings and recommendations.

2.1.12 The Audit Committee will monitor and review compliance with The Trust's Standing Orders and Standing Financial Instructions.

2.2 Chief Finance and Resources Officer

2.1.1 The Chief Finance and Resources Officer is responsible for:

(a) Ensuring there are arrangements to review, evaluate and report on the effectiveness of internal financial control including the establishment of an effective internal audit function.

(b) Ensuring that the internal audit service to The Trust is adequate and meets the NHS mandatory audit standards.

(c) Deciding at which stage to involve the police in cases of misappropriation and other irregularities not involving fraud, bribery and corruption.

(d) Ensuring that an annual internal audit report is provided for the consideration of the Audit Committee. The report must cover:

i) A clear opinion on the effectiveness of internal control and risk management arrangements,

ii) Major internal control weaknesses discovered,

iii) Progress on the implementation of internal audit recommendations,

iv) Progress against plan over the previous year,

v) Strategic audit plan covering the coming three years,

vi) A detailed plan for the coming year.

2.2.2 The Chief Finance and Resources Officer or designated auditors are entitled without necessarily giving prior notice to require and receive:

a) Access to all records, documents and correspondence relating to any financial or other relevant transactions, including documents of a confidential nature.

b) Access at all reasonable times to any land, premises, members of the Board or officer of The Trust.

c) The production of any cash, stores or other property of The Trust under an officer's control.

d) Explanations concerning any matter under investigation.

2.3 Role of internal audit

2.3.1 Internal Audit will review, appraise and report upon:

a) The extent of compliance with relevant established policies, plans and procedures.

b) The adequacy and application of financial and other related management controls.

c) The suitability of financial and other related management data including internal and external reporting and accountability processes.

d) The extent to which The Trust's assets and interests are accounted for and safeguarded from loss of any kind, arising from:
   (i) Fraud, bribery and other offences.
   (ii) Waste, extravagance, inefficient administration.
   (iii) Poor value for money or other causes.
   (iv) Any form of risk, especially business and financial risk.

2.3.2 Whenever any matter arises which involves, or is thought to involve, irregularities concerning cash, stores, or other property or any suspected irregularity in the exercise of any function of a pecuniary nature, the Chief Finance and Resources Officer must be notified immediately, and in the case of alleged or suspected fraud the LCFS must be notified.

2.3.3 The Internal Audit function will normally attend Audit Committee meetings and has a right of access to all Audit Committee members, the Chair and Chief Executive Officer of The Trust.

2.3.4 The Internal Audit function shall be accountable to the Director of Corporate Affairs. The reporting system for internal audit shall be agreed between the Chief Finance and Resources Officer, the Audit Committee and the Head of Internal Audit. The agreement shall be in writing and shall comply with relevant guidance on reporting. The reporting system should be reviewed at least every three years.

2.4 External audit

2.4.1 The Audit Committee will appoint or remove the external auditors.

2.4.2 The criteria and process for appointing, re-appointing or removing the external auditors should be agreed by the Audit Committee.

2.4.3 The Trust must ensure that the external auditor appointed by the Audit Committee meets the criteria included by the Independent Regulator within the Code of Audit Practice issued by the National Audit Office (NAO), at the date of appointment and on an on-going basis throughout the term of their appointment.

2.4.4 The Audit Committee must ensure a cost-effective external audit service is provided.

2.4.5 The External Auditor must ensure that this service fulfils the functions and audit access and information requirements, as specified in the NHS Act 2006.

2.4.6 External audit providers must comply with the Financial Reporting Council’s ethical standards when providing non-audit services to The Trust. Whenever the external audit firm is engaged by The Trust or bids to provide non-audit services to The Trust, the firm's audit engagement partner must declare an interest to the Audit Committee and, if necessary, explain:

2.4.6.1 how it does not conflict with APB ethical standards.

2.4.6.2 the control measures it has established to preserve the integrity of the auditors' independence.

2.4.7 Prior approval must be sought from the Audit Committee for each discrete piece of additional audit work over and above the agreed start-of-year audit plan awarded to the external auditors.

2.5 Fraud, Bribery and Corruption

2.5.1 In line with their responsibilities, the Chief Finance and Resources Officer shall monitor and ensure compliance with directions on NHS Fraud, Bribery and Corruption issued by relevant regulators, including failure to prevent fraud in line with the Economic Crime and Corporate Transparency Act 2023.

2.5.2 The Trust shall nominate a suitably qualified person to carry out the duties of the Local Counter Fraud Specialist (LCFS) including work to prevent and deter fraud, bribery and corruption and any reactive work to hold those to account who commit such acts. They are reportable to the Chief Finance and Resources Officer and will work in accordance with NHS Counter Fraud Authority guidance and relevant legislation, as well as in line with The Trust's Counter-Fraud, Bribery and Corruption Policy.

2.5.3 An LCFS workplan must be agreed, and it must have an appropriate division of workdays allocated to counter fraud awareness, proactive work (based on a Trust-wide risk assessment) and reactive work (ad-hoc investigations).

2.5.4 The LCFS on behalf of The Trust will report annually on how The Trust has met the standards set by NHS CFA in relation to counter-fraud, bribery and corruption work.

2.5.5 The Trust will enable the LCFS to attend Audit Committee meetings. The Committee shall receive Local Counter Fraud Specialist reports at these meetings.

2.5.6 The Trust will carry out a risk assessment to identify fraud and bribery risk and has in place an anti-fraud and bribery provision that is proportionate to the level of risk identified. These identified risks are translated into an organisational work plan, of which progress is monitored at a senior level and results reported to the Audit Committee.

2.5.7 The Bribery Act 2010 introduced the offences of offering and or receiving a bribe. It also places specific responsibility on organisations to have in place sufficient and adequate procedures to prevent bribery and corruption taking place. To demonstrate The Trust has sufficient and adequate procedures in place and to demonstrate openness and transparency all staff are required to comply with the requirements of Standing Financial Instructions and Standing Orders.

2.6. Security Management

2.6.1 In line with their responsibilities, the executive director with lead responsibility for security management will monitor and ensure compliance with directions issued by the Secretary of State for Health and Social Care on NHS Security Management.

2.6.2 The Local Security Management Specialist (LSMS) shall regularly report progress to each meeting of the Health and Safety Committee and upwards to The Trust Executive Committee at least quarterly.

2.6.3 A non-executive director will be nominated as responsible to the Board for security management. The Chair of the Audit Committee shall hold this responsibility.

2.7 Senior Information Risk Owner (SIRO)

2.7.1 The Trust shall nominate an executive director to be responsible to the Board for information risk management, called a Senior Information Risk Owner (SIRO). The role of the SIRO is defined in the Information Governance Toolkit and is summarised in The Trust's Information Governance Policy. The SIRO is the leading advocate for information risk to the Board, advising on how information security risks could affect the strategic goals of The Trust.

2.7.2 Specific guidance Notwithstanding the application of SO 6.1 above, these Standing Orders and the Standing Financial Instructions must be read in conjunction with any directions and guidance issued by NHSE and any other relevant body and in accordance with the following: o Health and Care Act 2022 o Data Protection Act 2018 o DH Caldicott Guardian Manual 2010 o Human Rights Act 1998; o Freedom of Information Act 2000; o Equality Act 2010; o Information Governance Toolkit o Bribery Act 2010 o Fit and proper persons regulations o Fraud Act 2006

3. ALLOCATIONS, BUSINESS PLANNING, BUDGETS, BUDGETARY CONTROL AND MONITORING

3.1 Preparation and approval of financial plan

3.1.1 Prior to the start of the financial year the Chief Finance and Resources Officer will, on behalf of the Chief Executive Officer, prepare and submit a financial plan for approval by the Board. The plan will:

(a) Be in accordance with the aims and objectives set out in the annual plan.

(b) Accord with workload and workforce plans.

(c) Be produced following discussion with appropriate budget holders.

(d) Be prepared within the limits of available funds.

(e) Identify potential risks and mitigations.

3.1.2 The Chief Finance and Resources Officer shall monitor financial performance against budget and report to each Board.

3.1.3 All budget holders must provide information as required by the Chief Finance and Resources Officer to enable budgets to be compiled.

3.1.4 Should circumstances require a revision to the annual financial plan during the year, the process outlined above should be followed. The Board should also be made aware of the reasons for the change and why the original annual plan is no longer appropriate.

3.1.5 All budget holders will receive their allocated budgets at the commencement of each financial year.

3.1.6 The Chief Finance and Resources Officer has a responsibility to ensure that adequate training is delivered on an on-going basis to budget holders to help them manage their budgets successfully.

3.2 Budgetary delegation

3.2.1. The Chief Executive Officer delegates the management of a budget to permit the performance of a defined range of activities. This delegation must be accompanied by a clear definition of:

(a) The amount of the budget.

(b) The purpose of each budget heading.

(c) Individual and group responsibilities.

(d) Authority to exercise virement between budgets.

(e) Achievement of planned levels of service.

(f) The provision of regular reports.

3.2.2. The Chief Finance and Resource Officer and delegated budget holders must manage within the budgetary total and Scheme of Delegation set by the Board.

3.2.3. Any budgeted funds not required for their designated purpose revert to the immediate control of the Chief Finance and Resource Officer, subject to any authorised use of virement.

3.2.4. Non-recurring budgets should not be used to finance recurring expenditure without the authority in writing of the Chief Finance and Finance and Resources Officer. If the value of the recurrent expenditure is above the financial delegated limit, this authority must be obtained from the Chief Executive.

3.3 Budgetary control and reporting

3.3.1. The Chief Finance and Resources Officer will devise and maintain systems of budgetary control. These will include:

(a) Financial reports to the Board in a form approved by the Board containing but not limited to:

(i) Income and expenditure to date showing actuals against plan and forecast year-end position.

(ii) Working capital.

(iii) Capital projects spend and forecast against plan.

(iv) Explanations of any material variances from plan.

(v) Details of any corrective action where necessary and the Chief Finance and Resources Officer view of whether such actions are sufficient to correct the situation.

(b) Access to timely, accurate and comprehensible financial reports to budget holders, covering the areas for which they are responsible, with advice provided where appropriate.

(c) Investigation and reporting of variances from financial and workforce budgets.

(d) Monitoring of management action to correct variances.

(e) Arrangements for the authorisation of budget transfers.

3.3.2. Each Budget Holder is responsible for ensuring that:

(a) Any likely overspending or reduction of income which cannot be met by virement is not incurred without the prior consent of the Chief Finance and Resources Officer.

(b) The amount provided in the approved budget is not used in whole or in part for any purpose other than that specifically authorised subject to the rules of virement.

(c) No permanent employees are appointed without the approval of the Chief Executive Officer other than those provided for in the budgeted establishment as approved by the Board.

(d) The systems of budgetary control established by the Chief Finance and Resources Officer are complied with fully.

3.3.3. Each executive officer is responsible for identifying and implementing efficiencies as allocated to their directorates including income generation initiatives in accordance with the requirements of the Annual Plan and The Trust's strategy.

3.4 Capital expenditure

3.4.1. The general rules applying to delegation and reporting shall also apply to capital expenditure.

3.5 Financial approval limits

3.5.1 Financial approval limits are shown in annex A.

3.6 Financial performance monitoring and returns

3.6.1 The CFRO is responsible for ensuring that the appropriate monitoring forms are submitted to the requisite monitoring organisation by the due date.

3.6.2 The Chief Finance and Resource Officer is responsible for ensuring that:

(a) Financial performance measures have been defined and are monitored.

(b) Reasonable targets have been identified for these measures.

(c) A robust system is in place for managing performance against the targets.

(d) Reporting lines are in place to ensure overall performance is managed.

(e) Arrangements are in place to manage/respond to adverse performance.

4. ANNUAL ACCOUNTS AND REPORTS

4.1 The Chief Finance and Resources Officer, on behalf of The Trust, will:

(a) Prepare financial returns in accordance with the accounting policies and guidance given by the Department of Health and Social Care (DHSC), the Treasury, The Trust's accounting policies, and International Financial Reporting Standards as interpreted by the appropriate NHS accounting manual.

(b) Prepare and submit certified annual financial reports in accordance with current guidelines.

(c) Submit financial returns to the appropriate bodies for each financial year in accordance with the timetable prescribed by the DHSC.

4.2 The Trust’s annual accounts must be audited by an external auditor in accordance with appropriate auditing requirements.

4.3 The Trust’s audited annual accounts must be presented to a public meeting and made available to the public. The document will comply with the DHSC Manual for Accounts.

4.4 The Trust’s audited Annual Report and Accounts must be presented to the Board of Directors, or delegate this role to the Audit Committee, for formal approval.

5. BANK AND GOVERNMENT BANKING SERVICE (GBS) ACCOUNTS

5.1 General

5.1.1. The Chief Finance and Resources Officer is responsible for managing The Trust's banking arrangements and for advising The Trust on the provision of banking services and operation of accounts consistently with The Trust's internal treasury management policy. The policy should consider any guidance issued by NHS England.

5.1.2. The Board shall approve the banking arrangements.

5.1.3. See also section 11 of these SFIs.

5.2 Bank and GBS accounts

5.2.1 The Chief Finance and Resources Officer is responsible for:

(a) Bank accounts, including GBS accounts.

(b) Establishing separate bank accounts for The Trust's non-exchequer funds, if any.

(c) Ensuring payments made from bank accounts do not exceed the amount credited to the account except where arrangements have been made.

(d) Reporting to the Board all arrangements made with The Trust's bankers for accounts to be overdrawn.

(e) monitoring compliance with DHSC guidance on the level of cleared funds where appropriate.

5.3 Banking procedures

5.3.1 The Chief Finance and Resources Officer will prepare detailed instructions on the operation of bank and GBS accounts which must include:

(a) the conditions under which each bank and GBS account is to be operated.

(b) the limit to be applied to any overdraft.

(c) those authorised to sign cheques or other orders drawn on The Trust's accounts.

5.4 Tendering and review of banking arrangements

5.4.1. The Chief Finance and Resources Officer will review the banking arrangements of The Trust periodically to ensure they reflect on the best practice and represent best value for money by periodically seeking competitive tenders for The Trust's banking business. This review is not necessary for GBS accounts.

5.4.2. Competitive tenders should be considered at least every five years, the results of which should be reported to the Board. This review is not necessary for GBS accounts.

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

6.1 Income Systems

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

6.1.2. The Chief Finance and Resources Officer is also responsible for the prompt banking of all monies received.

6.2 Fees and charges

6.2.1. The Trust shall follow good costing practice in accordance with professional advice from the finance department.

6.2.2. The Chief Finance and Resources Officer is responsible for approving and regularly reviewing the level of all fees and charges other than those determined by the DHSC. Independent professional advice on matters of valuation shall be taken as necessary.

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

6.3 Debt recovery

6.3.1. The Chief Finance and Resources Officer is responsible for the appropriate recovery action on all outstanding debts.

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

6.3.3. Overpayments should be detected (or preferably prevented) and recovery initiated.

6.4 Security of cash, cheques and other negotiable instruments

6.4.1. The Chief Finance and Resources Officer is responsible for:

(a) Approving the form of all receipt books, agreement forms, or other means of officially acknowledging or recording monies received or receivable.

(b) Ordering and securely controlling any such stationery.

(c) the provision of adequate facilities and systems for employees whose duties include collecting and holding cash, including the provision of safes or lockable cash boxes, the procedures for keys, and for coin operated machines.

(d) Prescribing systems and procedures for handling cash and negotiable securities on behalf of The Trust.

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

6.4.3. All cheques, postal orders, cash etc., shall be banked intact and immediately entered into an approved record. Disbursements shall not be made from cash received, except under arrangements approved by the Chief Finance and Resources Officer.

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

6.4.5. During an absence (e.g. on holiday) of the holder of a safe or cash box key, the officer who acts in their place shall be subject to the same controls as the normal holder of the key. There shall be written discharge for the safe and/or cash box contents on the transfer of responsibilities and the discharge document must be retained for inspection.

6.4.6. Wherever incoming post consistently contains remittances the opening of such posts must be undertaken by two officers, who should both certify any receipts in an approved register. Incoming post not usually associated with remittances can be opened by an individual officer. If, however, a remittance is received, a second officer must be involved immediately.

6.4.7. The opening of coin-operated machines (including telephones) and the counting and recording of the takings shall be undertaken by two officers together, except as may be authorised in writing by the Chief Finance and Resources Officer.

6.4.8. Where cash collection is undertaken by an external organisation, this shall be subject to such security and other conditions as required by the Chief Finance and Resources Officer.

6.4.9. Any loss or shortfall of cash, cheques or other negotiable instruments shall be reported immediately in accordance with the agreed procedure for reporting losses (see also the section on Losses and Special Payments). Any loss or surplus of cash should be immediately reported to the Chief Finance and Resources Officer.

6.4.10. All payments made on behalf of The Trust to third parties should normally be made using bank transfers, the Bankers Automated Clearing System (BACS), or by crossed cheque and drawn in accordance with these instructions, except with the agreement of the Chief Finance and Resources Officer, as appropriate, who

shall be satisfied with security arrangements. Uncrossed and unused cheques shall be regarded as cash.

6.4.11. Reimbursement to members of staff for individual items of expenditure out of a petty cash float shall not exceed a defined limit as set out in the Scheme of Delegation.

6.4.12. Maximum limits for cash holdings shall be agreed with the Chief Finance and Resources Officer and shall not be exceeded without their written approval.

7. TENDERING AND CONTRACTING PROCEDURE

7.1 The Chief Executive Officer has delegated responsibility for negotiating the Service and Financial Framework for the provision of services to patients in accordance with the Business Plan to the Chief Financial and Resource Officer. In discharging this responsibility, the Chief Finance and Resource Officer should consider:

a) The standards of service expected.

b) The relevant national service framework (if any).

c) The provision of reliable information on cost and volume services.

d) The NHS Operating Framework.

e) That healthcare contracts build (where appropriate) existing partnership arrangements and be based on integrated care pathways.

7.2 Sell side contracts should be in place for all income streams, except where income is clearly trivial.

7.3 All sell side contracts should be signed by both parties, legally binding, shall comply with best costing practice and shall be devised so as to manage contractual risk, in so far as is reasonably achievable in the circumstances of each contract.

8. TERMS OF SERVICE AND PAYMENT OF DIRECTORS AND EMPLOYEES

8.1 Remuneration and terms of service

8.1.1. In accordance with Standing Orders and the Constitution, the Board shall establish a Remuneration Committee, with clearly defined terms of reference, specifying which posts fall within its area of responsibility, its composition, and the arrangements for reporting.

8.1.2. The Committee will:

(a) Advise the Board on appropriate remuneration and terms of service of executive directors to ensure they are fairly rewarded for their individual contribution to The

Trust - having proper regard to The Trust's circumstances and performance and to national requirements, where appropriate. Remuneration includes all aspects of salary, other benefits, and arrangements for termination of employment and other contractual terms.

(b) Monitor and evaluate the performance of individual executive directors (and other senior employees).

(c) Advise on and oversee appropriate contractual arrangements for such staff including the proper calculation and scrutiny of termination payments.

8.1.3. The Committee shall report in writing to the Board on the basis for its recommendations. The Board shall use the report as the basis for their decisions but remain accountable for taking decisions on the remuneration and terms of service of officer members. Minutes of the Board's meetings should record such decisions.

8.1.4. The Board will consider and approve proposals presented by the Chief Executive Officer for setting of remuneration and conditions of service for those officers not covered by the Committee.

8.1.5. The Trust will pay the Chair and Non-executive Directors as determined by the Remuneration Committee in accordance with The Trust's Constitution, and /or in line with NHS England guidance on Chair and Non-executive Director remuneration.

8.2 Funded establishment

8.2.1. The workforce plans incorporated within the annual budget will form the funded establishment.

8.2.2. The funded establishment of any department can only be varied as set out in the Scheme of Delegation.

8.3 Staff appointments

8.3.1. No director or employee may engage, re-engage, or re-grade employees, either on a permanent or temporary nature, or hire agency staff, or agree to changes in any aspect of remuneration:

(a) Unless authorised to do so through the Scheme of Delegation as agreed by The Trust Board.

(b) Within the limit of their approved budget and funded establishment.

8.3.2. The Board will approve procedures presented by the Chief People Officer for the determination of commencing pay rates, condition of service, etc. for employees.

8.4 Processing of payroll

8.4.1. The Chief Finance and Resources Officer is responsible for:

(a) Specifying timetables for submission of properly authorised time records and other notifications.

(b) The final determination of pay and allowances.

(c) Making payment on agreed dates.

(d) Agreeing method of payment.

8.4.2. The Chief Finance and Resources Officer will issue instructions regarding:

(a) Verification and documentation of data.

(b) The timetable for receipt and preparation of payroll data and the payment of employees.

(c) Maintenance of subsidiary records for superannuation, income tax, social security and other authorised deductions from pay.

(d) Security and confidentiality of payroll information.

(e) Checks to be applied to completed payroll before and after payment.

(f) Authority to release payroll data under the provisions of the General Data Protection Regulations.

(g) Methods of payment available to various categories of employee.

(h) Procedures for payment by cheque or bank credit of employees.

(i) Procedures for the recall of cheques and bank credits in relation to pay.

(j) meeting legal requirements in relation to pay, tax, pensions, and other benefits, including national minimum wage

(n) Pay advances and their recovery.

8.4.3. The Chief Finance and Resources Officer will issue instructions regarding:

(k) Maintenance of regular and independent reconciliation of pay control accounts.

(l) Separation of duties of preparing records and handling cash.

(m) A system to ensure the recovery from leavers of sums of money and property due by them to The Trust.

8.4.4. Appropriately nominated managers have delegated responsibility for:

(a) Submitting time records, and other notifications in accordance with agreed timetables.

(b) Completing time records and other notifications in accordance with the Chief Finance and Resources Officer's instructions and in the form prescribed.

(c) Submitting termination forms in the prescribed form immediately upon knowing the effective date of an employee's resignation, termination or retirement. Where an employee fails to report for duty or to fulfil obligations in circumstances that suggest they have left without notice, the Chief Finance and Resources Officer must be informed immediately.

8.4.5 Regardless of the arrangements for providing the payroll service, the Chief Finance and Resources Officer shall ensure the chosen method is supported by appropriate contracted terms and conditions, adequate internal controls and audit review procedures, and the collection of payroll deductions.

8.4.6 The Chief Finance and Resources Officer shall ensure that suitable arrangements are made for the payment of payroll deductions to appropriate bodies.

8.5 Contracts of employment

8.5.1. The Board shall delegate responsibility as set out in the Scheme of Delegation for:

a) Ensuring that all employees are issued with a Contract of Employment in a form approved by the Board and which complies with employment legislation.

b) Dealing with variations to, or termination of, contracts of employment.

c) Dealing with claims, settlements, compensation, tribunal hearings and disputes generally arising from contracts of employment.

9. NON-PAY EXPENDITURE AND BUY SIDE PROCUREMENT

9.1 Delegation of Authority

9.1.1. The Board will approve the level of non-pay expenditure on an annual basis and the CFRO will determine the level of delegation to budget managers.

9.1.2. The Chief Executive Officer will set out in the Scheme of Delegation:

(a) The list of managers who are authorised to approve requisitions for the supply of goods and services.

(b) The maximum value of each requisition and the system for authorisation above that level.

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

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

9.2.1. The requisitioner, in choosing the item to be supplied / the service to be performed shall always obtain the best value for money for The Trust. In so doing, the advice of The Trust's Procurement Department shall be sought. Where this advice is not acceptable to the requisitioner, the Chief Finance and Resources Officer shall be consulted.

9.2.2. Wherever appropriate, the supply of goods and services shall be covered by a contract following a tender exercise.

9.2.3. The Trust's Procurement Department shall be responsible for ensuring that The Trust complies with all applicable laws in relation to choice, requisitioning, ordering and receipt for goods and services.

9.2.4. The Chief Finance and Resources Officer shall be responsible for the prompt payment of accounts and claims. Payment of contract invoices shall be in accordance with contract terms, or otherwise, in accordance with national guidance.

9.2.5. The Chief Finance and Resources Officer will:

(a) Advise the Board regarding the setting of thresholds above which quotations (competitive or otherwise) or formal tenders must be obtained; and, once approved, the thresholds should be incorporated in the Scheme of Delegation and SFIs, and regularly reviewed.

(b) Prepare procedural instructions (where not already provided in the Scheme of Delegation or procedure notes for budget holders) on the obtaining of goods, works and services incorporating the thresholds.

(c) Be responsible for the prompt payment of all properly authorised accounts and claims.

(d) Be responsible for designing and maintaining a system of verification, recording and payment of all amounts payable. The system shall provide for:

(i) A list of directors and employees authorised to certify invoices.

(ii) Certification that:

- Goods /services have been duly received, examined and are in accordance with specification and the prices are correct.

- Work done or services rendered have been satisfactorily carried out in accordance with the order, and, where applicable, the materials used are of the requisite standard and the charges are correct.

- In the case of contracts based on the measurement of time, materials or expenses, the time charged is in accordance with the time sheets, the rates of labour are in accordance with the appropriate rates, the materials have been checked as regards quantity, quality, and price and the charges for the use of vehicles, plant and machinery have been examined.

- Where appropriate, the expenditure is in accordance with regulations, and all necessary authorisations have been obtained.

- The account is arithmetically correct.

- The account is in order for payment.

(iii) A timetable and system for submission to the Chief Finance and Resources Officer of accounts for payment; provision shall be made for the early submission of accounts subject to cash discounts or otherwise requiring early payment.

(iv) Instructions to employees regarding the handling and payment of accounts within the Finance Department.

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

9.2.6. Prepayments above the value set out in the scheme of delegation are only permitted where approved by the Chief Finance and Resources Officer. The Chief Finance and Resources Officer and the Procurement Department will need to be satisfied with the proposed arrangements before contractual arrangements proceed. The budget holder is responsible for ensuring that all items due under a prepayment contract are received and must immediately inform the appropriate Director or Chief Finance and Resources Officer if problems are encountered.

9.2.7. Purchase orders must:

(a) Be consecutively numbered.

(b) Be in a form approved by the Chief Finance and Resources Officer.

(c) State The Trust's terms and conditions of trade.

(d) Only be issued to, and used by, those duly authorised by the CFRO.

9.2.8. Managers and budget holders must ensure that they comply fully with the guidance and limits specified by the Chief Finance and Resources Officer and that:

(a) All contracts (except for those permitted under the Scheme of Delegation), leases, tenancy agreements and other commitments which may result in liability are notified to an officer with the necessary delegated authority as specified in the Scheme of Delegation in advance of any commitment being made.

(b) Contracts above specified thresholds are advertised and awarded in accordance with DHSC instructions and public procurement regulations as may be applicable at the time and in accordance with The Trust's Contract Management Policy.

(c) Where consultancy advice is being obtained, the procurement of such advice must be in accordance with guidance issued by the DHSC and NHS England.

(d) No order shall be issued for any item or items to any supplier which has made an offer of gifts, reward or benefit to directors or employees which could bring the Trust into disrepute or could influence an employee or Board member's decision to award an order. This excludes the offering or provision of:

(i) Isolated gifts of a trivial character or inexpensive seasonal gifts, such as calendars, mugs, pens and stationery.

(ii) Conventional hospitality, such as lunches in the course of working visits and in accordance with the limits set out in the Conflicts of Interest and Business Conduct Policy.

(e) No requisition/order is placed for any item or items for which there is no budget provision unless authorised by the Chief Finance and Resources Officer. Requisition approval limits should align with the Scheme of Delegation.

(f) All goods, services, or works are ordered on an official order except works and services executed in accordance with a contract, purchases from petty cash and purchases using a purchasing card.

(g) Verbal orders can only be issued in extreme instances, by an employee designated by the CFRO and only in cases of emergency or urgent necessity. These must be confirmed by an official order and clearly marked 'Confirmation Order'.

(h) Orders are not split or otherwise placed in a manner devised so as to avoid the financial thresholds.

(i) Goods are not taken on trial or loan in circumstances that could commit The Trust to a future uncompetitive purchase.

(j) Changes to the list of directors/employees authorised to certify invoices are notified to the Chief Finance and Resources Officer or nominated deputy.

(k) Purchases from petty cash are restricted in value and by type of purchase in accordance with instructions issued by the Chief Finance and Resources Officer.

(l) Petty cash records are maintained in a form as determined by the Chief Finance and Resources Officer.

10. EXTERNAL BORROWING AND INVESTMENTS

The Chief Finance and Resources Officer will be responsible for the management of The Trust's cash flow.

10.1 External borrowing

10.1.1 The Trust will secure the most preferential interest rates for borrowing.

10.1.2 The Chief Finance and Resources Officer will advise the Board of Directors concerning The Trust's ability to pay interest on, and repay, any existing originating capital debt and any proposed new borrowing. The Chief Finance and Resources Officer is also responsible for reporting periodically to the Board of Directors concerning all loans, overdrafts and associated interest.

10.1.3 Any application for new borrowing will only be made by the Chief Finance and Resources Officer or nominated officer in accordance with the Scheme of Delegation.

10.1.4 The Chief Finance and Resources Officer must prepare detailed procedural instructions concerning applications for new borrowing which comply with instructions issued by the Independent Regulator.

10.1.5 Assets protected under the authorisation agreement with the Independent Regulator shall not be used as collateral for borrowing. Non-protected assets will be eligible as security for a loan.

10.1.6 All short-term borrowings should be kept to the minimum period of time possible, consistent with the overall cash flow position. Any new short-term borrowing must be authorised in accordance with the Scheme of Delegation.

10.1.7 All long-term borrowing must be consistent with The Trust's approved strategic plans and be approved by the Trust Board.

10.2 Investments

10.2.1 The Trust may invest money for the purpose of its strategic objectives and operational functions only in line with guidance from the regulator.

10.2.2 Cash surpluses must be held only in such investments as approved by the Board, consistent with The Trust's internal Treasury Management Policy and within the terms of guidance as may be issued by the relevant regulator.

10.2.3 The Chief Finance and Resources Officer is responsible for advising the Board on investments and shall report periodically to the Board concerning the performance of investments held.

10.2.4 The Chief Finance and Resources Officer will prepare detailed procedural instructions on the operation of investment accounts and on the records to be maintained.

10.3 Capital investment, private financing, asset registers and security of assets

10.4 Capital investments

10.4.1 All potential capital investment schemes competing for available capital resources are identified and reviewed as part of The Trust's Business planning cycle with clear links to supporting the Trust deliver against its strategic objectives.

10.4.2 All business cases must be compliant with investment appraisal guidance set out in HM Treasury's 'The Green Book' and the Five Case Model. This ensures that decision makers are supported with rounded, objective and evidence-based business cases, and templates have been designed to support this.

10.4.3 The criteria and principles for prioritising schemes for capital investment are agreed as part of the business planning process.

10.4.4 The Chief Finance and Resources Officer:

(a) Shall ensure that there is an adequate appraisal and approval process in place for determining capital expenditure priorities and the effect of each proposal upon business plans;

(b) Is responsible for the management of all stages of capital schemes and for ensuring that schemes are delivered on time and to cost; and

(c) Shall ensure that the capital investment is not undertaken without confirmation of purchaser(s) support, where relevant and the availability of resources to finance all revenue consequences, including capital charges.

(d) Shall ensure a relevant business case is prepared and submitted for approval in accordance with the Scheme of Delegation.

(e) Shall ensure that the business cases are in line with Trust policy and NHS guidance

10.4.5 The Chief Finance and Resources Officer shall issue procedures for the regular reporting of expenditure and commitment against authorised expenditure.

10.4.6 The Chief Finance and Resources Officer shall issue procedures governing financial management, including variations in contract, of capital investment projects and valuation for accounting purposes.

10.5 Private finance

10.5.1 When The Trust proposes using private finance the following procedures shall apply:

(a) The Chief Finance and Resources Officer shall demonstrate that the use of private finance represents value for money and genuinely transfers significant risk to the private sector.

(b) Where the value exceeds the thresholds in NHS England's capital regime then NHS England needs to be contacted for guidance.

(c) The proposal must be agreed by the Board.

10.6 Asset registers

10.6.1 The Chief Finance and Resources Officer is responsible for the maintenance of registers of assets suitable for financial reporting purposes, and arranging for a check of assets against the asset registers to be conducted once a year.

10.6.2 The Trust shall maintain asset registers recording non-current assets, sufficiently detailed to meet financial reporting requirements.

10.6.3 Additions to the non-current asset register must be clearly identified to an appropriate budget holder and be validated by reference to:

(a) Properly authorised and approved agreements, architect's certificates, supplier's invoices and other documentary evidence in respect of purchases from third parties.

(b) Stores, requisitions and wages records for own materials and labour.

(c) Lease agreements in respect of assets which are capitalised.

10.6.4 Where capital assets are sold, scrapped, lost or otherwise disposed of, their value must be removed from the accounting records, and each disposal must be validated by reference to authorisation documents and invoices (where appropriate).

10.6.5 The Chief Finance and Resources Officer shall approve procedures for reconciling balances on non-current asset accounts in ledgers against balances on non-current asset registers.

10.6.6 The valuation basis for each asset and the frequency of any revaluation (where applicable) will be determined by reference to The Trust's accounting policies which will be aligned to the treatment permissible under the under the DHSC General Accounting Manual (GAM).

10.6.7 The value of each asset shall be depreciated using methods and rates as specified in The Trust's Accounting Policies.

10.7 Security of assets

10.7.1 The overall control of non-current assets is the responsibility of the Chief Executive.

10.7.2 Asset control procedures (including non-current assets, cash, cheques and negotiable instruments, and including donated assets) must be approved by the Chief Finance and Resources Officer. This procedure shall make provision for:

(a) Recording managerial responsibility for each asset.

(b) Identification of additions and disposals.

(c) Identification of repairs and maintenance expenses.

(d) Physical security of assets.

(e) Periodic verification of the existence of, condition of, and title to, assets recorded.

(f) Identification and reporting of all costs associated with the retention of an asset.

(g) Reporting, recording and safekeeping of cash, cheques, and negotiable instruments.

10.7.3 While all employees and directors have a responsibility for the security of property of The Trust, it is the responsibility of directors and senior employees in all disciplines to apply such appropriate routine security practices in relation to NHS property as may be determined by the Board. Any breach of agreed security practices must be reported in accordance with instructions.

10.7.4 Any damage to The Trust's premises, vehicles and equipment, or any loss of equipment, stores or supplies must be reported by directors and employees in accordance with the procedure for reporting 'losses and special payments' and in accordance with the Security Management Policy.

10.7.5 Where practical, assets should be marked as Trust property.

11. Stores

11.1 Stores, defined in terms of controlled stores and departmental stores (for immediate use) should be:

(a) kept to a minimum;

(b) subjected to annual stock take;

(c) valued at the lower cost and net realisable value.

11.2 The Chief Finance and Resources Officer shall set out procedures and systems to regulate stores (controlled and departmental) including:

(a) Records for receipt of goods, issues, and returns to stores

(b) Stocktaking arrangements

(c) Stock valuation

(d) The review of slow moving and obsolete items and for condemnation, disposal, and replacement of all unserviceable articles.

11.3 Subject to the responsibility of the Chief Finance and Resources Officer for the systems of control, overall responsibility for the control of stores shall be delegated to an officer by the CFRO. The day-to-day responsibility may be delegated to departmental officers and stores managers/ keepers. The control of Pharmaceutical stocks shall be the responsibility of a designated Pharmaceutical Officer; the control of fuel or oil of a designated estates manager.

11.4 The responsibility for security arrangements and the custody of keys for all stores and locations shall be clearly defined in writing by the designated manager/ Pharmaceutical Officer. Wherever practicable, stocks should be marked as property of The Trust.

11.5 Where a complete system of stores control is not justified, alternative arrangements shall require the approval of the Chief Finance and Resources Officer.

12. Disposals and condemnations, losses and special payments

12.1 Disposals and condemnations

12.1.1 The Chief Finance and Resources Officer must prepare detailed procedures for the disposal of assets including condemnations and ensure that these are notified to managers.

12.1.2 When it is decided to dispose of a Trust asset, the head of department or authorised deputy will determine the estimated market value of the item, taking account of professional advice where appropriate. Authorisation to proceed should be granted in line with the Scheme of Delegation.

12.1.3 All unserviceable articles shall be:

(a) Condemned or otherwise disposed of by an employee authorised for that purpose by the Chief Finance and Resources Officer.

(b) Recorded by the Condemning Officer in a form approved by the Chief Finance and Resources Officer which will indicate whether the articles are to be converted, destroyed or otherwise disposed of. All entries shall be confirmed by the countersignature of a second employee authorised for the purpose by the Chief Finance and Resources Officer.

12.1.4 The Condemning Officer shall satisfy themself as to whether there is evidence of negligence in use and shall report any such evidence to the Chief Finance and Resources Officer who will take the appropriate action.

12.1.5 The following items may be disposed of in accordance with the disposals policy of The Trust, rather than following the process above:

(a) Obsolete or condemned articles and stores.

(b) Items arising from works of construction, demolition or site clearance, which should be dealt with in accordance with the relevant contract.

12.2 Losses and special payments

12.2.1 The Chief Finance and Resources Officer must prepare procedural instructions on the recording of and accounting for condemnations, losses, and special payments.

12.2.2 Any employee or officer discovering or suspecting a loss of any kind must either immediately inform their head of department, who must immediately inform the Chief Executive and the Chief Finance & Resources Officer or inform an officer charged with responsibility for responding to concerns involving loss. This officer will then appropriately inform the Chief Finance & Resources Officer and/or Chief Executive. Where a criminal offence is suspected, the Chief Finance & Resources Officer must immediately inform the police if theft or arson is involved. In cases of fraud and corruption or of anomalies which may indicate fraud or corruption, the Chief Finance & Resources Officer must inform the LCFS.

12.2.3 The Chief Finance and Resources Officer will, depending on the outcome of investigations (whether on an interim/on-going or a concluding basis) and/or the potential significance of suspicions that have been raised, inform the Chair and the Chair of the Audit Committee of cases, as may be deemed appropriate or necessary.

12.2.4 For fraud and losses caused by theft, arson, neglect of duty or gross carelessness, except if trivial the Chief Finance and Resources Officer must immediately notify:

(a) The Board.

(b) The External Auditor.

12.2.5 The Chief Finance and Resources Officer shall be authorised to take any necessary steps to safeguard The Trust's interests in bankruptcies and company liquidations.

12.2.6 For any loss, the Chief Finance and Resources Officer should consider whether any insurance claim can be made.

12.2.7 The Chief Finance and Resources Officer shall maintain a Losses and Special Payments Register in which write-off action is recorded.

12.2.8 All losses and special payments must be reported to the Audit and Risk Committee at every meeting.

13. INFORMATION TECHNOLOGY

13.1 The Senior Information Risk Owner (SIRO) has accountability for ensuring that effective systems and processes are in place to address the Information Governance agenda, including records and document management.

13.2 The SIRO is the overall owner of information risk within The Trust and acts as the focal point for information risk management, including resolution of any pan-organisation or other escalated risk issues raised by Information Asset Owners.

13.3 The Chief Information Officer shall be the SIRO of The Trust.

13.4 The SIRO shall:

(a) Devise and implement any necessary procedures to ensure adequate protection of The Trust's data, programs and computer hardware from accidental or intentional disclosure to unauthorised persons, deletion or modification, theft or damage, having due regard for the Data Protection Act 2018 and associated General Data Protection Regulations.

(b) Ensure that adequate controls exist over data entry, processing, storage, transmission and output to ensure security, privacy, accuracy, completeness, and timeliness of the data, as well as the efficient and effective operation of the system.

(c) Ensure that adequate controls exist such that the computer operation is separated from development, maintenance and amendment. Details of the relevant procedures are set out in the IT Security Policy.

(d) Ensure that an adequate management audit trail exists through the computerised system and that such computer audit reviews as considered necessary are being carried out.

13.5 The SIRO shall ensure that new financial systems and amendments to current financial systems are developed in a controlled manner and thoroughly tested prior to implementation. Where this is undertaken by another organisation, assurances of adequacy will be obtained from them prior to implementation.

13.6 The SIRO shall ensure that contracts for computer services for financial applications shall clearly define the responsibility of all parties for the security, privacy, accuracy, completeness, and timeliness of data during processing, transmission and storage. The contract shall also ensure rights of access for audit purposes.

13.7 The SIRO will provide written advice to the Chief Executive on the content of the Governance Statement regarding information risk.

13.8 Where computer systems have an effect on corporate financial systems the SIRO shall be satisfied that:

(a) Systems acquisition; development and maintenance are in line with corporate policies such as an Information Technology Strategy.

(b) Data produced for use with financial systems is adequate, accurate, complete and timely, and that a management (audit) trail exists.

(c) Appropriate finance staff have access to such data.

(d) Such computer audit reviews as are considered necessary are being carried out; and any changes to such systems shall be notified to and approved by the SIRO.

13.9 The Chief Information Officer shall ensure that all computer software held by The Trust is properly licensed and operated in accordance with the terms of the licence.

13.10 The Chief Information officer shall ensure that risks to The Trust arising from the use of IT are effectively identified and considered and appropriate action to mitigate or control risk. This shall include the preparation and testing of appropriate disaster recovery plans.

13.11 The Director of Corporate Affairs shall ensure a compliant Freedom of Information (FOI) Publication Scheme is in place.

14. PATIENTS' PROPERTY

14.1 The Trust has a responsibility to provide safe custody for money and other personal property (hereafter referred to as "property") handed in by patients, in the possession of unconscious or confused patients, or found in the possession of patients dying in hospital or dead-on arrival.

14.2 The Director of each Service is responsible for ensuring that patients or their guardians, as appropriate, are informed before or at admission that The Trust will not accept responsibility or liability for patients' property brought into Health Service premises, unless it is handed in for safe custody and a copy of an official patients' property record is obtained as a receipt. They will be informed by:

(a) Notices and information booklets.

(b) Hospital admission documentation and property records.

(c) The verbal advice of staff responsible for admissions.

14.3 The Chief Finance and Resources Officer must provide detailed written instructions on the collection, custody, investment, recording, safekeeping, and disposal of patients' property (including instructions on the disposal of the property of deceased patients and of patients transferred to other premises) for all staff whose duty is to

administer, in any way, the property of patients. Due care should be exercised in the management of a patient's money to maximise the benefits to the patient.

14.4 In all cases where property of a deceased patient is of a total value more than £5,000 (or such other amount as may be prescribed by any amendment to the Administration of Estates, Small Payments, Act 1965), the production of Probate or Letters of Administration shall be required before any of the property is released. Where the total value of property is £5,000 or less, forms of indemnity shall be obtained.

14.5 Staff should be informed, on appointment, by the appropriate departmental or senior manager of their responsibilities and duties for the administration of the property of patients.

15. FUNDS HELD ON TRUST

15.1 The Trust's Standing Orders identify The Trust's responsibilities as a corporate trustee for the management of funds it holds on trust and define the need for compliance with Charities Commission guidance and requirements.

15.2 The discharge of the Trust's corporate trustee responsibilities is distinct from its responsibilities for exchequer funds and may not necessarily be discharged in the same manner, but there must still be adherence to the overriding general principles of financial regularity, prudence and propriety.

15.3 Although the management processes may overlap with those of the organisation of The Trust, trustee responsibilities must be discharged separately and full recognition given to the dual accountabilities to the Charity Commission for charitable funds held on trust and to the Secretary of State for all funds held on trust.

15.4 Day to day responsibility for the governance of the charities is delegated to the Charitable Funds Committee, whose Terms of Reference are reviewed annually.

15.5 The over-riding principle is that the integrity of The Trust must be maintained, and statutory and trust obligations met. Materiality must be assessed separately from Exchequer activities and funds.

15.6 The Chief Finance and Resources Officer is responsible for ensuring each fund held on trust is managed appropriately and in line with SFIs and Scheme of Delegation (subject to the discretion and approval of the Charitable Funds Committee).

16. RETENTION OF RECORDS

16.1 The Director of Corporate Affairs shall be responsible for maintaining archives for all records required to be retained in accordance with government guidelines.

16.2 The records held in archives shall be capable of retrieval by authorised persons.

16.3 Records held shall only be destroyed before the specified guidance limits at the express authority of the Director of Corporate Affairs; records shall be maintained of documents so destroyed.

17. RISK MANAGEMENT AND INSURANCE

17.1 The Director of Corporate Affairs shall ensure that The Trust has a risk management strategy, in accordance with current DHSC assurance requirements, which will be approved and monitored by the Board.

17.2 The programme of risk management shall include:

(a) A process for identifying and quantifying risks and potential liabilities.

(b) Engendering among all levels of staff a positive attitude towards the control of risk.

(c) Management processes to ensure all significant risks and potential liabilities are addressed including effective systems of internal control, cost effective insurance cover, and decisions on the acceptable level of retained risk.

(d) Contingency plans to offset the impact of adverse events.

(e) Audit arrangements including internal audit, clinical audit, health and safety review.

(f) Arrangements to review the risk management programme.

(g) A clear indication of which risks shall be insured.

The existence, integration and evaluation of the above elements will provide a basis to make an Annual Governance Statement within the Annual Report and Accounts.

17.3 The Chief Finance and Resources Officer shall ensure that insurance arrangements exist in accordance with the risk management programme.

17.4 Each employee and director shall promptly notify the Chief Finance and Resources Officer of all new risks or property under his control which require to be insured and of any alterations affecting existing risks or insurances.

17.5 The Director of Corporate Affairs or their designated officer shall make all claims arising out of policies of insurance and each officer shall furnish the Chief Finance and Resources Officer immediately with full details of any occurrence involving actual or potential loss to The Trust and shall furnish an estimate of the probable cost involved.

17.6 The value of all assets and risks insured shall be reviewed or index-linked on an annual basis by the designated officer.

17.7 Insurance: risk pooling schemes administered by NHS Resolution

17.7.1 The Board shall decide if the Trust will insure through the risk pooling schemes administered by the NHS Resolution or self-insure for some or all of the risks covered by the risk pooling schemes. If the Board decides not to use the risk pooling schemes for any of the risk areas (clinical, property and employers/third party liability) covered by the scheme, this decision shall be reviewed annually.

17.8 Insurance arrangements with commercial insurers

17.8.1 There is a general prohibition on entering into insurance arrangements with commercial insurers. There are, however, **three exceptions** when Trust's may enter insurance arrangements with commercial insurers. The exceptions are:

(a) Trusts may enter commercial arrangements for **insuring motor vehicles** owned by the Trust including insuring third party liability arising from their use;

(b) where the Trusts are involved with a consortium in a **Private Finance Initiative contract** and the other consortium members required that commercial insurance arrangements are entered; and

(c) where **income generation activities** take place. Income generation activities are typically insured using commercial insurance. If the income generation activity is also an activity normally carried out by the Trust for an NHS purpose the activity may be covered in the risk pool. Confirmation of coverage in the risk pool must be obtained from NHS Resolution. In any case of doubt concerning a Trust's powers to enter commercial insurance arrangements the Finance Director should consult with the Department of Health.

17.8.2 Risk pooling schemes require members to contribute to the settlement of claims. The Chief Finance and Resources Officer and Medical Director shall ensure documented procedures also cover the management of claims and payments below the deductible in each case, unless these are assessed as not material.

17.9 Arrangements to be followed by the Board in agreeing to insurance cover

17.9.1 Where the Board decides to use the risk pooling schemes administered by the NHS Litigation Authority the Director of Finance and Resources shall ensure that the arrangements entered are appropriate and complementary to the risk management programme. The Director of Finance and Resources shall ensure that documented procedures cover these arrangements.

17.9.2 Where the Board decides not to use the risk pooling schemes administered by the NHS Resolution for one or other of the risks covered by the schemes, the Director of Finance and Resources shall ensure the Board is informed of the nature and

extent of the risks that are self-insured because of this decision. The Director of Finance and Resources will draw up procedures for the management of any claims arising from third parties and payments in respect of losses which will not be reimbursed.

17.9.3 All the risk pooling schemes require Scheme members to make some contribution to the settlement of claims (the 'deductible'). The Director of Finance and Resources should ensure documented procedures also cover the management of claims and payments below the deductible in each case, unless these are not material.

18 INDUCEMENTS, DECLARATION OF INTERESTS AND GIFTS

18.1 Acceptance of gifts and hospitality

18.1.1 The Director of Corporate Affairs shall ensure that all staff are made aware of the Trust policies on acceptance of gifts and other benefits in kind by staff and directors. This policy is deemed to be an integral part of these Standing Orders and Standing Financial Instructions.

18.1.2 The policies on acceptance of gifts and other benefits of this kind by staff and directors shall be approved by the Audit and Risk Committee and be subject to regular review. This policy should follow guidance issued by NHS England.

18.1.3 The overriding principle is that a director or employee shall not in any circumstance solicit, proposition or agree to receive from any third party any form of gift, hospitality or any other benefit in return for doing or not doing anything in relation to the discharge of their duties and responsibilities on behalf of The Trust.

18.1.4 The Director of Corporate Affairs shall report all entries in the Register of Gifts, Hospitalities and Benefits register to the Audit and Risk Committee at least once a year.

18.2 Giving gifts and hospitality

18.2.1 An expenses policy covering all employees shall include guidance regarding the giving of hospitality and gifts to any third party during the Trust's business.

18.3 Private Transactions

18.3.1 Officers having official dealings with contractors or other suppliers of goods or services should avoid transacting any kind of private business with them by means other than normal commercial channels. No favour or preference as regards price or otherwise which is not generally available should be sought or accepted in transacting private business.

18.4 Declaration of Interest

18.4.1 The Company Secretary shall be advised of declared pecuniary interests of members of the Board of Directors or officers for recording in the register they will maintain for that purpose. For further information, refer to the Trust's Management of Conflicts of Interest Policy.

19. TENDERING AND CONTRACT PROCEDURES

19.1 Duty to comply with the Standing Orders and Standing Financial Instructions

19.1.1 The procedure for making all contracts by or on behalf of The Trust shall comply with the Standing Orders and Standing Financial Instructions (except where Standing Order -Suspension of Standing Orders is applied).

19.1.2 Statutory directives governing public procurement

19.1.3 Government directives prescribe procedures for awarding all forms of contracts and shall have effect as if incorporated in the Standing Orders and Standing Financial Instructions.

19.1.4 For the purchase of goods, services and works this is the Procurement Act 2023 (PA).

19.1.5 For the purchase of healthcare services this is the Provider Selection Regime 2024 (PSR).

19.2 Guidance on procurement and commissioning

19.2.1 The Trust should have regard to all relevant guidance issued in relation to the conduct of procurement practice and the commissioning of health care services, including but not limited to:

(a) The principles and rules for cooperation and competition as detailed within the guidance issued by the regulator.

(b) The requirements of the guidance published on capital investment and estate and property transactions.

(c) Policies and procedures in place for the control of all tendering activity carried out through Reverse e-Auctions.

(d) In the case of management consultancy contracts the DHSC guidance 'The Procurement and Management of Consultants within the NHS' or any successor guidance.

19.3 Formal competitive tendering

19.3.1 The Trust shall ensure that competitive tenders are invited for:

(a) the supply of goods, materials and manufactured articles.

(b) the rendering of services including all forms of management consultancy services (other than specialised services sought from or provided by the DHSC, or where other NHS bodies have conducted a tendering exercise).

(c) for the design, construction and maintenance of building and engineering works (including construction and maintenance of grounds and gardens, where no compliant framework is available).

(d) disposals.

19.4 Quotations and waivers

19.4.1 Quotations for goods and services should be gained according to likely contracted price (the table is included in Annex B). Quotation requirements or formal tendering procedures may be waived by exception by officers to whom powers have been delegated by the CFRO where:

(a) the estimated expenditure or income does not or is not reasonably expected to exceed the minimum tendering limit, as detailed in Annex B of these SFIs.

(b) the requirement can be met under an existing contract without infringing procurement legislation.

(c) there are accessible procurement frameworks in place that have been approved by the Board.

(d) where a consortium arrangement is in place and a lead organisation has been appointed to carry out tendering activity on behalf of the consortium members.

(e) the supply is proposed under special arrangements negotiated by the DHSC in which event the said special arrangements must be complied with.

(f) the timescale genuinely precludes competitive tendering. Failure to plan the work properly is not a justification for single tender.

(g) specialist expertise is required and is available from only one source.

(h) the task is essential to complete the project and arises because of a recently completed assignment and engaging different consultants for the new task would be inappropriate.

(i) there is a clear benefit to be gained from maintaining continuity with an earlier project. However, in such cases the benefits of such continuity must outweigh any potential financial advantage to be gained by competitive tendering.

(j) for the provision of legal advice and services providing that any legal firm or partnership commissioned by the Trust is regulated by the Law Society for England and Wales and are generally recognised as having sufficient expertise around work for which they are commissioned.

(k) where provided for in the Capital Regime guidance.

19.4.2 The authority to formally approve a waiver request has been delegated to the Chief Finance and Resources Officer.

19.5 Monitoring and audit of decision to tender

19.5.1 The waiving of competitive tendering procedures should not be used with the object of avoiding competition or solely for administrative convenience.

19.5.2 Where it is decided that competitive tendering need not be applied or should be waived, the fact of the waiver and the reasons should be documented and recorded in an appropriate record and reported to the Audit Committee at each meeting (excluding extraordinary meetings).

19.5.3 Where a direct award of contract is permitted under a compliant purchasing framework, a waiver will also be required for all orders over the Find-a Tender threshold to justify a decision not to further compete. This will be recorded separately on the waiver register.

19.6 Contracts which subsequently breach thresholds after approval not to tender

19.6.1 Contracts which subsequently breach thresholds after approval not to tender shall be reported to the Chief Finance and resource Officer and be recorded in an appropriate record.

19.7 Use of framework agreements

19.7.1 The Trust may utilise any available framework agreement to satisfy its requirements for works, services or goods, work & light touch regime procurements but only if it complies with the requirements of procurement legislation in doing so, which include (but are not limited to) ensuring that:

(a) the original procurement process included the Trust within its scope.

(b) the framework agreement includes the Trust's requirement within its scope.

(c) where the framework agreement is a multi-operator framework agreement, the process for the selection of providers to be awarded call-off contracts is followed.

(d) the call-off contract entered with the provider contains the contractual terms set out by the framework agreement.

19.8 Where tendering or competitive quotation is not required

19.8.1 The Trust may use the NHS Supply Chain National Contracts for procurement of all goods and services unless it can be demonstrated that better prices can be obtained elsewhere and there is a compliant route to procurement available.

19.8.2 The supply of proprietary or other goods of special character and the rendering of services with special character, for which is not in the opinion of the responsible officer, possible or desirable to obtain competitive quotations.

19.8.3 The CFRO shall be responsible for ensuring that best value for money can be demonstrated for all services provided under contract or in-house. The Board may also determine from time to time that in-house services should be market tested by competitive tendering.

19.8.4 Tendering procedures are set out in Annex C to these Standing Financial Instructions.

19.9 Private Finance

19.9.1 When the Board proposes, or is required, to use finance provided by the private sector, the proposal must be specifically agreed by the Board:

(a) In the light of such professional advice as should reasonably be sought.

(b) Having satisfied itself that it is acting within the Terms of Authorisation.

(c) Having demonstrated that the use of private finance represents value for money and genuinely transfers risk to the private sector.

19.10 Compliance requirements for all contracts

19.10.1 The Trust may only enter contracts within its statutory powers and shall comply with:

(a) These Standing Financial Instructions and Standing Orders.

(b) Other statutory provisions.

(c) Where appropriate, contracts shall be in or embody the same terms and conditions of contract as was the basis on which tenders or quotations were invited.

19.10.2 In all contracts made by The Trust the Board shall endeavour to obtain best value for money.

19.10.3 The CFRO shall nominate an officer who shall oversee and manage each contract on behalf of the Trust.

19.10.4 The CFRO shall nominate officers with power to negotiate for the provision of healthcare services with purchasers of healthcare.

19.11 Employment and agency or temporary staff contracts

19.11.1 The Chief People Officer shall nominate officers with delegated authority to enter contracts for the employment of other officers, to authorise re-grading of staff, and enter contracts for the employment of agency staff or temporary staff.

Annex A: Scheme of Financial Delegation

Tendering, Quotations and Contracting - Expenditure		
Delegated Matter	**Value (inc Vat)**	**Post Holder**
Obtaining Best Value for Money for goods / services	Up to £14,999	Budget Holder
Obtaining 3 written quotations for goods / services	Between £15,000 and £49,999	Assistant / Associate / Deputy Director
Formal tender	£50,000 - £135,018	Head of Procurement Service / Executive Director
Formal 'Find-a-tender Service' (FTS) tender *FTS rates applicable from 1 Jan 2026.*	£135,018+	Associate / Deputy Director of Contract Performance & Procurement Director of Finance
Non- competitive tenders	<£50,000	Head of Procurement Director of Finance
	>£50,000	Associate / Deputy Director of Contract Performance & Procurement Chief Finance & Resources Officer
Formal authorisation and awarding of a contract / SLA *Total contract value* *Including contract signature and contract variations*	Up to £99,999	Assistant / Associate / Deputy Director
	Up to £499,999	Associate / Deputy Director of Contract Performance & Procurement Service / Executive Director
	Up to £999,999	Director of Finance / Chief Finance & Resources Officer
	Up to £2,999,999	Chief Executive
	Over £3,000,000	Trust Board

Where legally compliant frameworks exist, which have been let through a full Public Contract Regulation process, these can be used as a compliant way of making a purchase. The use of frameworks supersedes any need for any of the above requirements; however, the Procurement Department must confirm the validity of a framework before a purchase is made.

Budgetary Control – expenditure		
Delegated Matter	**Value (inc Vat)**	**Post Holder**
Spending Approval Limits Contract / spend value *This includes raising purchase orders and approving invoices.* *Includes both Revenue and Capital spend*	up to £49,999	Budget Holder
	Up to £99,999	Assistant / Associate / Deputy Director
	Up to £499,999	Service / Executive Director
	Up to £999,999	Director of Finance / Chief Finance & Resources Officer
	Up to £2,999,999	Chief Executive Officer
	Over £3,000,000	Trust Board
Budget Virement (transfers)	Within cost centre	Budget holder
	Between cost centres	Service Directors
	Between directorates	Executive Directors
	Affecting reserves <£1m	Director of Finance
	Affecting reserves >£1m	Chief Finance & Resources Officer
Entering, extending or termination of leases and licences *(on receipt of a business case)*	Whole life of lease/licence up to £249,999	Associate Director of Estates Director of Finance
	Whole life of lease/licence up to £999,999	Associate Director of Estates Chief Finance & Resources Officer
	Whole life of lease/licence up to £2,999,999	Chief Executive Officer
	Whole life of lease/licence over £3,000,000	Trust Board
Rent uplifts *Including rental income and rental costs (out with existing lease / licence agreements)*	Unlimited	Associate Director of Estates Director of Finance
Sale of land and/or buildings	Unlimited	Trust Board

Budgetary Control – expenditure		
Delegated Matter	**Value (inc Vat)**	**Post Holder**
Petty cash expenditure up to £100 (*In line with Trust policy)*	Individual items of expenditure cannot exceed £100	Authorised float holder

Income Contracts / New Business - Revenue		
Delegated Matter	**Value (inc Vat)**	**Post Holder**
Introduction of a new operation or activity *Total gross contract value.* *New business is defined as an entirely new activity to the Trust. An extension of an existing service or an expansion within the East of England geography* ***does not*** *need to follow these limits and instead follows budgetary control limits.*	Up to £49,999	Budget Holder
	Up to £99,999	Assistant / Associate / Deputy Director
	Up to £499,999	Service / Executive Director
	Up to £999,999	Director of Finance / Chief Finance & Resources Officer
	Up to £2,999,999	Chief Executive Officer
	Over £3,000,000	Trust Board

Charitable Funds		
Delegated Matter	**Value (inc Vat)**	**Post Holder**
Charitable expenditure	Up to £999	Budget holder
	Up to £9,999	Deputy Director of Finance
	Up to £24,999	Director of Finance / Chief Finance & Resources Officer
	Over £25,000	Charitable Funds Committee
Approval of acceptance of legacies	Unlimited	Deputy Director of Finance
Investment of Charitable Funds	Up to £4,999	Director of Finance/ Chief Finance and Resources Officer
	Over £5,000	Charitable Funds Committee

Losses and special payments		
Delegated Matter	**Value (inc Vat)**	**Post Holder**
Staff: Ex gratia payments, settlement payments, write offs, & compensation. *May also require NHSE / Treasury approval under the guidance of CPO.*	Unlimited	Chief People Officer Remuneration Committee
Patients: Ex gratia payments, settlement payments, write offs, & compensation. *All losses, and special payments are to be reported to the Audit & Risk Committee and / or Remuneration Committee.* *Cases over £250k are reported separately in the annual accounts.*	Up to £999	Service / Executive Director
	Up to £99,999	Deputy Chief Nurse Director of Finance
	Up to £249,999	Chief Nurse Director of Finance / Chief Finance and Resources Officer
	Up to £999,999	Chief Executive Officer
	Over £1,000,000	Trust Board
Other parties (excluding staff and patients): Ex gratia payments, settlement payments, write offs, & compensation. *All losses, and special payments are to be reported to the Audit & Risk Committee and/or Remuneration Committee.* *Cases over £250k are reported separately in the annual accounts.*	Up to £999	Service / Executive Director
	Up to £99,999	Director of Finance
	Up to £249,999	Director of Finance / Chief Finance and Resources Officer
	Up to £999,999	Chief Executive Officer
	Over £1,000,000	Trust Board

All losses and special payments relating to staff, patients or third parties greater than £250,000 must be approved jointly by the Chief Executive Officer and either the Chair of the Audit and Risk Committee or the Remuneration Committee.

Personnel and Pay ***In compliance with the relevant HR policies***		
Delegated Matter	**Value (inc Vat)**	**Post Holder**
Recruitment	Post within establishment and total budget	Budget holder
	Post exceeding establishment and budget	Service / Executive Director
	Temporary staff where costs exceed £49,999	Service / Executive Director Deputy / Chief People Officer
Overtime		Line manager
Pay variations	Outside Agenda for Change rules and/or banding	Deputy / Chief People Officer
	Payment outside the payroll system	Deputy / Chief People Officer
Expenses *Policy states all expenses to be claimed within 3 months*	< 3 months old	Line Manager
	>3 months old by exception only	Service Director
Overseas travel funded by Trust	Unlimited	Service / Executive Director Deputy / Chief People Officer
Interview expenses	Up to £499	Budget holder
	Over £500	Deputy / Chief People Officer
Approval for advances of salary (in advance of time worked)	Up to £499	Service Directors
	Over £500	Deputy / Chief People Officer

Annex B - QUOTATIONS AND TENDERING

The below table outlines the process to follow for obtaining quotations based on the value of goods/services which are ordered:

Value of goods/services ordered	Procurement process to follow
All procurement processes subject to prevailing regulation set out in the Procurement Act 2023 and any subsequent guidance as may be applicable.	
Up to £14,999	• One written quotation to confirm pricing, (including a specification for the purchase of service contracts), and evidence value for money.
Up to £50,000 where open competition is not used	• 3 written quotations (including a specification for the purchase of service contracts) obtained by the business leads. Procurement team or SBS Sourcing team can be consulted if required.
Over £50,000, up to Find a-Tender Service advertising threshold	• Procurement process, conducted by the Procurement team. • Publish opportunity on Contracts Finder (if opportunity is advertised elsewhere and not a local procurement process) • Publish award on the Central Digital Platform
From Find-a-Tender / Central Digital Platform Service advertising threshold (currently £139,688 including VAT for non-works and £5,336,937 for works)	• Procurement process, conducted by the Procurement team. • Open competition using the Central Digital Platform • Publish award on the Central Digital Platform

The Procurement Department will control the process for all tendering activity, both below and above the Public Contract Regulation thresholds. Procurement is required to be made aware of any requirement and must advise on the correct procurement process.

Receipt of Quotes

All quotations should be treated as confidential and should be retained for inspection.

No quotation shall be accepted which will commit expenditure more than that which has been allocated by The Trust and which is not in accordance with Standing Financial Instructions, except with the authorisation of either the Chief Executive Officer or Chief Finance and Resources Officer.

Audit and Risk Committee

1.0 Introduction

1.1 The Trust Board hereby resolves to establish an Audit and Risk Committee. The Audit and Risk Committee is the Trust's Auditor Panel in accordance with the Local Audit and Accountability Act 2014.

1.2 These terms of reference set out the purpose, responsibilities, authority, membership and reporting arrangements of the Audit and Risk Committee and may only be changed with the approval of the Trust Board.

1.3 The committee is a non-executive committee of the board and has no executive powers, other than those specifically delegated in these terms of reference.

2.0 Purpose and Responsibilities

2.1 The purpose of the Audit and Risk Committee is to have independent and objective oversight of the arrangements for governance, risk and issue management, and internal controls, protecting the interests of stakeholders.

2.2 The Audit and Risk Committee's responsibilities can be categorised as follows:

Governance, Risk Management and Internal Control

(i) The Committee shall review the maintenance of an effective system of integrated governance, risk management, internal control, across the whole of the organisation's activities (both clinical and non-clinical), that supports the achievement of the organisation's objectives. In particular, the Committee shall review the adequacy of:

- All risk and control related disclosure statements (the Statement on Internal Control) and declarations of compliance with the Care Quality Commission framework, together with any accompanying Head of Internal Audit statement, external audit opinion or other appropriate independent assurances, prior to endorsement by the Trust Board.
- The underlying assurance processes that indicate the degree of the achievement of corporate objectives, the effectiveness of the management of principal risks and the appropriateness of the above disclosure statements.
- The policies for ensuring compliance with relevant regulatory, legal and code of conduct requirements.
- The policies and procedures for all work related to counter fraud, corruption, and bribery.

(ii) In carrying out this work, the Committee shall primarily utilise the work of Internal Audit, External Audit, Local Counter Fraud Specialists and other assurance functions, but shall not be limited to these audit functions.

It shall also seek reports and assurances from directors, managers and clinical leaders as appropriate, concentrating on the overarching systems of integrated governance, risk management and internal control, together with indicators of their effectiveness.

(iii) This shall be evidenced through the Committee's use of effective Assurance Systems to guide its work and that of the audit and assurance functions that report to it.

(iv) Review of relevant risks.

(v) Discussion of emerging risks and significant issues.

Internal Audit

(vi) The Committee shall ensure that there is an effective internal audit function established by management that meets mandatory Public Sector Internal Audit Standards and provides appropriate independent assurance to the Audit and Risk Committee, the Chief Executive Officer and the Trust Board. This shall be achieved by:

- Consideration of the provision of the Internal Audit service, the cost of the audit and any questions of appointment, reappointment, resignation and dismissal.
- Review the executive agreed draft of the Internal Audit strategy and plan and more detailed programmes of work, ensuring that this is consistent with the risk profile and audit needs of the organisation.
- Consideration of the major findings of internal audit work (and management's response) and ensuring co-ordination between the Internal and External Auditors to optimise audit resources.
- Ensuring that the Internal Audit function is adequately resourced and has appropriate standing within the organisation.
- Annual review of the effectiveness of internal audit and completeness of actions arising from audits.
- A review and monitoring of management's responses to the findings and recommendations of the Internal Auditors.
- Ensuring the Head of Internal Audit is given the right of direct access to the Chair of the Trust Board and to the Committee.

External Audit

(vii) The Committee shall review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process. In particular, the committee will review the work and findings of the external auditors and consider the implications and management's responses to their work. This will be achieved by:

- Consideration of the provision of the External Audit service, the cost of the audit and any questions of appointment, reappointment, resignation and dismissal.

- Discussion and agreement with the External Auditor, before the audit commences, of the nature and scope of the audit as set out in the Annual Plan, and ensure coordination, as appropriate, with other External Auditors in the local health economies.
- Discussion with the External Auditors of their local evaluation of audit risks and assessment of the Trust and associated impact on the audit fees.
- Reviewing all External Audit reports, including agreement of the ISA 260 before submission to the Trust Board and any work carried outside the annual audit plan, together with the appropriateness of management responses.
- Annually reviewing the effectiveness of the External Auditor.
- Ensuring that there is in place a clear policy for the engagement of external auditors to supply non-audit services.

Clinical Audit

(viii) The Responsibility for Board committee oversight of Clinical Audit sits with the Quality Committee. The Audit and Risk Committee shall receive assurance that the Quality Committee has:

- Reviewed and approved an annual clinical audit programme and advised the Trust Board on learning from the outcomes from audit reports.
- Ensured that management processes are in place which provide assurance that the Trust has taken appropriate action in response to relevant clinical audit reports, considered the implications and management's responses to their work, assuring itself that the management of the Trust have implemented the agreed recommendations of Clinical Audit reports in a timely and effective way.

Other Assurance Functions

- The Audit and Risk Committee shall review the findings of other significant assurance functions, both internal and external to the organisation, and consider the implications for the governance of the organisation. These shall include, but shall not be limited to, any reviews by the Department of Health and Social Care or Regulators / Inspectors (e.g., Care Quality Commission, NHS Resolution, etc.), professional bodies with responsibility for the performance of staff or functions (e.g., Royal Colleges, accreditation bodies, etc.)
- In addition, the Committee shall review the work of other committees within the organisation, whose work can provide relevant assurance to the Audit and Risk Committee's own scope of work. This shall particularly include the Quality Committee and the Finance and Infrastructure Committee.
- In reviewing the work of the Quality Committee, and issues around clinical risk management, the Audit and Risk Committee shall wish to satisfy itself on the assurance that can be gained from the clinical audit function.
- The Committee shall review the assurance mechanisms in place at the Trust to ensure value for money from third party shared services providers.
- The Committee shall monitor compliance with the Trust's Standing Orders and Standing Financial Instructions.

- Where the Audit and Risk Committee consider there is evidence of ultra vires transactions, evidence of improper acts, or if there are other important matters that the Committee wishes to raise, the Chair of the Audit and Risk Committee should raise the matter at a full meeting of the Trust Board. Exceptionally, the matter may need to be referred to NHS England (via the Chief Finance and Resources Officer in the first instance).

Counter Fraud

- The Committee shall satisfy itself that the organisation has adequate arrangements in place for counter fraud, bribery and corruption that meet NHS Counter Fraud Authorities standards and shall review the outcomes of work in these areas.
- With regards to the Local Counter Fraud Specialist it will review, approve and monitor counter fraud work plans, receiving regular updates on counter fraud activity, monitor the implementation of action plans and discuss NHS Counter Fraud Authorities quality assessment reports.

Management

- The Committee shall request and review reports and assurances from Directors and managers on the overall arrangements for governance, risk management and internal control.
- It may also request specific reports from individual functions within the organisation (e.g., clinical audit) as they may be appropriate to the overall arrangements.

Financial Reporting

(i) The Audit and Risk Committee shall review the Annual Report and Financial Statements before submission to the Trust Board, focusing particularly on:

- The wording in the Annual Governance Statement and other disclosures relevant to the terms of reference of the Committee.
- Changes in, and compliance with, accounting policies and practices.
- Unadjusted misstatements in the financial statements.
- Major judgemental areas and significant adjustments resulting from the audit.
- Letters of representation.

(ii) The Committee should also ensure that the systems for financial reporting to the Trust Board, including those of budgetary control, are subject to review as to completeness and accuracy of the information provided to the board.

(iii) The Committee shall review and challenge where necessary:

- The consistency of, and any changes to, accounting policies both on a year-on-year basis and across the organisation.
- Whether the organisation has followed appropriate accounting standards and made appropriate estimates and judgments, considering the views of the External Auditor.

- The methods used to account for significant or unusual transactions where different approaches are possible.
- The adequacy and completeness of the ISA260 report.

(iv) The Committee shall be responsible for reviewing schedules of losses and compensations (or special payments) and making recommendations to the Board, as necessary.

System for raising concerns

- The Committee shall review the effectiveness of the arrangements in place for allowing staff (and contractors) to raise (in confidence) concerns about possible improprieties in any area of the organisation (financial, clinical, safety or workforce matters) and ensure that any such concerns are investigated proportionately and independently, and in line with the relevant policies. i.e., the Trust's Freedom to Speak Up policies and procedures, to ensure that arrangements are in place for proportionate and appropriate investigation.

Governance regulatory compliance

- The Committee shall review the organisation's reporting on compliance with the NHS Provider Licence, and the Code of Governance for NHS Provider Trusts.
- The Committee shall satisfy itself that the organisation's policy, systems and processes for the management of conflicts, (including gifts and hospitality and bribery) are effective including receiving reports relating to non-compliance with the policy and procedures relating to conflicts of interest.

NHS Security Management Measures

- The Chair of the Finance and Infrastructure Committee shall be the Non-Executive Director responsible to the Trust Board for NHS security management.
- To set the overall systems of control and to ensure financial and information governance security are covered in the committee's work.

3.0 Authority

3.1 The Audit and Risk Committee is authorised by the Trust Board to investigate any activity within its terms of reference.

3.2 It is authorised to seek any information it requires from any employee or worker, and all employees are directed to cooperate with any request made by the Audit and Risk Committee.

3.3 It may decide to obtain outside legal or other independent professional advice and secure the attendance of outsiders with relevant experience and expertise, if it considers this necessary.

3.4 The following items require escalation to the Trust Board:

(i) The Committee shall report to the Board annually on its work in support of the Statement on Internal Control, specifically commenting on the fitness for purpose of the risk management and internal control processes, the completeness and embeddedness of risk management in the organisation, and the integration of governance arrangements.
(ii) Losses above £250k, or which may have a significant impact upon the Trust.
(iii) Risks for which mitigating actions are overdue, insufficient mitigation is identified, or the risk ratings are questioned.
(iv) Any catastrophic issue scoring 5.
(v) Any action three months or more beyond its due date.

4.0 Main Duties

4.1 The following business will be overseen by the Audit and Risk Committee:

- Board Assurance Framework (quarterly)
- Internal and External Audit annual plans and progress reports (including Local Counter Fraud Specialist)
- Annual Audit Letter (annually)
- Annual Report and Accounts (annually)
- Issues from other committees
- Losses, Waivers and Special Payments
- Gifts and Hospitality Register (annually)
- Risk Management Policy (every 3 years)
- Legal updates (when appropriate)
- Risk review oversight

5.0 Membership and attendance at meetings

5.1 The members will be appointed by the Trust Board from amongst its independent, non-executive directors and shall consist of not less than three members. The Chair of the Trust Board shall not be member of the Committee, and the Trust Board Vice Chair should not Chair the Committee. At least one member will have recent and relevant financial experience.

- Three Non-Executive Directors, one of whom will be nominated to be Chair.

5.2 In the absence of the Committee Chair, the remaining members present shall elect one of themselves to chair the meeting.

5.3 The Audit and Risk Committee may also have regular attendees who are not members but may be invited to provide subject matter expertise to an agenda item or for their own professional development. Attendees will receive advanced copies of the notice, agenda, and papers for meetings. They may be invited to attend any or all the meetings, or part(s) of a meeting by the Chair. Any such person may be invited, at the discretion of the Chair, to ask questions and address the meeting but may not vote.

5.4 The following will be invited to be regular attendees:

- The Chief Finance and Resources Officer, Director of Corporate Affairs, Chief Nursing and Allied Health Professional Officer and Company Secretary.
- Internal and External Audit representatives.
- The Local Counter Fraud Specialist.
- The Chief Executive Officer, Trust Chair and other organisational managers may be invited to attend meetings for specific agenda items or when issues relevant to their area of responsibility are to be discussed.

5.5 The Chief Executive Officer shall be invited to attend, at least annually, to discuss with the Audit and Risk Committee the process for assurance that supports the Statement on Internal Control.

5.6 Members should make every effort to attend all meetings of the Audit and Risk Committee but as a minimum, 75% of all meetings each year. An explanation will be required by the Chair of the Committee if a member fails to attend two consecutive meetings in a calendar year. The Committee's administrator will monitor attendance and report this to the Chair of the Committee. Should non-attendance jeopardise the functioning of the Committee, the Chair will discuss the matter with the members and if necessary, seek a substitute or replacement.

5.7 At least once a year the Committee should meet privately with the internal auditors, external auditors and Local Counter Fraud Specialist either separately or together.

5.8 Attendance at Committee meetings shall be disclosed in the Trust's Annual Report.

6.0 Meeting frequency, quoracy and decisions

6.1 Meetings should be held on a quarterly basis, with an additional extraordinary meeting prepared to receive the Head of Internal Audit Opinion, the Annual Audit Letter of representation, and sign-off the annual governance statement and annual accounts (as specified by the External Auditors). Additional meetings may take place as required at the discretion of the Chair.

6.2 For **quoracy**, there must be a minimum of the Chair, or deputising Chair, plus at least one other member.

6.3 Where members are unable to attend, they should ensure that a named and briefed deputy is in attendance who is able to participate on their behalf. A nominated deputy will count towards quorum. No person can act in more than one capacity when determining the quorum.

6.4 In the event of not being at quorum, the meeting can proceed, and any item for decision will be confirmed by the Chair and lead executive. This must then be formally reported to the next meeting to be ratified and for transparency of decision-making.

6.5 In exceptional circumstances the business of the Committee may be considered by either a formal written resolution or the written agreement of all members.

6.6 Generally it is expected that decisions will be reached by consensus. When this is not possible the Chair may call a vote. Only members or their nominated deputy may vote, and each allowed one vote. A simple majority will be conclusive on any matter.

6.7 If an equal number of votes are cast for and against a resolution, then the Chair (or in their absence, the person presiding over the meeting) will have a second and casting vote.

6.8 Should a vote be taken, the outcome of the vote, and any dissenting views, must be recorded in the minutes of the meeting.

6.9 The powers that are reserved or delegated by the Trust Board, may for an urgent decision be exercised by the Chair and relevant lead director subject to every effort having been made to consult with as many members as possible in the given circumstances.

7.0 Behaviours and conduct

7.1 Members will be expected to conduct business in line with the Nolan principles of public life and the Trust's values and ethos.

7.2 Members must promote and demonstrably consider the equality and diversity implications of decisions they make.

7.3 All members will receive appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis, to keep their skills, knowledge and experience up to date.

7.4 All members must declare any actual or potential conflicts of interest in relation to any matter under consideration at any meeting. The Chair will decide if a declared interest represents a material conflict. These must be recorded in the minutes alongside the Chair's decision on how to manage the conflict. Members should exclude themselves from any part of the meeting where it is deemed that they have a material conflict of interest. If the Chair has a potential conflict of interest, then they should remove themselves, and the deputy chair or other member should then chair the meeting.

8.0 Accountability and reporting

8.1 The Audit and Risk Committee is accountable to the Trust Board. The minutes of meetings shall be formally recorded.

8.2 The Chair shall report to the Trust Board after each meeting and provide a highlight report, escalating any concerns where necessary.

8.3 The committee will report to the board at least annually on its work in support of the annual governance statement, specifically commenting on the:

- Fitness for purpose of the assurance framework.
- Completeness and 'embeddedness' of risk management in the organisation(s).
- Effectiveness of governance arrangements.

- Appropriateness of the evidence that shows that the organisation(s) are fulfilling regulatory requirements relating to its existence as a functioning business.

8.4 This annual report should also describe how the committee has fulfilled its terms of reference and give details of any significant issues that the committee considered in relation to the financial statements and how they were addressed.

9.0 Secretariat and administration

9.1 The Audit and Risk Committee shall be supported with a secretariat function which will include ensuring that:

- An annual work plan will be developed in conjunction with the Chair and relevant lead executive.
- The agenda and papers are prepared and distributed in accordance with the work plan and Standing Orders before each meeting, having been agreed by the Chair with the support of the relevant lead executive.
- Attendance of those members invited to each meeting is monitored and highlighting to the Chair those that do not attend at least 75% of meetings.
- Minutes are taken and agreed with the Chair.
- A record of matters arising, action points and issues to be carried forward are kept, and action points are taken forward between meetings and progress against those actions are proactively monitored.
- The Chair is supported to prepare and deliver reports.
- The Trust Board is updated on pertinent issues / areas of interest / policy developments.
- The recording of meetings is undertaken with informed consent.
- Business is transacted as per this Terms of Reference, the Trusts' Standing Orders and documents referred to in them.
- All papers are published using the available electronic Board paper system.
- A progress report of outstanding / pending Audit and Risk Committee actions will be presented to each meeting of the Audit and Risk Committee.

10.0 Review

10.1 The Audit and Risk Committee will review its effectiveness at least annually.

10.2 These terms of reference and work plan will be reviewed at least annually and more frequently if required. Any proposed amendments to the terms of reference will be submitted to the Trust Board for approval.

Charitable Funds Committee

1.0 Introduction

1.1 The Trust Board hereby resolves to establish a Charitable Funds Committee.

1.2 These terms of reference set out the purpose, responsibilities, authority, membership and reporting arrangements of the Charitable Funds Committee and may only be changed with the approval of the Trust Board.

1.3 The Charitable Funds Committee will oversee activities for charitable funds, and this will be managed through the segregated agenda with clear lines between the different charities. The responsibilities and duties listed in the **annexes** apply to the respective charitable funds.

2.0 Purpose and Responsibilities

2.1 The detailed purpose and responsibilities for each respective charity are listed within the annexes attached to these terms of reference.

3.0 Authority

3.1 The Charitable Funds Committee is authorised by the Trust Board to investigate any activity within its terms of reference.

3.2 It is also authorised to seek any information it requires from any employee or worker, and all employees and workers are directed to cooperate with any request made by the Charitable Funds Committee.

3.3 It may obtain outside legal or other independent professional advice and secure the attendance of outsiders with relevant experience and expertise, if it considers this necessary.

3.4 The following items require escalation to the Trust Board:

i. Any outstanding audit actions.

ii. Any fraud or other crime related to the Charitable Funds.

iii. Any risks with a rating of 15 or above and / or for which mitigating actions are overdue, insufficient mitigation is identified, or the risk ratings are questioned.

iv. Any catastrophic issue scoring 5.

v. Any action three months or more beyond its due date.

5.0 Membership and attendance at meetings

5.1 The members will be appointed by the Trust Board who will appoint **four** members:

- Non-Executive Director (Chair)
- Non-Executive Director (Trust Chair)
- Two Executive Directors

5.2 In the absence of the Committee Chair, the remaining members present shall elect one of themselves to chair the meeting.

5.3 The Charitable Funds Committee may also have regular attendees who are not members but may be invited to provide subject matter expertise to an agenda item or for their own professional development. Attendees will receive advanced copies of the notice, agenda, and papers for meetings.
They may be invited to attend any or all the meetings, or part(s) of a meeting by the Chair. Any such person may be invited, at the discretion of the Chair, to ask questions and address the meeting but may not vote.

5.4 The following will be invited to be regular attendees:

- Director of Finance
- Charity Development and Project Manager
- Charity Administrator and Finance Officer
- Trust Investment Adviser

6.0 Meeting frequency, quoracy and decisions

6.1 The group will meet at least twice a year, and additional meetings may take place as required at the discretion of the Chair or lead executive.

6.2 For **quoracy**, there must be a minimum of the Chair, or deputising Chair plus at least one other Executive member.

6.3 Where members are unable to attend, they should ensure that a named and briefed deputy is in attendance who is able to participate on their behalf. A nominated deputy will count towards quorum. No person can act in more than one capacity when determining the quorum.

6.4 In the event of not being at quorum, the meeting can proceed, and any item for decision will be confirmed by the Chair and lead executive. This must then be formally reported to the next meeting to be ratified and for transparency of decision-making.

6.5 In exceptional circumstances the business of the Committee may be considered by either a formal written resolution or the written agreement of all members.

6.6 Generally it is expected that decisions will be reached by consensus. When this is not possible the Chair may call a vote. Only members or their nominated deputy may vote, and each allowed one vote. A simple majority will be conclusive on any matter.

6.7 If an equal number of votes are cast for and against a resolution, then the Chair (or in their absence, the person presiding over the meeting) will have a second and casting vote.

6.8 Should a vote be taken, the outcome of the vote, and any dissenting views, must be recorded in the minutes of the meeting.

6.9 The powers that are reserved or delegated by the Trust Board, may for an urgent decision be exercised by the Chair and relevant lead executive subject to every effort having been made to consult with as many members as possible in the given circumstances.

7.0 Behaviours, conduct and training

7.1 Members will be expected to conduct business in line with the Nolan principles of public life and the Trust's values and ethos.

7.2 Members must promote and demonstrably consider the equality and diversity implications of decisions they make.

7.3 All members will receive appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis, to keep their skills, knowledge and experience up to date.

7.4 All members must declare any actual or potential conflicts of interest in relation to any matter under consideration at any meeting. The Chair will decide if a declared interest represents a material conflict. These must be recorded in the minutes alongside the Chair's decision on how to manage the conflict. Members should exclude themselves from any part of the meeting where it is deemed that they have a material conflict of interest. If the Chair has a potential conflict of interest, then they should remove themselves, and the deputy chair or other member should then chair the meeting.

8.0 Accountability and reporting

8.1 The Charitable Funds Committee is accountable to the Trust Board. The minutes of meetings shall be formally recorded.

8.2 The Chair shall report to the Trust Board after each meeting and provide a highlight report, escalating any concerns where necessary.

9.0 Secretariat and administration

9.1 The Charitable Funds Committee shall be supported with a secretariat function which will include ensuring that:

- An annual work plan will be developed in conjunction with the Chair and relevant lead executive.
- The agenda and papers are prepared and distributed in accordance with the work plan and Standing Orders before each meeting, having been agreed by the Chair with the support of the relevant lead executive.
- Attendance of those members invited to each meeting is monitored and highlighting to the Chair those that do not attend at least 75% of meetings.
- Minutes are taken and agreed with the Chair.
- A record of matters arising, action points and issues to be carried forward are kept, and action points are taken forward between meetings and progress against those actions are proactively monitored.
- The Chair is supported to prepare and deliver reports.

- The Charitable Funds Committee is updated on pertinent issues / areas of interest / policy developments.
- The recording of meetings is undertaken with informed consent.
- Business is transacted as per this Terms of Reference, the Trusts' Standing Orders and documents referred to in them.
- All papers are published using the available electronic Board paper system.
- A progress report of outstanding / pending Charitable Funds Committee actions will be presented to each meeting of the Charitable Funds Committee.

10.0 Review

10.1 The Charitable Funds Committee will review its effectiveness at least annually.

10.2 These terms of reference and work plan will be reviewed at least annually and more frequently if required. Any proposed amendments to the terms of reference will be submitted to Trust Board for approval.

Annex 1 – Cambridgeshire Community Services NHS Trust Charitable Fund

1.0 Purpose

1.1 To advise the Charitable Funds Committee and in turn, Board of Directors, as Corporate Trustee, on the management and use of the Trust's charitable funds.

1.2 The Charitable Funds Committee is a committee of the Board and has no executive powers, other than those specifically delegated in these Terms of Reference. Responsibility for the Charitable Funds rests entirely with the Board. The Board shall retain overall control of the charity's activities, considering the recommendations submitted by the Committee. The Board shall set out its investment policy in writing.

2.0 Main Duties

2.1 **Charitable Funds Committee**

i. Consider and recommend to the Board any changes in investment policy.

ii. Review performance of current investments in respect of both income and capital appreciation

iii. Review the fundraising methods used and ensure that they are acceptable in terms of a health/public body context.

iv. The Committee shall determine the strategy for fundraising and the gift acceptance policy

v. To agree the expenditure strategy and policies of the Funds within the framework of the Governing Document which defines the purposes for which the charity has been established.

vi. To monitor compliance with the strategy and policies and ensure that the wishes of the donors are met.

vii. To approve Charitable Fund bids for expenditure in accordance with the relevant procedures.

viii. All fundraising bids to external bodies shall be subject to committee approval.

ix. To determine the format of the performance information it requires, to manage the Charitable Funds in the most effective manner. This shall include information on fundraising, expenditure and investment.

x. To review, and recommend to the Board for approval, the Charitable Funds Annual Accounts and Annual Report.

xi. To receive reports from both the Internal and External Auditors for the Trust concerning Charitable Funds and monitor and review the implementation of any recommendations.

xii. To review the Charitable Funds Audit Report prior to submission to the Trust's Audit Committee.

xiii. The committee shall appoint member(s) of the different funds and annually approve their continued membership

xiv. The committee shall determine a process for appealing decisions and who sits on the appeals panel.

xv. The Committee shall review investments in accordance with the following objectives:

- Ensuring that funds are properly protected and that, as far as possible, capital is not put at risk and will be protected against inflation.
- Obtaining best income from the investments with which to carry out the purposes of the various individual funds.

2.2 **Fundraising Committees**

i. Fundraising committees shall be formed, and membership shall be agreed by the Charitable Funds Committee.

ii. The fundraising committees shall undertake a programme of fundraising activities in line with the fundraising strategy.

iii. The fundraising committees may have delegated authority regarding the use of the charitable funds, in line with the Strategy for Charitable Funds.

iv. Any expenses incurred by the fundraising committees shall be defrayed against funds raised and must first be approved by the Secretary to the Charitable Funds Committee.

v. Minutes of the fundraising committees shall be submitted to the next meeting of the Charitable Funds Committee, for information.

2.3 **Risks**

i. Review of relevant risks.

ii. Discussion of emerging risks and significant issues.

3.0 Conversion to independent status

3.1 Below are the provisions for dissolution or winding up of NHS Charitable Funds referred to as 'Conversion to independent status'. In this context, this involves:

- The creation of a new charity suggested to be corporate in form – either a company limited by guarantee (CLG) or a charitable incorporated organisation (CIO) - in relation to which the Secretary of State for Health and Social Care / Department of Health has no formal powers.
- The transfer to the New Charity of all the whole undertaking of the NHS Charity; and,

- The winding up of the NHS Charity.

3.2 i. Provisions for dissolution or conversion to independent status: NHS Charity trustees agree to investigate conversion.

ii. The Charitable Funds Committee shall review advantages and disadvantages and collect information.

iii. If the Charitable Funds Committee decides NOT to convert no further action is required.

iv. If the Charitable Funds Committee agrees to convert then the committee will need to present the proposal to the Board, as Corporate Trustee, for approval.

v. If approved by the Board, the Charitable Funds Committee shall notify the Department of Health and the Charities Commission of intention to convert.

vi. The Charitable Funds Committee shall then:

- Collate details of charity assets and liabilities.
- Develop governing instrument for the New Charity.
- Analyse the staffing and accommodation position.

vii. If the Charitable Funds Committee if proposes to transfer the charitable funds into an existing charity, the committee shall:

- Conduct due diligence of the Charity.
- Ensure the objects of the Charity are like the objects of the charitable funds.
- Develop with the Charity terms of agreement or memorandum of understanding.

viii. If a New Charity is being established, the Charitable Funds Committee shall develop, with the New Charity, terms of agreement or memorandum of understanding and create the new Charity.

ix. The New Charity must apply for registration with the Charities Commission and HMRC.

x. NHS Charity trustees and the New Charity then take the following steps:

- Finalise and execute terms of agreement or memorandum of understanding with NHS body.
- Notify the Department of Health.
- Notify/consult employees. The New Charity obtains NHS pensions scheme ‘direction employer’ status (if relevant). Transfer assets to the New Charity and wind up the NHS Charity. Register merger of the NHS Charity with the New Charity with the Charities Commission.

5.0 Standing Items and Receipt of Key Issue Reports

i. Dreamdrops Update

ii. Charitable funds accounts.

iii. Charitable funds bids.

iv. Audit reports.

v. Review of risks and discussion of emerging risks.

vi. Minutes of fundraising sub-committees.

Annex 2 – Norfolk Community Health and Care NHS Trust Charitable Fund

1.0 Purpose

1.1 To advise the Charitable Funds Committee and in turn, Board of Directors, as Corporate Trustee, on the management and use of the Trust's charitable funds.

1.2 The Charitable Funds Committee is a committee of the Board and has no executive powers, other than those specifically delegated in these Terms of Reference. Responsibility for the Charitable Funds rests entirely with the Board. The Board shall retain overall control of the charity's activities, considering the recommendations submitted by the Committee. The Board shall set out its investment policy in writing.

2.0 Scope and duties

2.1 Within the budget, priorities and spending criteria determined by the Trust as trustee, and consistent with the requirements of the Charities Act 2006, Charities Act 2011, Charities (Protection and Social Investment) Act 2016, Charities Act 2022 (or any modification to these acts), to apply the charitable funds in accordance with their respective governing documents.

2.2 To ensure that the Trust policies and procedures for charitable funds investments are followed. To make decisions involving the sound investment of charitable funds in a way which both preserves their capital value and produces a proper return consistent with prudent investment and ensuring compliance with:

- Trustee Act 2000
- The Charities Act 1993
- The Charities Act 2006
- The Charities Act 2011
- Charities (Protection and Social Investment) Act 2016
- The Charities Act 2022
- Terms of the Fund's governing documents

2.3 To receive, at least twice each year, reports for ratification from the Chief Finance and Resources Officer on investment decisions and action taken through delegated powers upon the advice of the Trust's investment adviser.

2.4 To oversee and monitor the functions performed by the Director of Finance & Performance as defined in Standing Financial Instructions in relation to charitable funds.

2.5 To monitor the progress of charitable fundraising appeals.

2.6 To consider/approve all individual charitable fund expenditure items more than £10,000, within the designated or restricted purpose of the Fund.

2.7 To monitor the Trust's scheme of delegation for expenditure up to £10,000 approved by the Fund Holder within the designated or restricted purpose of the Fund.

3.0 Delegated powers and duties

3.1 The Chief Finance and Resources Officer has prime responsibility for the Trust's charitable funds as defined in the Trust's Standing Financial Instructions. The specific powers, duties and responsibilities delegated to the Chief Finance and Resources Officer are:

- Administration of all charitable funds.
- To identify any new charity that may be created (of which the Trust is a trustee) and to deal with any legal steps that may be required to formalise the trusts of any such charity.
- To provide guidelines in respect of donations, legacies and fundraising.
- Responsibility for the management of investment of funds held on trust.
- To ensure appropriate banking services are available to the Trust.
- To prepare reports to the Trust Board including annual reports and accounts.

4.0 Authority

4.1 The day-to-day management of the investments of the charitable funds in accordance with the investment strategy set down from time to time by the Trustee and included in the Distribution, Investment and Reserves Policy for the Norfolk Community Health and Care Trust Charitable Fund (May 2022).

4.2 Appointing an external investment manager to advise the Committee on investment matters and may delegate day to day management of some or all the investments to that investment manager. In exercising this power, the Committee must ensure that:

- The scope of the power delegated is clearly set out in writing and communicated with the person or persons who will exercise it.
- There are adequate internal controls and procedures in place, which will ensure that the power is being exercised properly and prudently.
- They review regularly the performance of the person or persons exercising the delegated power.
- Where an investment manager is appointed, that person is regulated by the Financial Conduct Authority.
- Acquisitions or disposals of a material nature must always have written authority of the Committee or the Chairman of the Committee in conjunction with the Director of Finance.

4.3 The banking arrangements for the charitable funds being kept entirely distinct from the Trust's NHS funds.

4.4 Ensuring separate current and deposit accounts are minimised consistent with meeting expenditure obligations.

4.5 Ensuring the amount to be invested or redeemed from the sales of investments shall have regard to the requirements for immediate and future expenditure commitments.

4.6 Establishing and maintaining an approved list of counter parties for investment activities.

4.7 Operating an investment pool when this is considered appropriate to the charity in accordance with charity law and the directions and guidance of the Charity Commission. The Committee shall propose the basis to the Board for applying accrued income to individual funds in line with charity law and the Charity Commission guidance.

4.8 Obtaining appropriate professional advice to support its investment activities and regularly reviewing investments to maximise effectiveness.

Finance and Infrastructure Committee

1.0 Introduction

1.1 The Trust Board hereby resolves to establish a Board Committee to be known as the Finance and Infrastructure Committee.

1.2 These terms of reference set out the purpose, responsibilities, authority, membership and reporting arrangements of the Finance and Infrastructure Committee and may only be changed with the approval of the Trust Board.

2.0 Purpose and Responsibilities

2.1 The purpose of the Finance and Infrastructure Committee is to support the Trust Board by ensuring oversight of the development and implementation of the Trust strategy and Green Plan.

2.2 The responsibilities of the Finance and Infrastructure Committee can be categorised as follows:

- To advise the Trust Board on compliance with statutory and regulatory requirements and evidenced against best practice where possible, including relevant health and safety, infection prevention and control (relevant elements to estates), data and cyber security, as well as sustainability and other infrastructure matters.
- To provide oversight on the development of the Standing Financial Instructions.
- To provide an effective assurance reporting, escalation and engagement route for appropriate subgroups of the Committee and key internal stakeholders.
- To provide assurance of the delivery of trust wide estates, IT, digital, health and safety and green related projects.
- To provide assurance on the delivery of the Trust's agreed capital programme.

3.0 Authority

3.1 The Finance and Infrastructure Committee is authorised by the Trust Board to investigate any activity within its terms of reference.

3.2 It is also authorised to seek any information it requires from any employee or worker, and all employees and workers are directed to cooperate with any request made by the Finance and Infrastructure Committee.

3.3 It may obtain outside legal or other independent professional advice and secure the attendance of outsiders with relevant experience and expertise, if it considers this necessary.

3.4 The following items require escalation to the Trust Board:

- Material variances against significant programme / plan.
- Any assurance items that require escalation to the Trust Board in line with the agreed escalation framework.

- Adverse variance which is higher than £250,000 or 15% of the full year efficiency plan.
- Adverse variance which is higher than £250,000 or 15% against the capital forecast.
- Any risk with a rating of 15 or above and / or for which mitigating actions are overdue, insufficient mitigation is identified, or the risk ratings are questioned.
- Any catastrophic issue scoring 5.
- Any action three months or more beyond its due date.

4.0 Main Duties

4.1 The following business will be overseen by the Finance and Infrastructure Committee:

Strategy and risk

- To provide oversight of the development and implementation of the Trust strategy and Green Plan ensuring that they are delivered in a proactive, efficient and incremental fashion, to the benefit of all staff and patients.
- To ensure the finance, estates, digital and green plans are delivered reflecting the needs of services and key stakeholders.
- To receive updates from the digital transformation forum on digital related innovation opportunities and developments being considered and implemented.
- To review finance, estate, digital and green development matters in support of delivering the annual plans.
- To provide oversight of Board Assurance Framework risks that sit within the remit of the Committee.

Finance

- To monitor, advise on and recommend to the Trust Board any matters relating to the organisation's financial strategy.
- To advise the Trust Board on the effective and efficient use of resources.
- To critically appraise the organisation's annual budgets (revenue and capital) for the Trust Board's approval.
- To review the Trust's financial reporting and support the development of appropriate measures and Key Performance Indicators.
- To review the Trust's in-year financial performance and any plans for corrective action.

Compliance

- To ensure there are effective systems in place to provide the Trust Board with assurance of the Trust's infrastructure statutory compliance.
- To ensure the Trust complies with data assurance and information governance and security including reviewing the data maturity and the Data Security Protection Toolkit self-assessments.
- To ensure the Trust complies with the NHS Premises Assurance Model.

Maintenance

- To have oversight of material estate and digital service issues requiring further attention or escalation and receive assurance from services on customer satisfaction and issue resolution.
- To ensure appropriate participation in, and completion of national compliance annual returns relating to finance, estates and digital.

Capital Projects

- To approve an annual capital plan for the Trust.
- To review progress against the capital plan including delivery of projects against agreed timeline.

Policy and Strategy

- To review all Trust policies relating to the Committee's remit on behalf of the Trust Board.
- To review all Trust strategies relating to the Committee's remit and make recommendations on their adoption to the Trust Board.

NHS Security Management Measures

- To ensure that physical assets and people working, visiting or receiving treatment in them are secure.

4.2 **Standing Items:**

- Reports on financial performance and the performance of the estates and digital management service contracts as set out in Service Level Agreements and contract documents.
- Issues concerning the delivery of the finance, estates, digital and green strategies and service on issues that have not been resolved at the operational / delivery level.
- Ensure that an integrated approach to estates, and digital implementation plans.
- Review of risks and issues assigned to the Committee.
- Standardised report on progress on projects relating to Freehold Property, Leasehold Property Management and Capital Projects.
- Estate, IT, digital and green related efficiency schemes.

Risks

- Review of relevant risks.
- Discussion of emerging risks and significant issues.

Sub-group reports

- Receipt of key issue reports from sub-groups with responsibility for:
  - Health and Safety.
  - Infection Prevention and Control (relevant elements to estates).
  - Sustainability and Green Plan.
  - Digital Transformation.

- Other matters as may be designated in the Scheme of Reservation and Delegation.

5.0 Membership and attendance at meetings

5.1 The members will be appointed by the Trust Board who will appoint **six** members to the Committee, as follows:

- Three Non-Executive Directors, one of whom will be nominated to be Chair, and one will be Deputy Chair.
- Three Executive Directors.

5.2 In the absence of the Committee Chair, the remaining members present shall elect one of themselves to chair the meeting.

5.3 The Finance and Infrastructure Committee may also have regular attendees who are not members but may be invited to provide subject matter expertise to an agenda item or for their own professional development. Attendees will receive advanced copies of the notice, agenda, and papers for meetings. They may be invited to attend any or all the meetings, or part(s) of a meeting by the Chair. Any such person may be invited, at the discretion of the Chair, to ask questions and address the meeting but may not vote.

5.4 The following will be invited to be regular attendees:

- Senior managers from the relevant teams.

6.0 Meeting frequency, quoracy and decisions

6.1 The Finance and Infrastructure Committee will meet at least six times a year and additional meetings may take place as required at the discretion of the Chair or lead executive.

6.2 For **quoracy**, there must be a minimum of the Chair, or deputising Chair plus at least one Executive member.

6.3 Where members are unable to attend, they should ensure that a named and briefed deputy is in attendance who is able to participate on their behalf. A nominated deputy will count towards quorum. No person can act in more than one capacity when determining the quorum.

6.4 In the event of not being at quorum, the meeting can proceed, and any item for decision will be confirmed by the Chair and lead executive. This must then be formally reported to the next meeting to be ratified and for transparency of decision-making.

6.5 In exceptional circumstances the business of the Committee may be considered by either a formal written resolution or the written agreement of all members.

6.6 Generally it is expected that decisions will be reached by consensus. When this is not possible the Chair may call a vote. Only members or their nominated deputy may vote, and each allowed one vote. A simple majority will be conclusive on any matter.

6.7 If an equal number of votes are cast for and against a resolution, then the Chair (or in their absence, the person presiding over the meeting) will have a second and casting vote.

6.8 Should a vote be taken, the outcome of the vote, and any dissenting views, must be recorded in the minutes of the meeting.

6.9 The powers that are reserved or delegated by the Trust Board, may for an urgent decision be exercised by the Chair and relevant lead executive subject to every effort having been made to consult with as many members as possible in the given circumstances.

7.0 Behaviours, conduct and training

7.1 Members will be expected to conduct business in line with the Nolan principles of public life and the Trust's Values and ethos.

7.2 Members must promote and demonstrably consider the equality and diversity implications of decisions they make.

7.3 All members will receive appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis, to keep their skills, knowledge and experience up to date.

7.4 All members must declare any actual or potential conflicts of interest in relation to any matter under consideration at any meeting. The Chair will decide if a declared interest represents a material conflict. These must be recorded in the minutes alongside the Chair's decision on how to manage the conflict. Members should exclude themselves from any part of the meeting where it is deemed that they have a material conflict of interest. If the Chair has a potential conflict of interest, then they should remove themselves, and the deputy chair or other member should then chair the meeting.

8.0 Accountability and reporting

8.1 The Finance and Infrastructure Committee is accountable to the Trust Board. The minutes of meetings shall be formally recorded.

8.2 The Chair shall report to the Trust Board after each meeting and provide a highlight report, escalating any concerns where necessary.

9.0 Secretariat and administration

9.1 The Finance and Infrastructure Committee shall be supported with a secretariat function which will include ensuring that:

- An annual work plan will be developed in conjunction with the Chair and relevant lead executive.
- The agenda and papers are prepared and distributed in accordance with the work plan and Standing Orders before each meeting, having been agreed by the Chair with the support of the relevant lead executive.
- Attendance of those members invited to each meeting is monitored and highlighting to the Chair those that do not attend at least 75% of meetings.
- Minutes are taken and agreed with the Chair.
- A record of matters arising, action points and issues to be carried forward are kept, and action points are taken forward between meetings and progress against those actions are proactively monitored.
- The Chair is supported to prepare and deliver reports.
- The Finance and Infrastructure Committee is updated on pertinent issues / areas of interest / policy developments.
- The recording of meetings is undertaken with informed consent.
- Business is transacted as per this Terms of Reference, the Trusts' Standing Orders and documents referred to in them.
- All papers are published using the available electronic Board paper system.
- A progress report of outstanding / pending Finance and Infrastructure Committee actions will be presented to each meeting of the Finance and Infrastructure Committee.

10.0 Review

10.1 The Finance and Infrastructure Committee will review its effectiveness at least annually.

10.2 These terms of reference and work plan will be reviewed at least annually and more frequently if required. Any proposed amendments to the terms of reference will be submitted to the Trust Board for approval.

People Participation and Equalities Committee

1.0 Introduction

1.1 The Trust Board hereby resolves to establish a Board Committee to be known as the People Participation and Equalities Committee (PPEC).

1.2 These terms of reference set out the purpose, responsibilities, authority, membership and reporting arrangements of the People Participation and Equalities Committee and may only be changed with the approval of the Trust Board.

2.0 Purpose and Responsibilities

2.1 The purpose of the People Participation and Equalities Committee is to provide the Trust Board with assurance on the Trust's overall approach to people participation and equalities and ensure that there is a culture of continuous, positive improvement driven by engagement, involvement, and co-production with people in the communities we serve and with our workforce.

2.2 The responsibilities of the People Participation and Equalities Committee can be categorised as follows:

- Make a difference to patient / service user experience through positive engagement, involvement and co-production with our communities, our staff and external stakeholders such as our commissioners, other healthcare partners, Healthwatch and community groups.
- Have oversight and provide assurance on both the Trust's overall approach to people participation including the implementation of relevant strategies.
- Have oversight and provide assurance on the delivery of diversity and inclusion aspects and overall staff experience, with a focus on making sure the Trust is an exemplary employer.
- Consider information on the process of engaging, listening and acting on feedback received from the communities we serve and our workforce; ensuring that there is a robust process in place for monitoring patient and staff experience and feedback.
- Approve and monitor the implementation of improvement action plans put in place to improve the Trust's services in collaboration with different sub-groups that report into this committee.
- Listen to the views of all our stakeholders, both internally and externally, and to explore ways in which the Trust can respond positively to their views.
- Ensure that a culture of people participation and equality is embedded to support our service improvement projects, information / communication plans, quality reviews and estates developments as defined in our Trust strategies.
- Engage with our workforce and within the communities we serve in line with the People Participation activities within the Trust and the Diversity, Inclusion and staff experience aspects of our people plans.
- Ensure that the Trust continues to fulfil any requirements relating to public and patient engagement, involvement and co-production as determined by the Care Quality Commission and other regulators.

- Ensure the needs and interests of all service users and our workforce are taken into consideration including people who fall under the nine characteristics that are protected under the Equality Act 2010.
- Annually review the progress that has been made within services because of people participation.
- The Committee also has a responsibility to identify those issues that have been more difficult to improve, and to escalate these accordingly.

3.0 Authority

3.1 The People Participation and Equalities Committee is authorised by the Trust Board to investigate any activity within its terms of reference.

3.2 It is also authorised to seek any information it requires from any employee or worker, and all employees and workers are directed to cooperate with any request made by the People Participation and Equalities Committee.

3.3 It may obtain outside legal or other independent professional advice and secure the attendance of outsiders with relevant experience and expertise, if it considers this necessary.

3.4 The following items require escalation to the Trust Board:

- Any risks with a rating of 15 or above and / or for which mitigating actions are overdue, insufficient mitigations are identified, or the risk ratings are questioned.
- Any catastrophic issue scoring 5.
- Any action three months or more beyond its due date.

4.0 Main Duties

4.1 The following business will be overseen by the People Participation and Equalities Committee:

Strategy

- To recommend formal adoption of policies, strategies and plans covered by the scope of this Committee to the Trust Board.
- To support the development, implementation, and monitoring of the Trust's people participation approach ensuring that it is delivered in a proactive and efficient way, driving improvements in patient experiences.
- To support the development, implementation and monitoring of the Workforce Diversity and Inclusion, and staff experience aspects of our people plans to ensure that they are delivered in a proactive and efficient, driving improvements in staff experiences and engagement.

Improving Quality and Patient Experience

- To ensure learning from people participation is embedded into day-to-day service delivery, service redesign, transformation, and estates work.

- To actively promote a Quality Improvement approach to people participation projects ensuring that the principles of co-production fully inform the outcome.

Diversity, Inclusion and Staff Experience

- Ensure the needs and interests of all service users are taken into consideration with particular focus on people who fall under the nine characteristics that are protected under the Equality Act 2010. This will also include people with specific illnesses or conditions and veterans of the armed forces.
- Ensure the needs and interests of our diverse workforce are taken into consideration with a particular focus on staff who fall under the nine characteristics that are protected under the Equality Act 2010, and in eliminating inequality and bias. This will also include veterans of the armed forces.
- To pay particular attention to the overall staff experience of our workforce across the Trust.

Collaborating with other Committees

- The Committee will refer matters by exception and as appropriate to any other Committee as required.

4.2 **Standing Items:**

- Progress on implementation of the people participation approach and activities and the diversity, inclusion and staff experience aspects of our people plan.
- Key Issues in relation to co-production activities.
- Key Issues from the staff Diversity, Inclusion and Experience Group.
- National guidance regulatory reports.
- Review of relevant risks.
- Discussion of emerging risks and significant issues.
- Yearly review of Terms of Reference and Annual Cycle of Business.

4.3 **Receipt of Key Issue Reports**

- Trust Wide Working Together Group.
- Staff Diversity, Inclusion and Experience Group.
- Patient and Carer Experience and Involvement Group.

5.0 Membership and attendance at meetings

5.1 The members will be appointed by the Trust Board who will appoint **four** members:

- Non-Executive Director (Chair)
- Non-Executive Director (Deputy Chair)
- Two Executive Directors

5.2 The Chair of the Committee shall be a Non-Executive Director who shall also be the Non-Executive Lead for People Participation and Equalities for the Trust.

5.3 In the absence of the Committee Chair, the remaining members present shall elect one of themselves to chair the meeting.

5.4 The People Participation and Equalities Committee may also have regular attendees who are not members but may be invited to provide subject matter expertise to an agenda item or for their own professional development. Attendees will receive advanced copies of the notice, agenda, and papers for meetings. They may be invited to attend any or all the meetings, or part(s) of a meeting by the Chair. Any such person may be invited, at the discretion of the Chair, to ask questions and address the meeting but may not vote.

5.5 The following will be invited to be regular attendees:

- Company Secretary (for equality, diversity and inclusion)
- Assistant Director of Allied Healthcare Professionals and Patient Experience
- Deputy Chief People Officer (lead for workforce equality, diversity and inclusion)
- Head of learning, Organisational Development and Inclusion
- Equality, Diversity and Inclusion Adviser
- Freedom to Speak Up Guardian
- Patient Involvement Partners
- Patient – Equality, Diversity and Inclusion Lead/s
- Patient Experience and Participation Manager/s
- Patient experience and engagement lead for each Division

5.6 The committee may also invite representatives from relevant internal and external stakeholders, for example, Directors of Services, Healthwatch, representatives from community groups and / or other healthcare partners.

6.0 Meeting frequency, quoracy and decisions

6.1 The group will meet at least twice a year, and additional meetings may take place as required at the discretion of the Chair or lead executive.

6.2 For **quoracy**, there must be a minimum of two members, including the Chair or deputising Chair and one executive member.

6.3 Where members are unable to attend, they should ensure that a named and briefed deputy is in attendance who is able to participate on their behalf. A nominated deputy will count towards quorum. No person can act in more than one capacity when determining the quorum.

6.4 In the event of not being at quorum, the meeting can proceed, and any item for decision will be confirmed by the Chair and lead executive. This must then be formally reported to the next meeting to be ratified and for transparency of decision-making.

6.5 In exceptional circumstances the business of the Committee may be considered by either a formal written resolution or the written agreement of all members.

6.6 Generally it is expected that decisions will be reached by consensus. When this is not possible the Chair may call a vote. Only members or their nominated deputy may vote, and each allowed one vote. A simple majority will be conclusive on any matter.

6.7 If an equal number of votes are cast for and against a resolution, then the Chair (or in their absence, the person presiding over the meeting) will have a second and casting vote.

6.8 Should a vote be taken, the outcome of the vote, and any dissenting views, must be recorded in the minutes of the meeting.

6.9 The powers that are reserved or delegated by the Trust Board, may for an urgent decision be exercised by the Chair and relevant lead executive subject to every effort having been made to consult with as many members as possible in the given circumstances.

7.0 Behaviours, conduct and training

7.1 Members will be expected to conduct business in line with the Nolan principles of public life and the Trust's values and ethos.

7.2 Members must promote and demonstrably consider the equality and diversity implications of decisions they make.

7.3 All members will receive appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis, to keep their skills, knowledge and experience up to date.

7.4 All members must declare any actual or potential conflicts of interest in relation to any matter under consideration at any meeting. The Chair will decide if a declared interest represents a material conflict. These must be recorded in the minutes alongside the Chair's decision on how to manage the conflict. Members should exclude themselves from any part of the meeting where it is deemed that they have a material conflict of interest. If the Chair has a potential conflict of interest, then they should remove themselves, and the deputy chair or other member should then chair the meeting.

8.0 Accountability and reporting

8.1 The People Participation and Equalities Committee is accountable to the Trust Board. The minutes of meetings shall be formally recorded.

8.2 The Chair shall report to the Trust Board after each meeting and provide a highlight report, escalating any concerns where necessary.

9.0 Secretariat and administration

9.1 The People Participation and Equalities Committee shall be supported with a secretariat function which will include ensuring that:

- An annual work plan will be developed in conjunction with the Chair and relevant executives.
- The agenda and papers are prepared and distributed in accordance with the work plan and Standing Orders before each meeting, having been agreed by the Chair with the support of the relevant lead executive.
- Attendance of those members invited to each meeting is monitored and highlighting to the Chair those that do not attend at least 75% of meetings.
- Minutes are taken and agreed with the Chair.
- A record of matters arising, action points and issues to be carried forward are kept, and action points are taken forward between meetings and progress against those actions are proactively monitored.
- The Chair is supported to prepare and deliver reports.
- The People Participation and Equalities Committee is updated on pertinent issues / areas of interest / policy developments.
- The recording of meetings is undertaken with informed consent.
- Business is transacted as per this Terms of Reference, the Trusts' Standing Orders and documents referred to in them.
- All papers are published using the available electronic Board paper system.
- A progress report of outstanding / pending People Participation and Equalities Committee actions will be presented to each meeting of the People Participation and Equalities Committee.

10.0 Review

10.1 The People Participation and Equalities Committee will review its effectiveness at least annually.

10.2 These terms of reference and work plan will be reviewed at least annually and more frequently if required. Any proposed amendments to the terms of reference will be submitted to the Trust Board for approval.

Quality Committee

1.0 Introduction

1.1 The Trust Board hereby resolves to establish a Board Committee to be known as the Quality Committee.

1.2 These terms of reference set out the purpose, responsibilities, authority, membership and reporting arrangements of the Quality Committee and may only be changed with the approval of the Trust Board.

2.0 Purpose and Responsibilities

2.1 The purpose of the Quality Committee is to obtain assurance that high standards of quality of care are provided by the trust in line with national and system wide priorities, that the trust meets all its responsibilities and duties to its patients, users and staff and that adequate and appropriate governance structures, processes and controls are in place throughout the trust to:

- Ensure patient safety and achieving excellence in patient care is at the heart of service delivery.
- Identify, prioritise and manage risk arising from clinical care.
- Ensure the effective and efficient use of resources through evidence based clinical practice.
- Inform the development of key strategies and monitor their implementation, e.g., strategies covered by the workstreams reporting into the committee.
- Protect the health and safety of trust employees and workers.
- Foster a culture of continuous quality improvement and advise the Trust Board on compliance with quality regulatory compliance and accreditation.

2.2 The responsibilities of the Quality Committee can be categorised as follows:

Registration Compliance and Accreditation

- To review reports from external agencies e.g., NHS England and the Care Quality Commission etc. and the management response to these with any associated actions.
- To advise the Trust Board on the clinical and practice governance consequences of any significant breaches or failure of performance, in accordance with national guidance and ensure that appropriate action is taken.
- To review the Care Quality Commission self-assessments and other accreditation and assessment submissions and identify Trust-wide themes.
- To receive relevant annual reports and identify themes and areas for quality improvement.
- To receive quality and patient safety related thematic reviews and to discuss and agree any improvement actions or recommendations to the Trust Board.

Risk Management

- To take cognisance of the work of the Trust's Audit and Risk Committee and Health & Safety function, and work with them as necessary to ensure an effective overall risk management system.
- To recommend areas requiring further attention to the Audit and Risk Committee and assist it in ensuring that the Trust's Internal Audit plans are focused on relevant aspects of the Trust's risk profile.
- To review the effectiveness of the Committee's sub-groups and governance arrangements.
- To review NHS Resolution claims scorecards for themes and trends.
- To review and monitor the Committee's Risk Register and receive reports from risk owners regarding the proposed actions and ongoing progress.
- To receive assurance that Trust's systems are in place and operating effectively for the identification, assessment, prioritisation and management of potential and actual risk and that the trends and significant risks across the organisation are reported and advise on controls for high risks.
- Review of relevant risks.
- Discussion of emerging risks and significant issues.

Quality Improvement

- To assure new methods of working or changes in service delivery meet both national and Trust's clinical and practice governance requirements.
- To review the analysis of business intelligence data on incidents, complaints, compliments, case reviews, patient feedback, and clinical audit, assure the Trust Board on thematic interpretation and ensure that learning is disseminated across the Trust.
- To analyse trends relating to patient safety incident investigations.
- To review and monitor working practices and accountability systems to assure effective clinical governance of the organisation.
- To review lessons learnt and improvement actions agreed relating to learning from deaths in line with Trust policies and the learning from deaths annual reports.
- To assure the Trust Board that there is a positive culture from thematic reviews including staff and patient experience reviews and learning from deaths.

Clinical Audit

- To review and assure an annual clinical audit programme and advise the Trust Board on learning from the outcomes from audit reports.
- To assure the Trust Board that management processes are in place which provide assurance that the Trust has taken appropriate action in response to relevant clinical audit reports, independent reports, government guidance, statutory instruments and ad-hoc reports from inquiries and independent reviews.

Policy and Strategy

- To review appropriate strategies relating to the committee's remit and make recommendations on their adoption to the Trust Board.
- To approve relevant policies relating to the committee's remit.
- To approve the annual Quality Account.
- To receive an annual update in relation to professional education.

Safety and Excellence in patient care

- To have overview responsibility for the Care Quality Commission's regulatory requirements.
- To ensure that quality and risk standards are set and monitored.
- To promote within the Trust a culture of open and honest reporting of any situation that may threaten or improve the quality of patient care in accordance with the Trust's policies on reporting issues of concern and monitoring the implementation of that policy.
- To oversee the system within the Trust for obtaining and maintaining any licences relevant to clinical activity in the Trust.
- To monitor the Trust's compliance with those licensing standards of the Care Quality Commission that are relevant to the committee's area of responsibility, to provide relevant assurance to Trust Board.
- Infection Prevention and Control.

3.0 Authority

3.1 The Quality Committee is authorised by the Trust Board to investigate any activity within its terms of reference.

3.2 It is also authorised to seek any information it requires from any employee or worker, and all employees and workers are directed to cooperate with any request made by the Quality Committee.

3.3 It may obtain outside legal or other independent professional advice and secure the attendance of outsiders with relevant experience and expertise, if it considers this necessary.

3.4 The following items require escalation to the Trust Board:

- Any investigations initiated under the Patient Safety Incidents Response Framework (internal or external reviews).
- Severe / Catastrophic Harm or Never Events.
- Clinical Audits concluding insufficient assurance.
- Risks relating to accreditation or clinical registration.
- Any risks with a rating of 15 or above and / or for which mitigating actions are overdue, insufficient mitigation is identified, or the risk ratings are questioned.
- Any catastrophic issue scoring 5.
- To escalate to Service Assurance Committee(s) any unit specific issues from clinical audits and other.
- Outcomes from thematic reviews.

- Any action three months or more beyond its due date.

4.0 Main Duties

4.1 The following business will be overseen by the Quality Committee:

- Quality Assurance Reports
- Review of Risks and Key issues (where applicable)
- External agency reports
- Data Quality reports
- Relevant annual reports

5.0 Membership and attendance at meetings

5.1 The members will be appointed by Trust Board who will appoint **six** members to the group:

- Non-Executive Director (Chair)
- Non-Executive Director (Deputy Chair)
- Non-Executive Director
- Three Executive Directors

5.2 In the absence of the Committee Chair, the remaining members present shall elect one of themselves to chair the meeting.

5.3 The Quality Committee may also have regular attendees who are not members but may be invited to provide subject matter expertise to an agenda item or for their own professional development. Attendees will receive advanced copies of the notice, agenda, and papers for meetings. They may be invited to attend any or all the meetings, or part(s) of a meeting by the Chair. Any such person may be invited, at the discretion of the Chair, to ask questions and address the meeting but may not vote.

5.4 The following will be invited to be regular attendees:

- Deputy Directors of members
- Directors of Services
- Head of Governance
- Patient Safety / Patient Involvement Partners
- Report authors / subject matter experts

6.0 Meeting frequency, quoracy and decisions

6.1 The group will meet at least 4 times a year and additional meetings may take place as required at the discretion of the Chair or lead executive.

6.2 For **quoracy**, there must be a minimum of the Chair, or deputising Chair plus at least three other members.

6.3 Where members are unable to attend, they should ensure that a named and briefed deputy is in attendance who is able to participate on their behalf.

A nominated deputy will count towards quorum. No person can act in more than one capacity when determining the quorum.

6.4 In the event of not being at quorum, the meeting can proceed, and any item for decision will be confirmed by the Chair and lead executive. This must then be formally reported to the next meeting to be ratified and for transparency of decision-making.

6.5 In exceptional circumstances the business of the Committee may be considered by either a formal written resolution or the written agreement of all members.

6.6 Generally it is expected that decisions will be reached by consensus. When this is not possible the Chair may call a vote. Only members or their nominated deputy may vote, and each allowed one vote. A simple majority will be conclusive on any matter.

6.7 If an equal number of votes are cast for and against a resolution, then the Chair (or in their absence, the person presiding over the meeting) will have a second and casting vote.

6.8 Should a vote be taken, the outcome of the vote, and any dissenting views, must be recorded in the minutes of the meeting.

6.9 The powers that are reserved or delegated by the Trust Board, may for an urgent decision be exercised by the Chair and relevant lead executive subject to every effort having been made to consult with as many members as possible in the given circumstances.

7.0 Behaviours, conduct and training

7.1 Members will be expected to conduct business in line with the Nolan principles of public life and the Trust's values and ethos.

7.2 Members must promote and demonstrably consider the equality and diversity implications of decisions they make.

7.3 All members will receive appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis, to keep their skills, knowledge and experience up to date.

7.4 All members must declare any actual or potential conflicts of interest in relation to any matter under consideration at any meeting. The Chair will decide if a declared interest represents a material conflict. These must be recorded in the minutes alongside the Chair's decision on how to manage the conflict. Members should exclude themselves from any part of the meeting where it is deemed that they have a material conflict of interest. If the Chair has a potential conflict of interest, then they should remove themselves, and the deputy chair or other member should then chair the meeting.

8.0 Accountability and reporting

8.1 The Quality Committee is accountable to Trust Board. The minutes of meetings shall be formally recorded.

8.2 The Chair shall report to the Trust Board after each meeting and provide a highlight report, escalating any concerns where necessary.

9.0 Secretariat and administration

9.1 The Quality Committee shall be supported with a secretariat function which will include ensuring that:

- An annual work plan will be developed in conjunction with the Chair and relevant lead executive.
- The agenda and papers are prepared and distributed in accordance with the work plan and Standing Orders before each meeting, having been agreed by the Chair with the support of the relevant lead executive.
- Attendance of those members invited to each meeting is monitored and highlighting to the Chair those that do not attend at least 75% of meetings.
- Minutes are taken and agreed with the Chair.
- A record of matters arising, action points and issues to be carried forward are kept, and action points are taken forward between meetings and progress against those actions are proactively monitored.
- The Chair is supported to prepare and deliver reports.
- The Trust Board is updated on pertinent issues / areas of interest / policy developments.
- The recording of meetings is undertaken with informed consent.
- Business is transacted as per this Terms of Reference, the Trusts' Standing Orders and documents referred to in them.
- All papers are published using the available electronic Board paper system.
- A progress report of outstanding / pending Quality Committee actions will be presented to each meeting of the Quality Committee.

10.0 Review

10.1 The Quality Committee will review its effectiveness at least annually.

10.2 These terms of reference and work plan will be reviewed at least annually and more frequently if required. Any proposed amendments to the terms of reference will be submitted to the Trust Board for approval.

Remuneration Committee

1.0 Introduction

1.1 The Trust Board hereby resolves to establish a Board Committee to be known as the Remuneration Committee (Rem Co).

1.2 These terms of reference set out the purpose, responsibilities, authority, membership and reporting arrangements of the Remuneration Committee and may only be changed with the approval of the Trust Board.

2.0 Purpose and Responsibilities

2.1 The purpose of the Remuneration Committee is to determine any matter within its terms of reference. Subject to any restrictions set out in relevant legislation, the Remuneration Committee is authorised by the Board to make such decisions. The Committee will take proper account of national agreements, e.g., Agenda for Change and guidance issued by the Government, the Department of Health and Social Care and the NHS in reaching their determinations. The Committee may seek such independent information as may be necessary to inform their recommendations.

2.2 The Remuneration Committee responsibilities can be categorised as follows:

- The Committee is responsible for advising the Board on the appropriate remuneration and terms of service for the Chief Executive Officer, Executive and any staff on Very Senior Managers or local terms and conditions.
- To make decisions delegated for local decision making related to NHS pensions.
- To review and make recommendations to the Board on the composition, balance, skills mix and succession planning of the Board.
- Recommend Executive Director appointments to the Board.
- To agree the arrangements for any termination payments and other contractual requirements for any individuals covered by these terms of reference.
- To approve any redundancies, that exceed the NHS England cap, prior to submission to NHS England.
- In reaching its decisions the Committee will take account of all relevant guidance and the performance of Chief Executive Officer and Executive Directors (as articulated in the annual appraisal), Fit and Proper Person Test Framework, any relevant benchmarking data, gender pay gap position and equal pay principles.

3.0 Authority

3.1 The Remuneration Committee is authorised by the Trust Board to investigate any activity within its terms of reference.

3.2 It is also authorised to seek any information it requires from any employee or worker, and all employees and workers are directed to cooperate with any request made by the Remuneration Committee. It may obtain outside legal or other independent professional advice and secure the attendance of outsiders with relevant experience and expertise, if it considers this necessary.

3.3 The following items require escalation to the Trust Board:

- Recommendations on changes to the Trust Board composition.
- Any risk with a rating of 15 or above and / or for which mitigating actions are overdue and insufficient mitigation is identified, or the risk ratings are questioned.
- Any catastrophic issue scoring 5.
- Any other matter that the committee considers that the Trust Board should be aware of.
- Any action three months or more beyond its due date.

4.0 Main Duties

4.1 The following business will be overseen by the Remuneration Committee:

Remuneration

- To keep under review all aspects of the reward strategy within the Trust, considering advice from the Chief Executive Officer.
- To ensure Executives are fairly rewarded for their individual contribution to the Trust having proper regard to local circumstances, performance and national arrangements.
- To oversee and monitor the level and structure of total remuneration including contractual and performance payments, benefits and perquisites for employees covered by these terms of reference.
- To set remuneration for all Executive Directors on behalf of the Trust Board, considering and approving or declining to approve:
    - Band caps, or recruitment and retention premium payments.
    - All requests for role reclassification where the net remunerative effect is an increase of more than 10% to any group or individual.
    - Any at risk remuneration schemes, performance metrics, incentives and bonuses.
    - Termination payments and other contractual requirements.
- To recommend and monitor the level and structure of remuneration for the Executive team. The Remuneration Committee is responsible for appointing any independent consultants in respect of Executive Director remuneration.
- The Trust must wait for notification and instruction from NHS England before implementing any cost-of-living increases.
- Where Executive Directors or senior management are involved in advising or supporting the Remuneration Committee, care should be taken to recognise and avoid conflicts of interest.
- There should be a formal and transparent procedure for developing policy on executive remuneration and for fixing the remuneration packages of individual directors. No director, or the Chief Executive Officer, should be involved in deciding their own remuneration.

Nomination

- To review the structure, size and composition (including skills, knowledge and experience) required of the Trust Board compared to its current position and make recommendations to the Trust Board Chair regarding any changes.
- To review succession planning arrangements prepared by the Chief Executive Officer on an annual basis.
- To oversee the Trust Board recruitment and termination process to ensure the appropriate balance of skills and capabilities, and constitutional and statutory compliance, including:
    - The convening of appointment panels for Executive Director appointments.
    - To oversee the process to appoint acting Directors to ensure constitutional compliance.
    - To be involved and agree to the suspension or termination of employment of any Executive Director.
    - On any Trust Board restructuring arrangements.

Redundancies

- To approve recommendations for redundancies prior to submission to NHS England (redundancy payments of above £100,000), including:
    - reasons for the redundancy
    - details of the proposed redundancies.
    - details of the Search for Suitable Alternative Employment and assessment of likely success of continued search.
- Review of relevant risks and discussion of emerging risks and significant issues.

5.0 Membership and attendance at meetings

5.1 The members will be appointed by the Trust Board who will appoint two Non-Executive Directors and the Trust Chair to the Committee. One of the Non-Executive Directors will be nominated as Committee Chair, and the other will be the Deputy Committee Chair. The Trust Chair will not chair the Committee.

5.2 The Remuneration Committee may also have regular attendees who are not members but may be invited to provide subject matter expertise to an agenda item or for their own professional development. Attendees will receive advanced copies of the notice, agenda, and papers for meetings. They may be invited to attend any or all the meetings, or part(s) of a meeting by the Chair. Any such person may be invited, at the discretion of the Chair, to ask questions and address the meeting but may not vote.

5.3 The following will be invited to be regular attendees:

- Chief Executive Officer.
- Chief People Officer and Deputy Chief Executive Officer.
- Company Secretary.

6.0 Meeting frequency, quoracy and decisions

6.1 The Committee will meet at least annually, and additional meetings may take place as required at the discretion of the Chair or lead executive.

6.2 For **quoracy**, there must be a minimum of two members, including the Chair or deputising Chair.

6.3 Where members are unable to attend, they should ensure that a named and briefed deputy is in attendance who is able to participate on their behalf. A nominated deputy will count towards quorum. No person can act in more than one capacity when determining the quorum.

6.4 In the event of not being at quorum, the meeting can proceed, and any item for decision will be confirmed by the Chair and lead executive. This must then be formally reported to the next meeting to be ratified and for transparency of decision-making.

6.5 In exceptional circumstances the business of the Committee may be considered by either a formal written resolution or the written agreement of all members.

6.6 Generally it is expected that decisions will be reached by consensus. When this is not possible the Chair may call a vote. Only members or their nominated deputy may vote, and each allowed one vote. A simple majority will be conclusive on any matter.

6.7 If an equal number of votes are cast for and against a resolution, then the Chair (or in their absence, the person presiding over the meeting) will have a second and casting vote.

6.8 Should a vote be taken, the outcome of the vote, and any dissenting views, must be recorded in the minutes of the meeting.

6.9 The powers that are reserved or delegated by the Trust Board, may for an urgent decision be exercised by the Chair and relevant lead executive subject to every effort having been made to consult with as many members as possible in the given circumstances.

7.0 Behaviours, conduct and training

7.1 Members will be expected to conduct business in line with the Nolan principles of public life and the Trust's values and ethos.

7.2 Members must promote and demonstrably consider the equality and diversity implications of decisions they make.

7.3 All members will receive appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis, to keep their skills, knowledge and experience up to date.

7.4 All members must declare any actual or potential conflicts of interest in relation to any matter under consideration at any meeting. The Chair will decide if a declared interest represents a material conflict. These must be recorded in the minutes alongside the Chair's decision on how to manage the conflict.
Members should exclude themselves from any part of the meeting where it is deemed that they have a material conflict of interest. If the Chair has a potential conflict of interest, then they should remove themselves, and the deputy chair or other member should then chair the meeting.

8.0 Accountability and reporting

8.1 The Remuneration Committee is accountable to the Trust Board. The minutes of meetings shall be formally recorded.

8.2 The Chair shall report to the Trust Board after each meeting and provide a highlight report, escalating any concerns where necessary.

9.0 Secretariat and administration

9.1 The Remuneration Committee shall be supported with a secretariat function which will include ensuring that:

- An annual work plan will be developed in conjunction with the Chair and relevant lead executive.
- The agenda and papers are prepared and distributed in accordance with the work plan and Standing Orders before each meeting, having been agreed by the Chair with the support of the relevant lead executive.
- Attendance of those members invited to each meeting is monitored and highlighting to the Chair those that do not attend at least 75% of meetings.
- Minutes are taken and agreed with the Chair.
- A record of matters arising, action points and issues to be carried forward are kept, and action points are taken forward between meetings and progress against those actions are proactively monitored.
- The Chair is supported to prepare and deliver reports.
- The Remuneration Committee is updated on pertinent issues / areas of interest / policy developments.
- The recording of meetings is undertaken with informed consent.
- Business is transacted as per this Terms of Reference, the Trusts' Standing Orders and documents referred to in them.
- All papers are published using the available electronic Board paper system.
- A progress report of outstanding / pending Remuneration Committee actions will be presented to each meeting of the Remuneration Committee.

10.0 Review

10.1 The Remuneration Committee will review its effectiveness at least annually.

10.2 These terms of reference and work plan will be reviewed at least annually and more frequently if required. Any proposed amendments to the terms of reference and annual workplan will be submitted to the Trust Board for approval.

Service Assurance Committee(s)

- Children and Young People
- Luton and Bedfordshire Adults & Older People, and Ambulatory Care
- Norfolk Adult

1.0 Introduction

1.1 The Trust Board hereby resolves to establish three Board Committees to be known as Service Assurance Committee(s).

1.2 These terms of reference set out the purpose, responsibilities, authority, membership and reporting arrangements of the Service Assurance Committee(s) and may only be changed with the approval of the Trust Board.

2.0 Purpose and Responsibilities

2.1 The purpose of the Service Assurance Committee(s) is to provide assurance to the Trust Board undertaking integrated governance analysis (reviewing the interrelationships between quality, finance, workforce and performance) for the following areas of service and geography:

1. Children and Young People.
2. Luton and Bedfordshire Adults & Older People, and Ambulatory Care.
3. Norfolk Adult.

2.2 The responsibilities of the Service Assurance Committees can be categorised as follows:

- To support the Trust Board by undertaking check and challenge against the service annual plans and scrutiny, and support reviewing the interrelationships between quality, finance, workforce and performance for the areas of service and geographic responsibility covered by the Service Assurance Committee(s).
- To provide assurance on the achievement of goals and outcomes recognising the interrelationship between quality, finance, performance, workforce and health inequalities and highlight areas of concern and recommendations for change to the Trust Board or other committees.

2.3 Areas of specific responsibility, on which assurance is to be given:

- Achievement of quality standards (patient safety, patient experience and clinical effectiveness including lessons learnt from incidents).
- Financial strategy, budget setting, investment proposals, delivery of cost improvement plans and activity information to support the continuing financial viability of the Trust Board.
- Achievement of performance objectives - Key Performance Indicators.
- Progress on the tendering, negotiation and finalisation of contracts with commissioners and suppliers.
- Oversight of the implementation of any service specific action plans relating to commissioners, regulatory matters or audits.

- Review of key service risks and discussion of emerging risks and significant issues.
- Examples of outstanding practice.
- Patient and Staff experience including co-production activities.

3.0 Authority

3.1 The Service Assurance Committee(s) are authorised by the Trust Board to investigate any activity within their terms of reference.

3.2 They are also authorised to seek any information they require from any employee or worker, and all employees and workers are directed to cooperate with any request made by the Service Assurance Committee(s).

3.3 They may obtain outside legal or other independent professional advice and secure the attendance of outsiders with relevant experience and expertise, if they consider this necessary.

3.4 The following items require escalation to the Trust Board:

- Any investigations initiated under the Patient Safety Incidents Response Framework (internal or external reviews).
- Severe / Catastrophic Harm or Never Events.
- Adverse variance which is higher than £100,000 and 10% of year-to-date financial plan target.
- Areas of formal concern from the Care Quality Commission and other regulators.
- Commissioning contract queries including formal contractual notices and any significant variance in contract performance.
- Any risks with a rating of 15 or above and / or for which mitigating actions are overdue, insufficient mitigation is identified, or the risk ratings are questioned.
- Discussion of emerging risks.
- Any catastrophic issue scoring 5.
- Any themes from staff stories or staff experience reports that may have Trust wide implications.
- Outstanding Practice or Innovation.
- Any action three months or more beyond its due date.

4.0 Main Duties

4.1 The following business will be overseen by the Service Assurance Committee(s):

Operational Performance

- To report to the Trust Board on the outcomes of the services work on culture, quality, workforce, finance and overall performance for the service. These areas should be analysed in an integrated matter with a clear understanding on the interdependent issues impacting on patient care.
- At each bi-monthly meeting, assess the potential shortfalls and risks facing services and recommend any board-level actions / decision making that is needed to address these issues.

- To advise the Trust Board on the consequences of any significant breaches or failure of performance in line with the escalation framework.
- To receive outcome reports from work streams identified within the service's annual plans.
- To be assured that action plans for any performance and operational metric where services are not currently achieving or projected not to achieve the agreed / specified outcome are effective and improving the service for users.
- Gain assurance on specific service initiatives covering all aspects of the service responsibilities in accordance with priorities and service goals.

Risks and Issues

- To review and monitor the risks scoring 12 and above and issues scoring 4 and above in the risk and issue register regarding quality, financial, workforce and performance issues including emerging risks and significant issues.
- Assure the Trust Board that service risks have appropriate mitigation and oversight, and issues have actions in place to resolve them.
- To receive assurance that at service level:

  a) the systems are in place and operating effectively for the identification, assessment, prioritisation and management of potential and actual risk.
  b) the trends and significant risks across the service(s) are reported and advise on controls for high risks.
  c) Issues that have arisen have clear and time limited action plans agreed and in place to resolve them.

- To recommend areas requiring further audit (internal and external) attention to the Audit and Risk Committee and assist it in ensuring that the audit plans are focused on relevant aspects of the risk appetite (and service level) risk profile.

5.0 Membership and attendance at meetings

5.1 The members will be appointed by the Trust Board who will appoint a maximum of up to **six** members to each committee, as follows:

- Up to three Non-Executive Directors, one of whom will be nominated to be Chair
- Up to three Executive Directors

5.2 In the absence of the Committee Chair, the remaining members present shall elect one of themselves to chair the meeting.

5.3 The Service Assurance Committee may also have regular attendees who are not members but may be invited to provide subject matter expertise to an agenda item or for their own professional development. Attendees will receive advanced copies of the notice, agenda, and papers for meetings. They may be invited to attend any or all the meetings, or part(s) of a meeting by the Chair. Any such person may be invited, at the discretion of the Chair, to ask questions and address the meeting but may not vote.

5.4 The following will be invited to be regular attendees:

- Directors of Services

6.0 Meeting frequency, quoracy and decisions

6.1 The group will meet at least six times a year and additional meetings may take place as required at the discretion of the Chair or lead executives.

6.2 For **quoracy**, there must be a minimum of the Chair, or deputising Chair plus at least two other members.

6.3 Where members are unable to attend, they should ensure that a named and briefed deputy is in attendance who is able to participate on their behalf. A nominated deputy will count towards quorum. No person can act in more than one capacity when determining the quorum.

6.4 In the event of not being at quorum, the meeting can proceed, and any item for decision will be confirmed by the Chair and lead executive. This must then be formally reported to the next meeting to be ratified and for transparency of decision-making.

6.5 In exceptional circumstances the business of the Committee may be considered by either a formal written resolution or the written agreement of all members.

6.6 Generally it is expected that decisions will be reached by consensus. When this is not possible the Chair may call a vote. Only members or their nominated deputy may vote, and each allowed one vote. A simple majority will be conclusive on any matter.

6.7 If an equal number of votes are cast for and against a resolution, then the Chair (or in their absence, the person presiding over the meeting) will have a second and casting vote.

6.8 Should a vote be taken, the outcome of the vote, and any dissenting views, must be recorded in the minutes of the meeting.

6.9 The powers that are reserved or delegated by the Trust Board, may for an urgent decision be exercised by the Chair and relevant lead executive subject to every effort having been made to consult with as many members as possible in the given circumstances.

7.0 Behaviours, conduct and training

7.1 Members will be expected to conduct business in line with the Nolan principles of public life and the Trust's values and ethos.

7.2 Members must promote and demonstrably consider the equality and diversity implications of decisions they make.

7.3 All members will receive appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis, to keep their skills, knowledge and experience up to date.

7.4 All members must declare any actual or potential conflicts of interest in relation to any matter under consideration at any meeting. The Chair will decide if a declared interest represents a material conflict. These must be recorded in the minutes alongside the Chair's decision on how to manage the conflict. Members should exclude themselves from any part of the meeting where it is deemed that they have a material conflict of interest. If the Chair has a potential conflict of interest, then they should remove themselves, and the deputy chair or other member should then chair the meeting.

8.0 Accountability and reporting

8.1 The Service Assurance Committee(s) are accountable to the Trust Board. The minutes of meetings shall be formally recorded.

8.2 The Chair shall report to the Trust Board after each meeting and provide a highlight report, escalating any concerns where necessary.

9.0 Secretariat and administration

9.1 The Service Assurance Committee(s) shall be supported with a secretariat function which will include ensuring that:

- Annual work plan(s) will be developed in conjunction with the Chair and relevant lead executive.
- The agenda and papers are prepared and distributed in accordance with the work plans and Standing Orders before each meeting, having been agreed by the Chair with the support of the relevant lead executive.
- Attendance of those members invited to each meeting is monitored and highlighting to the Chair those that do not attend at least 75% of meetings.
- Minutes are taken and agreed with the Chair.
- A record of matters arising, action points and issues to be carried forward are kept, and action points are taken forward between meetings and progress against those actions are proactively monitored.
- The Chair is supported to prepare and deliver reports.
- The Service Assurance Committee(s) are updated on pertinent issues / areas of interest / policy developments.
- The recording of meetings is undertaken with informed consent.
- Business is transacted as per this Terms of Reference, the Trusts' Standing Orders and documents referred to in them.
- All papers are published using the available electronic Board paper system.
- A progress report of outstanding / pending Service Assurance Committee(s) actions will be presented to each meeting of the Service Assurance Committee(s).

10.0 Review

10.1 The Service Assurance Committee(s) will review their effectiveness at least annually.

10.2 These terms of reference and work plan will be reviewed at least annually and more frequently if required. Any proposed amendments to the terms of reference will be submitted to the Trust Board for approval.

Executive Team

1.0 Introduction

1.1 The Trust hereby resolves to establish an Executive Team to be known as the Executive Team.

1.2 These terms of reference set out the purpose, responsibilities, authority, membership and reporting arrangements of the Executive Team and may only be changed with the approval of them.

2.0 Purpose and Responsibilities

2.1 The Executive Team's responsibilities can be categorised as follows:

- To oversee co-ordinated, strategic leadership to the Trust in conjunction with the leadership team, and the committees of the Trust Board.
- To set out major policy and strategy proposals.

2.2 The Executive Team operates under the principle of collective leadership. Most decisions fall within the remit of individual directors, as defined within the Trust's Governance Manual, but they may choose to exercise their discretion in bringing items to the Executive Team for the purposes of:

- Making decisions or recommendations together, including expenditure and savings decisions, especially where these impact across more than one directorate or have Trust-wide implications.
- Sharing information including system intelligence, communicating and educating each other.
- Large scale or high-risk staff consultations.
- Service changes requiring a public consultation.
- Creating solutions, sharing inspiration and collective problem-solving.
- Building effective team relationships, including sharing in a safe environment what might be troubling us and how others can help.

2.3 The Executive Team will act as the forum for developing the Trust's strategic thinking on the NHS Long Term Plan, including wider system working.

2.4 The Executive Team will make recommendations to the Trust Board and its committees either as a collective group or through the relevant executive. The Executive Team will agree the agenda and business cycle for the leadership team. Actions and decisions made at executive meetings outside of the Executive Team e.g., executive development sessions will be brought to the Executive Team for formal noting in the minutes of the meeting.

3.0 Authority

3.1 The Executive Team is authorised by the Chief Executive Officer to investigate any activity within its terms of reference.

3.2 It is also authorised to seek any information it requires from any employee or worker, and all employees and workers are directed to cooperate with any request made by the Executive Team.

3.3 The Executive Team is authorised by the Trust Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

4.0 Main Duties

The following business will be overseen by the Executive Team:

4.1 Strategy and Objectives

- Agree proposals for submission to the Trust Board on the Executive Team's vision, purpose and strategic direction.
- Agree proposals for submission to the Trust Board on the Executive Team's annual objectives and Annual Plan, including the revenue and capital budgets to support delivery of the Annual Plan.

4.2 Performance Management

- Monitor ongoing compliance with statutory duties, standards, targets and other obligations, and agree actions and responsibilities to address shortcomings or development requirements identified.

4.3 Risk Management and Internal Control

- Oversee the development and implementation of an effective system of risk management and internal control.

4.4 Clinical Quality and Safety

- To raise the profile of quality services in the Trust and oversee the effective delivery of safe, high quality, patient-centred care.

4.5 Information Governance and Risk Management

- To maintain a strategic overview of arrangements for information governance and risk management. This will mainly be achieved through exception reporting from the Information Governance and the Risk steering groups, although specific items may be brought directly to the Executive Team.

4.6 Organisational development

- To review progress on meeting the Trust's duties on equalities.
- To champion the Trust's People and Organisational Development strategy.

4.7 Business Cases and Reports

- To scrutinise proposals for significant organisational change: directors to be responsible for highlighting planned structural changes to their areas for Executive Team consideration.

- Review business cases for major service and strategic and partnership developments, including tenders and contracts, making recommendations for approval to the Trust Board.
- Review draft reports prior to their submission to the Trust Board for approval.
- Receive regular updates from operational management.
- To deliberate and determine or recommend to the Trust Board, any matter affecting the Trust.

4.8 **Communications**

- To review and direct the Trust's internal communications and to drive employee engagement.
- To review and direct the Trust's stakeholder and commissioner and commercial relationships.

5.0 Membership and attendance at meetings

5.1 The members will be appointed by the Chief Executive Officer who will appoint **eight** members:

- Chief Executive Officer (Chair)
- Chief People Officer and Deputy Chief Executive Officer (Deputy Chair)
- Chief Finance and Resources Officer
- Chief Information Officer
- Chief Medical Officer
- Chief Nursing and Allied Health Professional Officer
- Director of Corporate Affairs
- Director of Strategy and Transformation

5.2 In the absence of the Committee Chair or Deputy Chair, the remaining members present shall elect one of themselves to chair the meeting.

5.3 The Executive Team may also have regular attendees who are not members but may be invited to provide subject matter expertise to an agenda item or for their own professional development. Attendees will receive advanced copies of the notice, agenda, and papers for meetings. They may be invited to attend any or all the meetings, or part(s) of a meeting by the Chair. Any such person may be invited, at the discretion of the Chair, to ask questions and address the meeting but may not vote.

5.4 The following will be invited to be regular attendees:

- Directors of Services

6.0 Meeting frequency, quoracy and decisions

6.1 The group will meet weekly and additional meetings may take place as required at the discretion of the Chair or Deputy Chair.

6.2 For **quoracy**, there must be a minimum of either the Chair, or deputising Chair, plus at least two other members.

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

6.4 In the event of not being at quorum, the meeting can proceed, and any item for decision will be confirmed by the Chair and lead executive. This must then be formally reported to the next meeting to be ratified and for transparency of decision-making.

6.5 Generally it is expected that decisions will be reached by consensus. When this is not possible the Chair may call a vote. Only members or their nominated deputy may vote, and each allowed one vote. A simple majority will be conclusive on any matter.

6.6 If an equal number of votes are cast for and against a resolution, then the Chair (or in their absence, the person presiding over the meeting) will have a second and casting vote.

6.7 Should a vote be taken, the outcome of the vote, and any dissenting views, must be recorded in the minutes of the meeting.

6.8 The powers that are reserved or delegated by the Executive Team, may for an urgent decision be exercised by the Chair and relevant lead director subject to every effort having been made to consult with as many members as possible in the given circumstances.

7.0 Behaviours and conduct and training

7.1 Members will be expected to conduct business in line with the Nolan principles of public life and the Trust's values and ethos.

7.2 Members must promote and demonstrably consider the equality and diversity implications of decisions they make.

7.3 All members will receive appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis, to keep their skills, knowledge and experience up to date.

7.4 All members must declare any actual or potential conflicts of interest in relation to any matter under consideration at any meeting. The Chair will decide if a declared interest represents a material conflict. These must be recorded in the minutes alongside the Chair's decision on how to manage the conflict. Members should exclude themselves from any part of the meeting where it is deemed that they have a material conflict of interest.
If the Chair has a potential conflict of interest, then they should remove themselves, and the deputy chair or other member should then chair the meeting.

8.0 Accountability and reporting

8.1 The Executive Team is accountable to the Chief Executive Officer. The minutes of meetings shall be formally recorded.

9.0 Secretariat and administration

9.1 The Executive Team shall be supported with a secretariat function which will include ensuring that:

- An annual work plan will be developed in conjunction with the Chief Executive Officer.
- The agenda and papers are prepared and distributed in accordance with the work plan and Standing Orders before each meeting, having been agreed by the Chair with the support of the relevant lead executives.
- Attendance of those members invited to each meeting is monitored and highlighting to the Chair those that do not attend at least 75% of meetings.
- Minutes are taken and agreed with the Chair.
- A record of matters arising, action points and issues to be carried forward are kept, and action points are taken forward between meetings and progress against those actions are proactively monitored.
- The Chair is supported to prepare and deliver reports.
- The Executive Team is updated on pertinent issues / areas of interest / policy developments.
- The recording of meetings is undertaken with informed consent.
- Business is transacted as per this Terms of Reference, the Trusts' Standing Orders and documents referred to in them.
- All papers are published using the available electronic Board paper system.
- A progress report of outstanding / pending Executive Team actions will be presented to each meeting of the Executive Team.

10.0 Review

10.1 The Executive Team will review its effectiveness at least annually.

10.2 These terms of reference and work plan will be reviewed at least annually and more frequently if required. Any proposed amendments to the terms of reference will be submitted to the Executive Team for approval.

Annex: Trust Board Escalation Framework

Escalation Framework - assurance rating definitions

Substantial:

- Demonstrates effective system of control and mitigations to address risks supported by information and evidence in the report.
- Evidence that controls are consistently applied.
- Very unlikely to negatively impact the achievement of the Trust ambitions and strategic objectives.
- Supported by subject matter expert opinion in the rationale for assurance rating.

Reasonable:

- Does not raise any concerns that are material weaknesses of internal control with information and evidence in the report.
- Highlights further action or development work underway to improve assurance.
- Supported by subject matter expert opinion in the rationale for assurance rating.

Action: **ongoing monitoring** by Committee.

Partial:

- Demonstrates some material weaknesses of internal control in the information and evidence in the report.
- Highlights further development work necessary to improve assurance.
- May negatively impact the achievement of Trust ambitions and strategic objectives.
- Some level of risk to improvement highlighted by subject matter expert opinion in the rationale for assurance rating.

Action: **increase** Committee scrutiny and **escalate** to the Trust Board for awareness.

Minimal:

- Demonstrates significant material weaknesses of internal control supported by information and evidence in the report.
- Actions that have been taken are not improving assurance.
- Will impair achievement of strategic aims and objectives.
- Significant risks to improvement highlighted by subject matter expert opinion in the rationale for assurance rating.

Action: **immediate escalation** to agree action at Trust Board level.