

**NHSBT Board****NHSBT Standing Orders Annual Review.**

25<sup>th</sup> January 2022.

**Status: Official**

**1. Summary and Purpose of Paper**

This paper is being brought to the Board to support the annual review of NHSBT's Standing Orders, the review usually takes place in March alongside the scheme of delegation (SoD) and standing financial instructions (SFI), due to recommendations from the Board effectiveness review in September 2021 the review has been brought forward. The SoD and SFIs will be updated and reviewed at the March Audit Risk and Governance Committee (ARGC) as planned.

The Standing orders have been updated, full details can be found in section 4 of the report, the review was conducted by The Chair, Director of Finance and the Company Secretary and reviewed by the Executive team and ARGC ahead of submission to the Board.

**2. Action Requested**

The Board is asked to review and support the amendments detailed in section 4.

**3. Background**

NHSBTs standing orders (SOs) are the written rules which regulate the proceedings of the organisation, they are closely linked to our Establishment Order and alongside the Scheme of Delegation and Standing Financial instructions set the foundations of NHSBTs governance framework.

The SOs were last reviewed in March 2021 with minimal changes to reflect the new Board Committee structure.

Following the redraft of the DHSC and NHSBT framework agreement (October 2021) and the recommendations from the Board Effectiveness review (September 2021) the annual review of the SOs has been brought forward to implement the changes.

**4. Summary of Changes**

The full Standing Orders can be found in appendix 1, below is a summary of the amendments made and rationale:

- The Document makes multiple references to the Medical Director, amendment has been made to Chief Medical Officer and to clarify that this is the Director of Clinical Services

- All references to Vice Chair have been removed and replaced with Senior Independent Director (SID) following December 2021 REMCO approval of the revised job description for the SID role.
- Throughout the document has been modernised to demonstrate that notifications, publication of papers and announcements of meetings are made via the public website.
- Inclusion of the role of associate Non-Executive Directors following the recommendation from the Board Effectiveness review and process that the subcommittees nominate individuals for approval by the Chair.
- Clarity that the formal process of motions and voting does not need to be implemented in business as usual this is in line with how NHSBT runs in practice.
- Conflicts of interest amended to include a definition as to what constitutes a conflict and examples included for each.
- 6.7 removed the requirement to declare share holdings of £10,000> as this is captured in the duty to declare conflicts of interest.
- Standards of Business conduct policy now includes conflict of interest, rather than being two separate documents. The Policy also now references the Cabinet Office 'Code of Conduct for Board Member of Public Bodies' in line with the DHSC framework agreement and references the 7 principles of public life.
- 8.5 included passage to provide details of non-financial conflicts
- All references to 'He or She' amended to 'They'
- Remuneration and Nominations Committee renamed to People Committee.

### 5. Next Steps

Any suggested amendments or queries from the Board will be addressed, a finalised version of the standing orders will be uploaded onto the Organisations internal and external alongside notifications to staff.

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**January 2022**