



Blood and Transplant

NHS BLOOD AND TRANSPLANT

STANDING ORDERS

April 20265

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INTERPRETATION AND DEFINITIONS

Save as permitted by law, at any meeting the Chair of the Authority shall be the final authority on the interpretation of Standing Orders (on which they should be advised by the Chief Executive).

Any expression to which a meaning is given in the Health and Social Care Act 2012, and other Acts relating to the Health Service, or in the Financial Regulations made under the Acts, shall have the same meaning in this interpretation and in addition:

'Accounting Officer' shall be the Officer responsible and accountable for funds entrusted to the Authority. They shall be responsible for ensuring the proper stewardship of public funds and assets. For this Authority it shall be the Chief Executive.

'Associate Non-Executive Director' means a non-officer member of the NHSBT Board, appointed directly by the Board to enhance the skills and diversity of the Board. They do not hold voting rights.

'Audit, Risk and Governance Committee' (ARGC) means the committee established to oversee internal and external audit services, activity, results, management responses and letters of representation; to review financial systems and policies; to monitor compliance with SOs and SFIs and provide an independent and objective view of internal control, governance, and risk management.

'Authority' means NHS Blood and Transplant (NHSBT).

'Board' means the Board of the Authority.

'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 of the functions of the Authority.

'Budget Manager' means the director or employee with delegated authority to manage finances (income and expenditure) for a specific area of the organisation.

'Chair' is the person appointed by the Secretary of State for Health to lead the Board and to ensure that it successfully discharges its overall responsibility for the Authority as a whole. The expression 'the Chair of the Authority' shall be deemed to include the Senior Independent Director (SID) of the Authority if the Chair is absent from the meeting or is otherwise unavailable.

'Chief Executive' means the chief officer of the Authority.

'Committee' shall mean a committee created by the Authority.

'Committee Members' shall be persons formally appointed by the Board to sit on or to chair specific committees.

'Contracting and Procuring' means the systems for obtaining the supply of goods, materials, manufactured items, services, building and engineering services, works of construction and maintenance and for disposal of surplus and obsolete assets.

'DH&SC' means the Department of Health and Social Care.

‘Executive Director’ means an officer of NHSBT that is a member of the NHSBT Executive Team. Executive Directors comprise both officer members of the Board and officers with the title of Director but who are not members of the Board.

‘Finance Director’ means the Chief Financial Officer of the Authority.

‘Independent Committee Member’ shall mean a person appointed directly by the Board to a Board Committee, who is not a Member of the Board, to enhance the skills and diversity of that Committee. They do not hold voting rights.

‘Medical Director’ means the Chief Medical Officer of the Authority.

‘Member’ shall mean non-officer and/or officer member of the Authority. Member in relation to the Authority does not include its Chair.

‘Membership and Procedure Regulations’ shall mean the NHSBT Regulations 2005 (SI 2005 No. 2531).

‘NHS’ means the National Health Service.

‘NHSBT Executive Team’ shall mean the senior management team, whose composition is determined by the Chief Executive, and which manages the activities and functions of NHSBT.

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

‘Non-Executive Director’ means a non-officer member of NHSBT Board, appointed by Secretary of State under paragraph 4 (b) of the NHSBT Constitution and Establishment Order 2005 (SI 2005 No. 2529).

‘Officer’ shall mean employee of the Authority. In certain circumstances, officer may include a person who is employed by another Authority or by third party contracted to the Authority who carries out functions on behalf of the Authority.

‘Officer Member’ means an officer of the Authority who is a member of the Board appointed under paragraph 4(c) of the NHSBT Constitution and Establishment Order 2005 (SI 2005 No. 2529).

‘SoD’ means Scheme of Delegation.

‘SFIs’ means Standing Financial Instructions.

‘SOs’ means Standing Orders.

‘Senior Independent Director’ means the non-officer member appointed by the Authority to take on the Chair’s duties if the Chair is absent for any reason and serves as an intermediary for the other directors when necessary.

1. INTRODUCTION

1.1 Statutory Framework

NHS Blood and Transplant (NHSBT) is a statutory body which came into existence on 1 October 2005 under Statutory Instrument 2005 No. 2529. NHSBT is constituted as a Special Health Authority in England and Wales with responsibilities across the United Kingdom for organ donation and transplantation.

The principal place of business of the Authority is 500 North Bristol Park, Filton, Bristol, BS34 7QH.

Special Health Authorities are governed by National Health Service Acts. The statutory functions conferred on the Authority are set out in the NHSBT (Establishment and Constitution) Order 2005 (SI 2005 No. 2531).

As a statutory body, the Authority has specified powers to act as a regulator, 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 & Social Care.

The NHSBT Regulations (2005) requires the Authority to adopt Standing Orders (SOs) for the regulation of its proceedings and business.

1.2 NHS Framework

In addition to statutory requirements, the Secretary of State through the Department of Health and Social Care (DH&SC) issues further requirements and guidance. These are normally issued under cover of a circular.

The Codes of Conduct and Accountability for NHS Boards were issued in April 1994 under EL(94)40 and last revised in July 2004. The Code of Conduct and Accountability requires that, inter alia, Boards draw up a schedule of decisions reserved to the Board, and also to ensure that management arrangements are in place to enable responsibility to be clearly delegated to senior executives (a scheme of delegation). The Code also requires the establishment of audit and remuneration committees with formally agreed terms of reference. The Code of Conduct makes various requirements concerning possible conflicts of interest of board members.

1.3 Department of Health and Social Care Framework

Framework Agreements exist between the DH&SC and each of its Arm's Length Bodies (ALBs). The purpose of the Framework Agreement is to define the critical elements of the relationship between the Department and its ALBs for functions carried out for the health system in England. The document is focused on:

- How the Department and the ALB work in partnership to serve patients, the public and the taxpayer; and
- How the ALB and the Department discharge their accountability responsibilities effectively.

The Framework Agreement between the Department and NHSBT was reviewed and jointly approved by the Department and the NHSBT Board in 202⁵².

1.4 Delegation of Powers

Under the Standing Orders relating to the Arrangements for the Exercise of Functions (Standing Order 4) the Authority is given powers to 'make arrangements for the exercise, on behalf of the Authority of any of their functions by a committee, sub-committee or joint committee appointed by virtue of Standing Order 5 or by an officer of the Authority, in each case subject to such restrictions and conditions as the Authority thinks fit or as the Secretary of State may direct.' Delegated Powers are covered in the Scheme of Delegation and has effect as if incorporated into these Standing Orders.

1.5 Failure to comply with Standing Orders

Failure to comply with Standing Orders is a disciplinary matter that could result in dismissal.

2. THE AUTHORITY BOARD – COMPOSITION AND ROLE

2.1 **Composition of the Authority** - In accordance with the Statutory Instrument 2005 No. 2529, the constitution of the Authority shall consist of

- 2.1.1 The Chair of the Authority
- 2.1.2 Not more than eight Non-Officer Members in addition to the Chair
- 2.1.3 Not more than eight Officer Members, including the persons who for the time being hold the office of Chief Executive, Finance Director and Medical Director.

~~In addition, as the person holding the office of Chief Nursing Officer leads on patient and donor safety, nursing standards and clinical governance, this role shall also be included as an Officer Member of the Authority Board.~~

2.2 **Responsibility to the Health Services in Scotland and Northern Ireland** – reflecting that NHSBT is a Special Health Authority in England and Wales, Statutory Instrument 2005 No. 2529 (para 4.2) requires that one of the Non-Officer Members shall include a person with particular experience that is suited to the interests of Wales.

2.3 The Board has previously resolved (January 2012) that the Non-Officer Members shall also include a person or persons with experience suited to the interests of Scotland and Northern Ireland, regarding NHSBT's UK-wide responsibilities for organ donation and transplantation. The need for these are subject to ongoing review and change.

Appointments and Terms of Office

2.4 **Appointment of the Chair and Non-Officer Members** – the regulations for the appointment of the Chair and of Non-Officer Members and their terms of office are determined by the Secretary of State for Health and Social Care and are currently set out in NHSBT Regulations 2005 (SI 2005 No. 2531) and cannot exceed eight years.

2.5 **Terms of Office of the Chair and Members** – the regulations setting out the period of tenure of office of the Chair and Non-Officer Members and for the termination or suspension of office of the Chair and Non-Officer Members are contained in Sections 2, 3, 4 and 5 of NHSBT Regulations 2005 (SI 2005 No. 2531).

2.6 **Appointment and Powers of SID** – the Chair and Members of the Authority may appoint one of their number, who is not also an Officer Member of the Authority, to be SID, for such period, not exceeding the remainder of their term as a Member of the Authority, as they may specify on appointing them.

2.7 Any Member so appointed may at any time resign from the office of SID by giving notice in writing to the Chair. The Chair and Members may thereupon appoint another Member as SID in accordance with the provisions of Standing Order 2.6.

2.8 Where the Chair of an Authority has died or has ceased to hold office, or where they are unable to perform the duties of the Chair owing to illness, absence from England and Wales or any other cause, the SID shall act as Chair until a new Chair is appointed or the existing Chair resumes their duties. References

to the Chair in these Standing Orders shall, so long as there is no Chair able to perform the duties, be taken to include references to the SID.

- 2.9 Joint Members** – Where more than one person is appointed jointly (e.g., via a job share arrangement) to a post in the Authority which qualifies the holder for officer membership or in relation to which an Officer Member is to be appointed, those persons shall become appointed as an Officer Member jointly and shall count for the purpose of Standing Order 2.1 as one person.
- 2.10 Appointment and Removal of Chief Executive** – The Chair and Non-Officer Members are responsible for the appointment and removal of the Chief Executive.
- 2.11 Appointment of Executive Directors including Officer Members** – The Officer Members, other than the Chief Executive, shall be appointed by the Chief Executive following approval of the recruitment and appointment process by the Board's People Committee. The committee shall receive a report of the process followed and the proposed Officer Member appointee for assurance and in order to endorse the candidate selection. This shall apply also to the appointment of Executive Directors who are not Officer Members.

The Chair and the Chief Executive shall determine which of the Executive Directors (beyond the Chief Executive, Finance Director and Medical Director who are always deemed to be Officer Members) should be appointed as Officer Members and recommend such to the Board for approval. The Board shall formally record the Executive posts classified as Officer Members. The number of Officer Members shall not exceed the number of Non-Officer Members of the Board.

- 2.12 Associate Non-Executive Directors** can be appointed on a voluntary or remunerated basis to sit on the Board and Board committees as non-voting members to bring additional expertise and diversity. Their appointment shall be approved by the Board.
- 2.13 Independent Committee Members** can be appointed on a voluntary or remunerated basis to sit on Board Committees as non-voting members to bring additional expertise and diversity. Their appointment shall be approved by the Board.
- 2.14 Role of Members and Attendees**
- 2.14.1 Board** - The Board will function as a corporate decision-making body, Officer and Non-Officer Members will be full and equal members. Their role as members of the Board will be to consider the key strategic and managerial issues facing the Authority in carrying out its statutory and other functions.
- 2.14.2 Officer Members** - Officer Members (and other NHSBT Directors) shall exercise their authority within the terms of these Standing Orders and Standing Financial Instructions and the Scheme of Delegation.
- 2.14.3 Chief Executive** - The Chief Executive shall be responsible for the overall performance of the executive functions of the Authority. The Chief Executive is the **Accounting Officer** for the Authority and shall be responsible for ensuring the discharge of obligations under Financial Directions and in line with the requirements of the DH&SC.

- 2.14.4 **Finance Director** - The Finance Director shall be responsible for the provision of financial advice to the Authority and to its Members and for the supervision of financial control and accounting systems. They shall be responsible along with Chief Executive for ensuring the discharge of obligations under relevant Financial Directions.
- 2.14.5 **Medical Director** – The Medical Director shall be responsible for the provision of medical and research related advice to the Authority and to its Members, patient/donor safety policy as it relates to blood, tissues and organs as appropriate through the work of SaBTO, JPAC and TPSG, and for the supervision of medical and research staff and processes. They shall be responsible along with the Chief Executive for ensuring the discharge of directives from the DH&SC relative to health matters. They are responsible for development, implementation and monitoring of clinical effectiveness, patient/donor outcomes and patient/donor experience to meet donor, family and patient needs.
- 2.14.6 ~~**Chief Nursing Officer** – The Chief Nursing Officer shall be responsible for development, implementation and monitoring of the clinical effectiveness, patient/donor outcomes and patient/donor experience to meet donor, family and patient needs. They shall also be responsible for working with operational directorates to ensure regulatory compliance and compliance with policy. They are the Care Quality Commission Nominated Individual and professional lead for the nursing workforce.~~
- 2.14.7 **Director of Quality and Governance** – As part of their role, the Director of Quality and Governance shall be responsible for working with operating directorates to ensure regulatory compliance and shall be the Legal Responsible Person to the Medicines and Healthcare products Regulatory Agency and the Designated Individual for the Human Tissue Authority. They are the Care Quality Commission Nominated Individual and have responsibility for working with operational directorates to ensure regulatory compliance and compliance with policy.
- 2.14.8 **Non-Officer Members (Non-Executive Directors)** - The Non-Officer Members shall not be granted, nor shall they seek to exercise any individual executive powers on behalf of the Authority. They may however, exercise collective authority when acting as members of the Board or when acting as members of or chairing a committee of the Authority which has delegated powers.
- 2.14.9 **Chair** - The Chair shall be responsible for the operation of the Board and chair all Board meetings when present. The Chair shall liaise with the DH&SC regarding the appointment of Non-Officer Members of the Board (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. The Chair shall work 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.
- 2.14.10 **Executive Directors who are not Officer Members of Board** – May attend Board meetings in their entirety, or for discussions pertinent to their individual areas of responsibility, as agreed with the Chair and Chief

Executive, in order to share their expertise and knowledge. Such Directors may present to the Board, and participate in discussions, but do not hold voting rights, and therefore shall not participate in decision-making.

- 2.14.11 **Associate Non-Executive Directors** – May attend Board meetings to share their expertise and knowledge, and enhance diversity of thought, but do not hold voting rights. They participate in discussions but do not participate in decision-making.
- 2.14.12 **Independent Members of Committees** – May attend Board committee meetings to share their expertise and knowledge, but do not hold voting rights. They participate in discussions but do not participate in decision-making.
- 2.14.13 **Other Board and Board Committee Meeting Attendees** - May be invited by the Chair and Committee Chairs to present at, or contribute to discussions at meetings. Such attendees may be invited for the entire meeting, or a specific part of a meeting. Attendees do not participate in decision-making.

2.15 Corporate Role of the Board

- 2.15.1 All business shall be conducted in the name of the Authority.
- 2.15.2 All funds received in trust shall be held in the name of the Authority as corporate trustee.
- 2.15.3 The powers of the Authority established under statute shall be exercised by the Board meeting in public session except as otherwise provided for in Standing Order 4.
- 2.15.4 The Authority shall regularly review the functions it exercises on behalf of the Secretary of State in accordance with NHSBT (Establishment and Constitution) Order 2005, (SI 2005 No. 2529).

2.16 Matters reserved to the Board and Scheme of Delegation

- 2.16.1 The Authority has resolved those certain powers and decisions may only be exercised by the Authority in formal session. These powers and decisions are set out in Section 3 of the Scheme of Delegation ('Reservation of Powers to the Authority') and have effect as if incorporated into the Standing Orders.

2.17 Observer Status for Representatives of the UK Health Departments

- 2.17.1 In order to promote alignment between the activities of the Authority and the objectives of each of the UK Health Departments, a representative from each of the UK Health Departments is invited to attend all meetings of the Authority. Such representatives will have the status of observer and are entitled to participate in the deliberations and discussions of the Board as invited and directed by the Chair.

3 MEETINGS

- 3.1 Admission of the Public and the Press** – The public and representatives of the press shall be afforded facilities to attend all formal meetings of the Authority but shall be required to withdraw upon the Authority 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).

- 3.2** The Chair shall give directions in regard to the arrangements for meetings and accommodation of the public and representatives of the press such as to ensure that the Authority’s 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 Authority resolving as follows:

‘That in the interests of public order the meeting adjourn for (the period to be specified) to enable the Authority to complete business without the presence of the public’ (Section 1(8) Public Bodies (Admission to Meetings) Act 1960).

- 3.3** Nothing in these Standing Orders shall require the Authority to allow members of the public or representatives of the press 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 Authority.

- 3.4 Calling Meetings** – Ordinary meetings of the Authority shall be held at such time and places as the Authority may determine. The Chair shall ensure that the frequency of meetings is sufficient for the Authority to carry out its duties and responsibilities. The frequency deemed appropriate at present is 6 (six) times per annum, on a bi-monthly basis.

- 3.5** The Chair may call a meeting of the Authority at any time. If the Chair refuses to call a meeting after a requisition for that purpose, signed by a least one-third of the whole number of members, has been presented to them, or if, without so refusing, the Chair does not call a meeting within seven days after such requisition has been presented to them, such one third or more members may forthwith call a meeting. In the case of a meeting called by members in default of the Chair, the notice shall be signed by those members and no business shall be transacted at the meeting other than that specified in the notice.

- 3.6 Notice of Meetings** – Before each meeting of the Authority, a notice of the meeting, specifying the business proposed to be transacted at it shall be delivered to every member, or sent by post to the usual place of residence of such member or via email, so as to be available to them at least three clear days before the meeting. Dates of future Board meetings will be available on the NHSBT website alongside past copies of Board papers and minutes.

- 3.7** Want of service of the notice on any member shall not affect the validity of a meeting.

- 3.8** Agenda will be sent to members 6 days before the meeting and supporting papers, whenever possible, shall accompany the agenda, but will certainly be despatched no later than three clear days before the meeting, save in emergency. Failure to serve such a notice on more than three members will invalidate the meeting. A notice shall be presumed to have been served one day after posting.
- 3.9** Before each meeting of the Authority a public notice of the time and place of the meeting, and the public part of the agenda, shall be displayed at the Authority's principal place of business at least three clear days before the meeting. (Required by the Public Bodies (Admission to Meetings) Act 1960 SI(4)(a)).
- 3.10** **Setting the Agenda** - The Authority may determine that certain matters shall appear on every agenda for a meeting of the Authority and shall be addressed prior to any other business being conducted.
- 3.11** A member desiring a matter to be included on an agenda shall make their request in writing to the Chair at least 10 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 10 days before a meeting may be included on the agenda at the discretion of the Chair.
- 3.12** **Petitions** – Where a petition has been received by the Authority the Chair shall include the petition as an item for the agenda of the next meeting.
- 3.13** **Chair of Meeting** – At any meeting of the Authority, the Chair if present, shall preside. If the Chair is absent from the meeting the SID, if there is one and they are present, shall preside. If the Chair and SID are absent such member (who is not also an officer of the Authority) as the members present shall choose shall preside.
- 3.14** If the Chair is absent temporarily on the grounds of a declared conflict of interest the SID, if present, shall preside. If the Chair and SID are absent, or are disqualified from participating, such non-executive member as the members present shall choose shall preside.
- 3.15** **Notices of Motion** – A member of the Authority desiring to move or amend a motion shall send a written notice thereof at least 10 clear days before the meeting to the Chair, who shall insert in the agenda for the meeting all notices so received subject to the notice being permissible under the appropriate regulations. This paragraph shall not prevent any motion being moved during the meeting, without notice on any business mentioned on the agenda.
- 3.16** **Withdrawal of Motion or Amendments** – a motion or amendment once moved and seconded may be withdrawn by the proposer with the concurrence of the seconder and the consent of the Chair.

- 3.17 Motion to Rescind a Resolution** – Notice of motion to amend or rescind any resolution (or the general substance of any resolution) which has been passed within the preceding 6 calendar months shall bear the signature of the member who gives it and also the signature of four other Board members. When any such motion has been disposed of by the Authority, it shall not be competent for any member other than the Chair to propose a motion to the same effect within 6 months, however the Chair may do so if they consider it appropriate.
- 3.18 Motions** – The mover of a motion shall have a right of reply at the close of any discussion on the motion or any amendment thereto.
- 3.19** When a motion is under discussion or immediately prior to discussion it shall be open to a member to move:
- a) an amendment to the motion.
 - b) the adjournment of the discussion or the meeting.
 - c) that the meeting proceeds to the next business (*).
 - d) the appointment of an ad hoc committee to deal with a specific item of business be now put to a vote.
 - e) that the motion be now put (*).
 - f) a motion under Section 1(2) of the Public Bodies (Admission to Meeting) Act 1960 resolving to exclude the public (including the press).
- 3.20** To ensure objectivity, in the case of sub-paragraphs denoted by (*) above, motions may only be put by a member who has not previously taken part in the debate. No amendment to the motion shall be admitted if, in the opinion of the Chair of the meeting, the amendment negates the substance of the motion.
- 3.21 Chair's Ruling** – Statements of members made at meetings of the Authority shall be relevant to the matter under discussion at the material time and the decision of the Chair of the meeting on questions of order, relevancy, regularity, and any other matters shall be final.
- 3.22 Voting** – Every motion at a meeting shall be determined by a majority of the votes of the Chair of the meeting and members present and voting on the question. In the case of the number of votes for and against a motion being equal, the Chair of the meeting shall have a second or casting vote.
- 3.23** All motions put to the vote shall, at the discretion of the Chair of the meeting, be determined by oral expression or by a show of hands. A paper ballot may also be used if a majority of the members present so request.

- 3.24** If at least one-third of the members present so request, the voting (other than by paper ballot) on any question may be recorded to show how each member present voted or abstained.
- 3.25** If a member so requests, their vote shall be recorded by name upon any vote (other than by paper ballot).
- 3.26** In no circumstances may an absent member vote by proxy. Absence is defined as being absent at the time of the vote.
- 3.27** An officer who has been appointed formally by the Board to cover for an officer member during a period of incapacity or temporarily to fill an officer member vacancy, shall be entitled to exercise the voting rights of the officer member. An officer attending the Board to represent an officer member during a period of incapacity or temporary absence without being formally appointed as cover by the Board may not exercise the voting rights of the officer member. An officer's status when attending a meeting shall be recorded in the minutes.
- 3.28** **Minutes** – The minutes of the proceedings of a meeting shall be drawn up and submitted for agreement at the next ensuing meeting. Final approved records of minutes will be held by the Authority.
- 3.29** No discussion shall take place upon the minute except upon their accuracy or where the Chair considers discussion appropriate. Any amendment to the minutes shall be agreed and recorded at the next meeting.
- 3.30** Minutes shall be circulated in accordance with members' wishes. Where providing a record of a public meeting the minutes shall be made available to the public (required by Code of Practice on Openness in the NHS).
- 3.31** **Joint Members** – Where the office of a member of the Authority is shared jointly by more than one person:
- a) either or both of those persons may attend or take part in meetings of the Authority.
 - 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 3.39 (Quorum).
- 3.32** **Suspension of Standing Orders** – Except where this would contravene any statutory provision, or any direction made by the Secretary of State, any one or more of the Standing Orders may be suspended at any meeting, provided that at least two-thirds of the Board are present, including one executive and one non-officer member, and that a majority of those present vote in favour of suspension.
- 3.33** A decision to suspend Standing Orders shall be recorded in the minutes of the meeting.

- 3.34** A separate record of matters discussed during the suspension of Standing Orders shall be made and shall be available to the Chair and members of the Authority.
- 3.35** No formal business may be transacted while Standing Orders are suspended.
- 3.36** The Audit, Risk & Governance Committee shall review every decision to suspend the Standing Orders.
- 3.37** **Variation and Amendment of Standing Orders** - These Standing Orders shall be amended only if:
- a. a notice of motion under Standing Order 3.15 has been given; and
 - b. no fewer than half the total of the Authority's Non-Officer Members vote in favour of amendment; and
 - c. at least two-thirds of the Board members are present; and
 - d. the variation proposed does not contravene a statutory provision or direction made by the Secretary of State.
- 3.38** **Record of Attendance** – The names of the Chair and members present at the meeting shall be recorded in the minutes.
- 3.39** **Quorum** – No business shall be transacted at a meeting unless at least one-third of the whole number of the Chair and members appointed are present. The quorum is therefore currently 5 (five). No business shall be transacted at a meeting unless at least 1 (one) Officer Member is present (provided that for decisions related to the removal of the Chief Executive under clause 2.10 of the Standing Orders a meeting shall be quorate with no Officer Members present). The number of Non-Officer members must always exceed the number of Officer Members present for a meeting to be quorate.
- 3.40** An officer in attendance for an officer member but without formal acting up status may not count towards the quorum.
- 3.41** 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 the declaration of a conflict of interest (see Standing Order 6 or 7) they shall no longer count towards the quorum. If a quorum is then not available for the discussion and/or the passing of a resolution on any matter, that matter may not be discussed further or voted upon at that meeting. Such a position shall be recorded in the minutes of the meeting. The meeting must then proceed to the next business.
- 3.42** The above formal processes represent traditional ways of working established by NHSBT's statutory instrument. In times of difficulty or dispute the organisation can rely on these provisions to reach resolution. As a unitary Board NHSBT may, however, by consent of all members adopt a more flexible approach and different way of the Board working in practice.

4 ARRANGEMENTS FOR THE EXERCISE OF AUTHORITY FUNCTIONS BY DELEGATION

- 4.1** Subject to such directions as may be given by the Secretary of State, the Authority may decide for the exercise, on behalf of the Authority, of any of its functions by a committee, sub-committee, or joint committee, appointed by virtue of Standing Order 5.1 or 5.2 below or by an officer of the Authority, in each case subject to such restrictions and conditions as the Authority thinks fit.
- 4.2 Discretionary Powers** – The powers which the Board has retained to itself within these Standing Orders (Standing Order 2.12) may be exercised by the Chair, at their discretion, after having consulted at least two non-officer Members. The exercise of such powers by the Chair shall be reported to the next formal meeting of the Authority in public session for ratification.
- 4.3 Delegation to Committees** – The Authority shall agree from time to time to the delegation of executive powers to be exercised by committees, or sub-committees, or joint-committees, which it has formally constituted. The constitution and terms of reference of these committees, or sub-committees, or joint committees, and their specific executive powers shall be approved by the Authority.
- 4.4** When the Board is not meeting as the Authority in public session it shall operate as a committee and may only exercise such powers as may have been delegated to it by the Authority in public session.
- 4.5 Delegation to Officers** – Those functions of the Authority which have not been retained as reserved by the Authority or delegated to an executive committee or sub-committee or joint-committee shall be exercised on behalf of the Authority by the Chief Executive. The Chief Executive shall determine which functions they will perform personally and shall nominate officers to undertake the remaining functions for which they will still retain an accountability to the Authority.
- 4.6** The Chief Executive shall prepare a Scheme of Delegation identifying their proposals which shall be considered and approved by the Authority, subject to any amendment agreed during the discussion. The Chief Executive may periodically propose amendment to the Scheme of Delegation which shall be considered and approved by the Authority as indicated above.
- 4.7** Nothing in the Scheme of Delegation shall impair the discharge of the direct accountability to the Authority of the Finance Director or the Medical Director to provide information and advise the Board in accordance with statutory requirements. Outside these statutory requirements the roles of the Finance Director and the Medical Director shall be accountable to the Chief Executive for operational matters.
- 4.8** The arrangements made by the Authority as set out in the ‘Scheme of Delegation’ shall have effect as if incorporated in these Standing Orders.

5 COMMITTEES

- 5.1 Appointment of Committees and Joint Committees** – Subject to such directions as may be given by the Secretary of State, the Authority may and, if directed by them, shall appoint committees of the Authority, or together with one or more other Authorities appoint joint committees consisting, in either case, wholly or partly of the Chair and members of the Authority or Authorities or wholly of persons who are not members of the Authority or Authorities in question.
- 5.2** A committee or joint committee appointed under this Standing Order may, subject to such directions as may be given by the Secretary of State or the Authority or Authorities, appoint sub-committees consisting wholly or partly of members of the committee or joint committee (whether or not they are members of the Authority or Authorities in question) or wholly of persons who are not members of the Authority or Authorities in question) or the committee of the Authority or Authorities in question.
- 5.3** On a committee or joint committee appointed under SO 5.1, or a sub-committee appointed under SO 5.2, except a service committee, a committee whose sole function is to advise the Authority, an Audit, Risk and Governance Committee, the majority of the members shall be persons who do not provide, or assist in providing, Part II Services (see definitions above).
- 5.4** The Standing Orders of the Authority, as far as they are applicable, shall apply with appropriate alteration to meetings of any committees established by the Authority.
- 5.5** Each such committee shall have such terms of reference and powers and be subject to such conditions (as to reporting back to the Authority), as the Authority shall decide. Such terms of reference shall have effect as if incorporated into the Standing Orders.
- 5.6** Where committees are authorised to establish sub-committees, they may not delegate executive powers to the sub-committee unless expressly authorised by the Authority.
- 5.7** The Authority shall approve the appointments to each of the committees which it has formally constituted. Where the Authority 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 Authority as defined by the Secretary of State. The Authority shall define the powers of such appointees and shall agree the terms of their remuneration and/or reimbursement for loss of earnings and/or expenses.
- 5.8** Where the Authority is required to appoint persons to a committee and/or to undertake statutory functions as required by the Secretary of State, and where such appointments are to operate independently of the Authority such appointment shall be made in accordance with the regulations laid down by the Secretary of State.

5.9 The committees, sub-committees, and joint committees established by the Authority are listed below. Annual reports for each of the committees, and their Terms of reference are reviewed by the Board on an annual basis.

- Audit, Risk and Governance Committee
- Clinical Governance Committee
- People Committee
- ~~NHSBT Charity Trust Fund~~ Committee

6. DISABILITY OF THE CHAIR AND MEMBERS IN PROCEEDINGS ON ACCOUNT OF PECUNIARY INTEREST

- 6.1** Subject to the following provisions of this Standing Order, if the Chair or a member has any pecuniary interest, direct or indirect, in any contract, proposed contract or other matter and is present at a meeting of the Authority 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.
- 6.2** The Secretary of State may, subject to such conditions as they may think fit to impose, remove any disability imposed by this Standing Order in any case in which it appears to them in the interests of the National Health Service that the disability shall be removed.
- 6.3** The Authority may exclude the Chair or a member of the Authority from a meeting of the Authority while any contract, proposed contract or other matter in which they have a pecuniary interest, is under consideration.
- 6.4** Any remuneration, compensation or allowances payable to the Chair or a member shall not be treated as a pecuniary interest for the purpose of this Standing Order.
- 6.5** For the purpose of this Standing Order the Chair or a member shall be treated, subject to SO 7.3 and SO 7.9, as having indirectly a pecuniary interest in a contract, proposed contract or other matter, if:

- a) they, or a nominee of theirs, is a director of a company or other body, not being a public body, with which the contract was made or is proposed to be made or which has a direct pecuniary interest in the other matter under consideration;

or

- b) they are a partner of, or is in the employment of a person with whom the contract was made or is proposed to be made or who has a direct pecuniary interest in the other matter under consideration;

and in the case of married persons or partners living together the interest of one partner shall, if known to the other, be deemed for the purposes of this Standing Order to be also an interest of the other.

- 6.6** The Chair or member shall not be treated as having a pecuniary interest in any contract, proposed contract or other matter by reason only:
- a) of their membership of a company or other body, if they have no beneficial interest in any securities of that company or other body;
 - b) of an interest of their person providing Part II Services which cannot reasonably be regarded as an interest more substantial than that of others providing such of those services as they provide; or
 - c) of an interest in any company, body or person with which they are connected as mentioned in SO 7.5 above which is so remote or

insignificant that it cannot reasonably be regarded as likely to influence a member in the consideration or discussion of or in voting on, any question with respect to that contract or matter.

- 6.7** The Standing Order applies to a committee, or sub-committee and to a joint committee or sub-committee as it applies to the Authority and applies to a member of any such committee or sub-committee (whether or not they are also a member of the Authority) as it applies to a member of the Authority.

7 STANDARDS OF BUSINESS CONDUCT POLICY

- 7.1 All Authority staff and members must comply with relevant national guidance including the Cabinet Office Code of Conduct for Board Members of Public Boards and policies published by the Authority. The following provisions should be read in conjunction with any such guidance or policy.
- 7.2 Board Members are expected to uphold 7 Principles of Public Life:
- 7.2.1 **Selflessness** Holders of public office should act solely in terms of the public interest.
- 7.2.2 **Integrity** Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.
- 7.2.3 **Objectivity** Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.
- 7.2.4 **Accountability** Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.
- 7.2.5 **Openness** Holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.
- 7.2.6 **Honesty** Holders of public office should be truthful.
- 7.2.7 **Leadership** Holders of public office should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.
- 7.3 **Interest of Officers in Contracts** – If it comes to the knowledge of an officer of the Authority that a contract in which they have any pecuniary interest not being a contract to which they are themselves a party, has been, or is proposed to be, entered into by the Authority they shall, at once, give notice in writing to the Chief Executive of the fact that they are interested therein. In the case of persons living together as partners, the interest of one partner shall, if known to the other, be deemed to be also the interest of that partner.
- 7.4 An officer should also declare to the Chief Executive any other employment or business or other relationship of theirs, or of a cohabiting spouse, that conflicts, or might reasonably be predicted could conflict with the interests of the Authority.
- 7.5 The Authority will require that interests, employment, or relationships so declared are entered in a register of interests of staff.
- 7.6 **Canvassing of, and recommendations by, Members in relation to appointments** – Canvassing of members of the Authority or of any Committee of the Authority directly or indirectly for any appointment under the Authority shall disqualify the candidate for such appointment. The contents of this

paragraph of the Standing Order shall be included in application forms or otherwise brought to the attention of candidates.

- 7.7** A member of the Authority shall not solicit for any person any appointment under the Authority or recommend any person for such appointment: but this paragraph of this Standing Order shall not preclude a member from giving written testimonial of a candidate's ability, experience, or character for submission to the Authority.
- 7.8** Informal discussions outside appointments panels or committees, whether solicited or unsolicited, should be declared to the panel or committee.
- 7.9** **Relatives of Members or Officers** – Candidates for any staff appointment under the Authority shall, when making application, disclose in writing to the Authority whether they are related to any member or the holder of any office under the Authority. Failure to disclose such a relationship shall disqualify a candidate and, if appointed, render him liable to instant dismissal.
- 7.10** The Chair and every member and officer of the Authority shall disclose to the Authority any relationship between themselves and a candidate of whose candidature that member or officer is aware. It shall be the duty of the Chief Executive to report to the Authority any such disclosure made.
- 7.11** On appointment, members (and prior to acceptance of an appointment in the case of Officer Members) should disclose to the Authority whether they are related to any other member or holder of any office under the Authority.
- 7.12** Where the relationship to a member of the Authority is disclosed, the Standing Order headed 'Disability of Chair and members in proceedings on account of pecuniary interest' (SO 7) shall apply.

8 DECLARATIONS OF INTERESTS AND REGISTER OF INTERESTS

8.1 Declaration of Interests – The NHS Code of Accountability requires Board members to declare interests which are relevant and material to the NHS Board of which they are a member. All existing Board members should declare such interests. Any Board members appointed subsequently should do so on appointment.

8.2 For the purposes of this policy 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.”¹

8.3 Conflicts of interests are defined in the Companies Act 2006 and fall into the following categories

8.3.1 Financial Interests: Where an individual may get direct financial benefit from the consequences of a decision, they are involved in making

8.3.2 Indirect interests: Where an individual has a close association with another individual who has a financial interest, a non-financial professional interest or a non-financial personal interest who would stand to benefit from a decision they are involved in making

8.3.3 Non-Financial professional interests: Where an individual may obtain a non-financial professional benefit from the consequences of a decision, they are involved in making, such as increasing their professional reputation or promoting their professional career

8.3.4 Non-Financial personal interests: Where an individual may benefit personally in ways which are not directly linked to their professional career and do not give rise to a direct financial benefit, because of decisions they are involved in making in their professional career.

8.4 Interests which should be regarded as ‘relevant and material’ are:

- a. Directorships, including non-executive directorships held in private companies or PLCs (with the exception of those of dormant companies).
- b. Ownership or part ownership of private companies, businesses or consultancies that may seek to do business with the NHS.
- c. Any material connection with a voluntary or other organisation contracting for NHS services which is relevant to the Authority.
- d. Majority or controlling shareholdings in organisations likely or possibly seeking to do business with the NHS.
- e. A position of authority in a charity or voluntary organisation in the field of health and social care or any other NHS Body.

8.5 Not all conflicts are financial - Board and Committee members should consider if there are other factors which may cloud their judgement or may prevent them from making decisions solely in the interests of NHSBT, for example if they are impacted by a complaint or ongoing investigation. Where a Board or Committee member is unsure if there is a conflict, they should seek advice from the Chair or SID.

¹ NHS England Managing Conflicts of Interest in the NHS 2017

- 8.6 If Board members have any doubt about the relevance of an interest, this should be discussed with the Chair.
- 8.7 At the time Board members' interests are declared, they should be recorded in the Board minutes. Any changes in interests should be declared at the next Board meeting following the change occurring.
- 8.8 During the course of a Board meeting, if a conflict of interest is established, the Board member concerned should withdraw from the meeting and play no part in the relevant discussion or decision.
- 8.9 Relevant and material interests of Board Members' partners and indirect interests known or would be reasonably expected to be known to the Board Member should also be disclosed.
- 8.10 **Register of Interests** – The Chief Executive will ensure that a Register of Interests is established to record formally declarations of interests of members. In particular, the Register will include details of all directorships and other relevant and material interests which have been declared by both executive and non-executive Board members, as defined in SO 8.2.
- 8.11 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.
- 8.12 The Register will be available to the public via public website and publication of annual accounts. The Chief Executive will take reasonable steps to bring the existence of the Register to the attention of the local population and to publicise arrangements for viewing it.
- 8.13 Where Officers are invited to attend the Board meeting, they should formally declare any interests they hold as outlined in SO ~~86~~.2 to the meeting.
- 8.14 **Declaration of Staff Interests** – Corporate Governance guidelines require staff to declare interests which are relevant and material to the NHS body for which they are employed. For the purpose of this requirement the relevant staff have been deemed by the Authority to include:
- a) Executive and Non-Executive Directors (or equivalent roles)
 - ~~a)b) Those at all employees on Agenda for Change -salary-Band 8A and above, whether full or part-time and equivalent medical staff as defined in the Conflicts of Interest Policy.~~
 - ~~b) budget managers (if not captured by a)~~
- 8.15 Interests which should be regarded as 'relevant and material' are outlined in section SO ~~86.42~~.
- 8.16 Employees should disclose relevant and material interests held by themselves or their partners where known to the employee.
- 8.17 If staff have any doubt about the relevance of an interest, this should be discussed with the Company Secretary.

- 8.18 Any staff involved in tender evaluation will be asked to declare their interests formally at the start of the tender process.
- 8.19 Any transactions between the Authority and any organisation declared by a senior staff member will be disclosed within the Statutory Annual Accounts of the Authority.
- 8.20 **Register of Staff Interests** – The Chief Executive will ensure that a Register of Staff Interests has been established to record formally declarations of senior staff and/or their partners.
- 8.21 An exercise to update the register will be conducted annually before preparation of the Statutory Annual Accounts. All new employees who meet at least one of the criteria in SO ~~86.142~~ will be asked to declare any relevant interests on commencing employment.
- 8.22 Where senior staff members are invited to attend a Board meeting, they should formally declare any interests they hold as outlined in SO ~~86.2~~ to the meeting.

9 CUSTODY OF SEAL AND SEALING OF DOCUMENTS

- 9.1 Custody of Seal** – The Common Seal of the Authority shall be kept by the Finance Director in a safe place.
- 9.2 Sealing of Documents** – The Seal of the Authority shall not be fixed to any documents unless authorised by the DH&SC, via resolution of the Authority, or of a committee thereof, or where the Authority has delegated its powers.
- 9.3** Under the Scheme of Delegation (section 7.1.2) the Finance Director (or nominated officer) is authorised to seal documents on behalf of the Authority.
- 9.4 Register of Sealing** – an entry of every sealing shall be made and numbered consecutively in a book provided for that purpose and shall be signed by the persons who shall have approved and authorised the document and those who attested the seal. A report of all sealings shall be made available electronically to the Authority (for example, via an online reading room for documents) (The report shall contain details of the seal number, the description of the document and date of sealing).

10 SIGNATURE OF DOCUMENTS

- 10.1** Where the signature of any document will be a necessary step in legal proceedings involving the Authority, it shall be signed by the Chief Executive, unless any enactment otherwise requires or authorises, or the Authority shall have given the necessary authority to some other person for the purpose of such proceedings.
- 10.2** The Chief Executive or nominated officers shall be authorised, by resolution of the Authority, to sign on behalf of the Authority any agreement or other document not requested to be executed as a deed, the subject matter of which has been approved by the Authority or any committee, sub-committee or standing committee thereof of where the Authority has delegated their powers on its behalf.

11 MISCELLANEOUS

- 11.1 Standing Orders to be given to Members and Officers** – It is the duty of the Chief Executive to ensure that existing members and officers and all new appointees are notified of and understand their responsibilities within Standing Orders and Standing Financial Instructions. Updated copies shall be issued to staff designated by the Chief Executive. New designated officers shall be informed in writing and shall receive copies where appropriate in Standing Orders.
- 11.2 Documents having the standing of Standing Orders** – Standing Financial Instructions and the Scheme of Delegation shall have the effect as if incorporated into Standing Orders.
- 11.3 Review of Standing Orders** – Standing Orders shall be reviewed annually by the Authority. The requirement for review extends to all documents having the effect as if incorporated in Standing Orders.