



STANDING ORDERS OF THE LONDON AMBULANCE SERVICE NHS TRUST

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DEFINITIONS AND INTERPRETATION

Board	Shall mean the Chairman and non-executive Directors appointed by the Secretary of State for Health and the executive Directors appointed by the relevant committee of the Trust.
Board Director	Shall mean one of those comprising the Board and appointed in accordance with the Membership and Procedure Regulations and includes the Chairman.
Chairman	Means the person appointed by the Secretary of State for Health to lead the Board and to ensure it successfully discharges its overall responsibility for the Trust as a whole. The expression "Chairman of the Trust" shall be deemed to include the Vice-Chairman of the Trust if the Chairman is absent from the meeting or is otherwise unavailable.
Chief Executive	Shall mean the chief officer of the Trust
Committee	Shall mean a committee appointed by the Trust.
Committee Members	Shall be persons formally appointed by the Trust to sit on or to chair specific committees.
Director	Shall mean a Director whether they are a Board Director or a non Board Director.
Director of Finance and Business Planning	Shall include in its meaning the Chief Financial Officer of the Trust.
Executive Director	Shall mean Board Director
Membership and Procedure Regulations	Shall mean the National Health Service Trust (Membership and Procedure) Regulations 1990(SI(1990)2024).
Observer	Shall mean a nominated person that the Trust Board has agreed and accepted by way of a resolution who may sit with the Trust Board and participate in Trust Board discussions at its public meetings as set out in these Standing Orders.
Officer	Shall mean an employee of the Trust.
Secretary	Means a person appointed by the Trust to act independently of the Board and monitor the Trust's

compliance with the law, SOs and observance of NHS Executive guidance.

SFIs

Means the Standing Financial Instructions of the Trust.

SOs

Means the Standing Orders of the Trust.

Trust

Means the London Ambulance Service National Health Service Trust as established by The London Ambulance Service National Health Service Trust (Establishment) Order 1996 (as amended).

Trust Board

Means the Board

Trust Secretary

Means Secretary.

Vice-Chairman

Means the non-executive director appointed by the Trust to take on the Chairman's duties if the Chairman is absent for any reason.

PART I: MEETINGS

1. ORDINARY MEETINGS

- 1.1. The regular ordinary meetings of the Board shall be held as the Board may determine and at such places as the Board may from time to time appoint.
- 1.2. In addition to a public meeting, held annually at a venue to be decided by the Board, to present the Financial Accounts and Annual Report of the Trust, all other formal meetings of the Board will be held in public. The formal notice of the annual public meeting will be issued 14 days in advance of that meeting.

2. ADMISSION OF THE PUBLIC TO TRUST MEETINGS

- 2.1. As required by the Public Bodies (Admission to Meetings) Act 1960, at the annual public meeting of the Trust, and any other meeting to which the press and public are invited, the Trust may resolve to exclude the press and public from part of a meeting “whenever publicity would be prejudicial to the public interest by reason of the confidential nature of the business to be transacted, or for other special reasons stated in the resolution and arising from the nature of that business or of proceedings”.
- 2.2. The Trust will provide an opportunity for questions from the public to be put to the Board at its regular meetings. Questions may receive an oral response at the meeting or a written response afterwards at the Chairman’s discretion. The Trust Board reserves the right not to answer questions which would be in breach of the NHS Code of Openness, such as areas concerning personal information about patients, information about legal matters and proceedings, and information given in confidence etc. The agendas for Board meetings shall have an item placed both at the beginning and the end of the public part of the agenda which invites questions from the public.
- 2.3. The Trust will normally exclude the press and public where discussing, for example:
 - 2.3.1. matters relating to individual patients or members of staff;
 - 2.3.2. information relating to consultations or negotiations with regard to labour relations matters;
 - 2.3.3. detailed matters relating to proposals for the placing of contracts; and
 - 2.3.4. instructions with regard to legal action by the Trust.
- 2.4. The Trust may appoint an Observer to sit at, and participate in, its public meetings for the public part of its agenda. Where such an Observer is appointed

~~the Board shall have received a nomination from such body as it deems fit to make a nomination and the Board shall have passed a resolution confirming the acceptability of that nomination. These Standing Orders and the extent to which they apply to the Observer and the procedures relating to, inter alia, the nomination process for an Observer are set out in Appendix XII.~~

The Trust will decide what arrangements and terms and conditions it feels are appropriate to offer in extending an invitation to observers to attend and address any of the Trust Board's meetings and may change, alter or vary these terms and conditions as it deems fit.

- 2.5. Nothing in these Standing Orders shall require the Trust (Board) 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 Board.

3. EXTRA-ORDINARY MEETINGS

- 3.1. The Chairman may call a meeting of the Board at any time and if he/she refuses to call a meeting after a requisition for that purpose, signed by at least four of the whole number of Board Directors, has been presented to him/her, or if, without so refusing, the Chairman does not call a meeting within seven days after such requisition has been presented to him/her, such four or more Board Directors may forthwith call a meeting.

4. VICE-CHAIRMAN

- 4.1. The Directors of the Board may select one of the non-executive Directors other than the Chairman to be Vice-Chairman for a period of one year or where the period of his/her membership of the Board during which he/she is elected has less than a year to run, for the remainder of such period:
- 4.2. Provided that any non-executive Director so elected may at any time resign from the office of Vice-Chairman by giving notice in writing to the Chairman, and the Board Directors shall thereupon elect another Vice-Chairman in accordance with the provisions of this Standing Order.
- 4.3. Where the Chairman of the Trust has died or has ceased to hold office, or where he has been unable to perform his duties as Chairman owing to illness or any other cause, the Vice-Chairman shall act as Chairman until a new Chairman is appointed or the existing Chairman resumes his duties, as the case may be; and references to the Chairman in these Standing Orders shall, so long as there is no Chairman able to perform his duties, be taken to include references to the Vice-Chairman.

5. CHAIRMAN OF MEETING

- 5.1. At any meeting of the Board the Chairman, if present, shall preside.
- 5.2. If the Chairman is absent from the meeting, the Vice-Chairman, if present, shall preside.
- 5.3. If the Chairman and Vice-Chairman are absent, such non-executive Director as those present shall choose, shall preside.

6. NOTICE OF MEETINGS

- 6.1. Before each meeting of the Board, a notice of the meeting, specifying the business proposed to be transacted thereat, shall be delivered to all Board Directors, or sent by post to the usual place of residence of all such Directors, so as to be available to them at least three clear days before the meeting.
- 6.2. Provided that a meeting of the Board shall remain valid if any Board Director does not receive such notice.
- 6.3. Provided also that, in the case of a meeting called by four or more Board Directors in default of the Chairman, the notice shall be signed by those Directors and no business shall be transacted at the meeting other than that specified in the notice.
- 6.4. 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 displayed at the Trust's office at least three clear days before the meeting. (Required by the Public Bodies (Admission to Meetings) Act 1960 S.I. (4)(a).)

6.5. VOTING

Every question at a meeting, which the Board agrees should be put to the vote, shall be determined by a majority of the votes of Board Directors present and voting on the question and, in the case of equality of votes, the person presiding shall have a second and casting vote.

7. RECORD OF ATTENDANCE

- 7.1. The names of Board Directors present at the meeting shall be recorded.

8. QUORUM

- 8.1. No business shall be transacted at a meeting unless at least four of the whole number of Board Directors are present, two of whom shall be executive and two non-executive Directors.
- 8.2. An officer in attendance on behalf of an executive Board Director but without formal acting up status agreed by the Board's Remuneration Committee may not count towards the quorum.
- 8.3. If the Chairman or member has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of the declaration of a conflict of interest he shall no longer count towards the quorum. If a quorum is then not available for the discussion 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.
- 8.4. The above requirement for at least two Executive Directors to form part of the quorum shall not apply where the Executive Directors are excluded from a meeting (for example when the Board considers the recommendations of the Remuneration and Terms of Service Committee).

9. MINUTES

- 9.1. The minutes of the proceedings of a meeting shall be drawn up and entered in a book kept for that purpose and shall be signed at the next ensuing meeting by the person presiding thereat.
- 9.2. No discussion shall take place upon the minutes except upon their accuracy or where the Chairman considers discussion appropriate.
- 9.3. Draft minutes will be circulated with the agenda and papers for the next meeting of the Board.
- 9.4. Where providing a record of a public meeting the minutes shall be made available to the public as required by the Code of Practice on Openness in the NHS.
- 9.5. An action sheet indicating action to be taken, by whom and by what date, shall be sent to Board Directors, following each Board meeting within three working days within two weeks and should be included in the Board's agenda.

10. CHAIRMAN'S RULING

- 10.1. The decision of the Chairman of the meeting on questions of order, relevancy and regularity (including procedure on handling motions) and his/her interpretation of the Standing Orders shall be final.

11. MANNER OF VOTING

- 11.1. All questions put to the vote shall, at the discretion of the Chairman, be determined by oral expression or by show of hands provided that, upon any question the Chairman may direct, or it may be proposed, seconded and carried that a vote be taken by paper ballot.
- 11.2. If at least three Board Directors so request, the voting on any questions may be recorded so as to show how each Board Director present and voting gave his/her vote.
- 11.3. If a Board Director so requests, his/her vote shall be recorded by name.
- 11.4. In no circumstances may an absent Board Director vote by proxy. Absence is defined as being absent at the time of the vote.
- 11.5. An officer who has been appointed formally by the Board to act up for an Executive Director during a period of incapacity, absence or temporarily to fill an Executive Director vacancy, shall be entitled to exercise the voting rights of that Executive Director. An officer attending the Board to represent an Executive Director during a period of incapacity or temporary absence without formal acting up status may not exercise the voting rights of that Executive Director. An officer's status when attending a meeting shall be recorded in the minutes.

12. AMENDMENTS

- 12.1. Whenever an amendment is made to an original motion no second amendment shall be made until the first amendment is disposed of. Any subsequent amendment shall not be inconsistent with any amendments to the original motion that have been carried.

13. TENDERING AND CONTRACTING PROCEDURE

- 13.1. The tendering and contracting procedure to be employed by the Trust is set out in Appendix II.

14. DECLARATION OF INTEREST IN CONTRACTS AND OTHER MATTERS APPLICABLE TO DIRECTORS AND OFFICERS

- 14.1. Subject to the following provisions of this Standing Order, if a Board Director, or anyone with whom that Director has a familiar relationship, has any pecuniary or other 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, he/she 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 - see paragraph 14.6.
- 14.2. Board Directors and Officers present will be invited to declare any new or undeclared interests at the commencement of all meetings of the Trust Board.
- 14.3. Notwithstanding the provisions of 14.1 and 14.2 above, Board Directors are required to register, on being appointed, any significant pecuniary or other interest material and relevant to the business of the Trust. This information is to be updated as may be necessary and recorded in the Minutes of the Board. The declaration should include:
 - 14.3.1. Directorships, including non-executive Directorships held in private companies or Plcs.;
 - 14.3.2. Ownership or partnership of private companies, businesses or consultancies likely or possibly seeking to do business with the Trust;
 - 14.3.3. Majority or controlling shareholdings in organisations likely or possibly seeking to do business with the Trust;
 - 14.3.4. A position of authority in a charity or voluntary body in the field of healthcare or social services; and
 - 14.3.5. Any material connections with a voluntary or other body contracting for services with NHS organisations.
 - 14.3.6. Any other commercial interest in a decision before a meeting of the Trust Board.
- 14.4. The Secretary of State may, subject to Regulations, terminate the appointment of any non-executive Director who fails, as required, to declare a pecuniary or other interest. In the case of Board Director who fails to declare an interest or is found to have used his/her position or knowledge for private advantage, the Board may take disciplinary action leading to his/her dismissal.
- 14.5. The Secretary of State may, subject to conditions as he may think fit to impose, remove any disqualification in any case in which it appears to him

in the interest of the National Health Service that the disqualification should be removed.

- 14.6. The Board may exclude a Board Director from a meeting of the Board at which any contract, proposed contract or other matter in which he/she has a pecuniary interest, direct or indirect, is under consideration.
- 14.7. Any remuneration, compensation or allowance payable to a Chairman or other Board Director under the provisions of paragraph 9 of Schedule 2, chapter 19 to the NHS and Community Care Act 1990 as amended shall not be treated as a pecuniary interest for the purpose of this regulation.
- 14.8. A Board Director shall be treated, subject to Standing Order 14.5. and the next following paragraphs, as having indirectly a pecuniary interest in a contract, proposed contract or other matter, if -
 - 14.8.1. he/she or a nominee of his/her 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
 - 14.8.2. he/she is a partner, 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 persons living together the interest of one partner shall, if known to the other, be deemed to be also the interest of the other.
- 14.9. A Board Director shall not be treated as having a pecuniary interest in any contract proposed contract or other matter by reason only -
 - 14.9.1. of his/her Directorship of a company or other body if he/she has no beneficial interest in any securities of that company or other body; or
 - 14.9.2. of an interest of his/her or of any company, body or person with which he/she is connected as mentioned in Standing Order 14.8 which is so remote or insignificant that it cannot reasonably be regarded as likely to influence a Board Director in the consideration or discussion of or in voting on, any question with respect to that contract or matter.
- 14.10. Where a Board Director has an indirect pecuniary interest in a contract, proposed contract or other matter by reason only of a beneficial interest in securities of a company or other body, and the total nominal value of those securities does not exceed ~~£5,000~~ £10,000 or one-hundredth of the total nominal value of the issued share capital of the company or body, whichever is the less, and if the share capital is of more than one class, the total nominal value of shares of any one class in which he/she has a beneficial interest does not exceed one-hundredth of the total issues share capital of that class, this shall not prohibit him/her from taking part in the consideration or discussion of the contract or other matter or from voting

on any questions with respect to it, without prejudice however to his/her duty to disclose his/her interest.

- 14.11. The provisions of this Section 15 shall apply to all those present at a meeting of the Board irrespective of whether they are Board Directors or not.
- 14.12. This Standing Order (15) applies to a committee or sub-committee and to a joint committee as it applies to the Trust and applies to a member of any such committee or sub-committee (whether or not he is also a member of the Trust) as it applies to a member of the Trust.
- 14.13. Board members' directorships of companies likely or possibly seeking to do business with the NHS should be published in the Board's Annual Report. The information should be kept up to date for inclusion in succeeding annual reports.
- 14.14. If Board members have any doubt about the relevance of an interest, this should be discussed with the Chairman. 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.
- 14.15. Register of Interests - The Trust Secretary will ensure that a Register of Interests is established to record formal declarations of interests of Board 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 Standing Orders.
- 14.16. These details will be kept up to date by means of an annual review of the Register by the Audit Committee in which any changes to interests declared during the preceding twelve months will be incorporated.
- 14.17. The Register will be available to the public and 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.

PART II: COMMITTEES

15. APPOINTMENT OF COMMITTEES AND SUB-COMMITTEES

- 15.1. Subject to any directions by the Secretary of State, the Board may, and if directed as aforesaid shall, appoint committees of the Board, or together with one or more Health Authorities or other National Health Service Trusts appoint joint committees, consisting in either case wholly or partly of persons who are not Directors of the Board or other body, except that Board Directors may not be appointed to any committee set up to carry out the functions of Managers under the Mental Health Act 1983.
- 15.2. A committee or joint committee appointed under this regulation may, subject to such directions as may be given by the Secretary of State or the appointing authority or authorities, appoint sub-committees consisting wholly or partly of persons who are not members of the committee or joint committee, subject to the provisions set out in the Standing Order 15.1 above.
- 15.3. Where committees are authorised to establish sub-committees they may not delegate executive powers to the sub-committee unless expressly authorised by the Board.
- 15.4. 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 Executive or Non Executive Directors nor officers, shall be appointed to a committee the terms of such appointment shall be within the powers of the Board as defined by the Secretary of State. The Board shall define the powers of such appointees and shall agree allowances, including reimbursement for loss of earnings, and/or expenses in accordance where appropriate with national guidance.
- 15.5. Where the Board 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 Board such appointment shall be made in accordance with the regulations and directions made by the Secretary of State.
- 15.6. Such committees appointed in accordance with Sections. 15.1 and 15.2 shall continue until such time as the Board agrees to their disbandment.
- 15.7. The quorum requirements for each Committee so established by the Board will be set out in the Committee's Terms of Reference. Those Terms of Reference shall ensure that the quorum for a Committee must include at least one Non Executive Director of the Board.

16 ARRANGEMENTS FOR THE EXERCISE OF FUNCTIONS

- 16.1 Subject to any directions by the Secretary of State, the Board may make arrangements for the exercise, on behalf of the Board, of any of its functions by a committee, sub-committee or joint committee appointed by virtue of Standing Order 15, hereof, by any officer appointed by the Board, or by any other body as defined by Standing Order 17.2 below, in each case subject to such restrictions and conditions as the Board thinks fit or as the Secretary of State may direct and subject to the provision that the Standing Orders of the Board shall apply mutatis mutandis to committee and sub-committee meetings.
- 16.2 S16B of the NHS Act 1977 allows for regulations to provide for the functions of Trusts to be carried out for the Trust by third parties.
- 16.3 Overriding Standing Orders – If for any reason these Standing Orders are not complied with, full details of the non-compliance and any justification for non-compliance and the circumstances around the non-compliance, shall be reported to the next formal meeting of the Board for action or ratification. All members of the Board and staff have a duty to disclose any non-compliance with these Standing Orders to both the Chief Executive and the Trust Secretary as soon as possible.

17 AUDIT COMMITTEE

- 17.1 In accordance with guidance issued by the NHSD Executive under EL(94)40, the Board shall establish an Audit Committee to provide an independent and objective view of internal control - see paragraph two of Standing Financial Instructions.
- 17.2 The Committee shall comprise of three non-executive Directors, other than the Board Chairman (with a quorum of two). The Chief Executive and Director of Finance ~~and Business Planning~~ will attend this Committee as appropriate and it will be serviced by the Trust Secretary. It will report to the Trust Board. Membership of the Committee together with its Terms of Reference, delegated powers and reporting arrangements shall be formally established and approved by Resolution of the Board. Terms of Reference for the Committee are at Appendix III.

18 REMUNERATION AND TERMS OF SERVICE COMMITTEE

- 18.1 In accordance with the guidance issued by the NHS Executive under EL(94)40, the Board shall establish a Remuneration and Terms of Service Committee. The Committee shall comprise of non-executive Directors (with a quorum of three), be chaired by the Board Chairman, the Chief Executive and Director of Human Resources & Organisation Development will attend this Committee as appropriate and it will be serviced by the Trust Secretary. It will report to the Trust Board.

Membership of the Committee, together with its Terms of Reference (which should also specify which posts fall within the Committee's area of responsibility) shall be formally established by Resolution of the Board. Terms of Reference for the Committee are at Appendix IV.

19 CHARITABLE FUNDS COMMITTEE

- 19.1 The Board shall establish a Charitable Funds Committee to determine the policy for the management of the LAS' charitable funds and to implement that policy. The Committee Panel will be chaired by a Non-Executive Director, and will include the Director of Human Resources & Organisation Development (or his/her representative) and the Director of Finance's representative (or his/her representative) ~~the Financial Controller (on behalf of the Director of Finance and Business Planning)~~, and representatives of the staff. It will report to the Trust Board. The Trust Board shall formally agree membership of the Committee Panel together with its terms of reference as detailed in Appendix V.

20 SERVICE DEVELOPMENT COMMITTEE

- 20.1 The Board shall establish a Service Development Committee to provide a discussion forum for future service developments and opportunities. The Committee shall be a non-decision making Committee which will be Chaired by the Trust Chairman. Members shall comprise Non-Executive Directors and the Chief Executive. Other Board Directors, Non-Board Directors and Officers shall attend by the invitation of the Committee's Chairman. The proceedings of the Committee will be recorded in writing and presented to the next scheduled meeting of the Trust Board. The Terms of Reference of the Committee are as detailed in Appendix IX.

21 CLINICAL GOVERNANCE COMMITTEE

- 22.2 The Board shall establish a Clinical Governance Committee to monitor clinical standards and provide a means of ensuring matters relating to achieving high standards of patient care come under consideration and scrutiny. The Committee will be chaired by a non-Executive Director of the Board. The Committee will report to the Trust Board and its Terms of Reference shall be established by the Board. Terms of Reference for the Committee are at Appendix X.

~~22 RISK MANAGEMENT COMMITTEE~~

~~The Board shall establish a Risk Management Committee to monitor the effectiveness of risk management in the Trust, and to make sure that risks are managed appropriately in the Trust. The Committee will be chaired by a non-Executive Director of the Board. The Committee will report to the Trust Board and its Terms of Reference shall be established by the Board. Terms of Reference for the Committee are at Appendix XII.~~

The Risk Compliance and Assurance Group has been established to manage the Trust's risks. The Group will report to the Audit Committee.

23 APPEALS PANELS

- 23.1 The Chief Executive will nominate a panel to hear staff appeals in disciplinary matters. Such panels will exclude any Director who has been involved in the decision(s) at issue and will normally include an Independent Chairman, a Non-Executive Director and the Director of Human Resources & Organisation Development or her/his nominee who will act as an advisor to the Panel.

24 COMPOSITION OF COMMITTEES

- 24.1 With the exception of the Audit Committee, the Chairman of the Board shall be an ex-officio member of all Trust Committees and Sub Committees.

25 PROCEEDINGS IN COMMITTEES TO BE CONFIDENTIAL

- 25.1 A member of a Committee shall not disclose a matter dealt with by, or brought before, the Committee without the permission of the Committee's Chairman until the Committee shall have reported to the Board or shall otherwise have concluded action on that matter.
- 25.2 Provided that a Director of the Board or a member of a Committee shall not disclose any matter reported to the Board or otherwise dealt with by the Committee notwithstanding that the matter has been reported or action has been concluded, if the Chairman of the Board or Committee has resolved that it is confidential.

26 APPOINTMENT OF CHAIRMEN OF COMMITTEES

- 26.1 The Chairman of the Trust Board shall appoint the Chairman of Trust Committees at the first meeting of the Trust Board for the following year and, if desired, a Vice Chairman of the Committee. Appointments will continue from one year to the next unless the Chairman decides otherwise.
- 26.2 Appointment of members of Committees shall be made by the Chairman of the Trust Board in consultation with the Chairman of the Committee.

27 SPECIAL MEETINGS OF COMMITTEES

- 27.1 The Chief Executive shall summon any Committee at the request of its Chairman, or on the requisition in writing of any two Committee members.

28 QUORUM

- 28.1 Except where approved by the Board, business shall not be transacted at any meeting of any Committee of the Board unless at least half of the whole number of the Committee is present, provided that in no case shall the quorum of the Committee be less than two members.

PART III: CUSTODY OF SEAL AND SEALING OF DOCUMENTS

29 CUSTODY OF SEAL

- 29.1 The common seal of the Trust shall be kept by the Trust Secretary in a secure place in accordance with arrangements approved by the Trust.

30 SEALING OF DOCUMENTS

- 30.1 ~~Where the Board decides that a document shall be sealed the seal shall be affixed in the presence of the Chairman or the Trust Secretary and of the Chief Executive or the Finance and Business Planning Director and shall be attested by them, except in the case of documents related to land transactions, to contracts with design consultants, to forms of employer/nominated sub-contractor agreements and to trust fund investments, which are required to be executed under seal where the affixing of the seal may be undertaken in the presence of the Chief Executive or the Finance and Business Planning Director alone and attested by him or her.~~
- 30.2 The fixing of the seal of a NHS Trust shall be authenticated by the signature of the Chairman or some other such person authorised generally or specifically by the Trust for that purpose and one other director.
- 30.3 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 and an Executive Director.

31 REGISTER OF SEALINGS

- 31.1 The Trust Secretary shall keep a register in which shall be entered a record of the sealing of every document and every such entry shall be signed by those present when the document is sealed. The entries in the register shall be consecutively numbered and any additions reported at the next regular Board meeting.

PART IV: APPOINTMENT OF OFFICERS, ETC.

32 CANVASSING OF, AND RECOMMENDATIONS BY, DIRECTORS

- 32.1 Canvassing of Directors of the Board or any Committee of the Board directly or indirectly for any appointment within the Trust shall disqualify the candidate for such appointment. The purpose of this Standing Order shall be included in any form of application or otherwise brought to the attention of candidates.
- 32.2 A Director of the Trust shall not solicit for any person, any appointment within the Trust or recommend any person for such appointment: but this paragraph of this Standing Order shall not preclude a Director from giving a written testimonial of the candidate's ability, experience or character for submission to the Chief Executive.
- 32.3 Informal discussions outside appointments panels or committees, whether solicited or unsolicited, should be declared to the panel or committee.

33 RELATIVES OF BOARD DIRECTORS OR OTHER MEMBERS OF STAFF

- 33.1 Candidates for any appointment under the Trust shall when making application, disclose in writing to the Trust any relationship to or with any Board Director of the Trust or any other employee of the Trust. A candidate who purposely and deliberately conceals such information shall be disqualified for such appointment and, if appointed, shall be liable to dismissal with notice. Every Board Director of the Trust or the holder of any post reporting directly to a Director of the Trust, shall disclose to the Board any relationship known to him/her to exist between himself/herself and a candidate for an appointment of which he/she is aware. It shall be the duty of the Chief Executive to report to the Board any such disclosure made.
- 33.2 Where a relationship to a Board Director of the Trust is disclosed the Standing Order headed "Declaration of Interest in Contracts and Other Matters" (SO No.15) shall apply.
- 33.3 Two persons shall be deemed to be related if they are husband and wife or living together as husband and wife or as partners or if they are the son or daughter; nephew or niece; grandson or granddaughter; or brother or sister of either of them or in-laws as applicable.

34 INTERESTS OF MEMBERS OF STAFF

- 34.1 If it comes to the knowledge of any member of the staff of the Trust that a contract in which he/she has any pecuniary or other interest, whether direct or indirect, not being a contract to which he/she is himself/herself a party, has been, or is proposed to be, entered into by the Trust he/she shall at once give notice in writing to the Board of the fact that he/she is interested therein. In the case of persons living together, the interest of one partner shall, if known to the other, be deemed to be also the interest of that partner.

PART V: MISCELLANEOUS

35 SUSPENSION OF STANDING ORDERS

- 35.1 Except where this would contravene any statutory provision or any direction made by the Secretary of State or the rules relating to the Quorum any one or more of the Standing Orders may be suspended at any meeting, provided that at least two-thirds of the whole number of the 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. ~~any one or more of the Standing Orders may be suspended at any meeting, provided that at least eight Directors of the Board are present and agree.~~
- 35.2 A decision to suspend Standing Orders shall be recorded in the minutes of the meeting.
- 35.3 A separate record of matters discussed during the suspension of Standing Orders shall be made and shall be available to the Chairman and members of the Board.
- 35.4 No formal business may be transacted while Standing Orders are suspended.
- 35.5 The Audit Committee shall review every decision to suspend Standing Orders.

36 VARIATION AND AMENDMENT OF STANDING ORDERS

- 36.1 These Standing Orders shall not be varied except upon notice of motion under Paragraph 1 of Appendix I and unless there are at least eight Directors of the Board present and provided that any variation does not contravene a statutory provision or direction made by the Secretary of State.

37 STANDING ORDERS TO BE GIVEN TO DIRECTORS

- 37.1 The Trust Secretary shall ensure that a copy of the Standing Orders is given to each Director of the Board and to appropriate members of staff.

38 SIGNATURE OF DOCUMENTS

- 38.1 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, or the Board has given the necessary authority to some other

person for the purpose of such proceedings, be signed by the Chief Executive or the Trust Secretary.

- 38.2 The Executive Directors of the Board shall be authorised to sign on behalf of the Trust any agreement or other document not requested to be executed as a deed, the subject matter of which has been necessarily approved by the Board or any committee or sub-committee with delegated authority.

39 STANDING FINANCIAL INSTRUCTIONS

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

40 URGENT DECISIONS

- 40.1 Where an urgent decision is required on a matter which would normally be reserved to the Trust Board in advance of a meeting of the Trust Board, the matter will normally be raised by the Chief Executive, or a Board Director with the Chairman, or in his absence the Vice Chairman, with a recommended course of action. The Chairman, or in his absence the Vice Chairman, shall be authorised to act on behalf of the Board where time is of the essence.
- 40.2 Where the Chief Executive, or in his absence, one of the Board Directors other than the Board Director directly involved in the issue, authorises urgent action after consulting with the Chairman of the Board, or in his absence, the Vice-Chairman, in respect of a matter on behalf of the Trust which would normally have been considered by the Board itself, such action shall be reported to the next appropriate meeting of the Board.

41 CODES OF CONDUCT AND ACCOUNTABILITY

- 41.1 Codes of Conduct and Accountability issued by the ~~NHS Executive~~ the Department of Health shall apply to the Board and its Directors. Standards of Business Conduct for the Trust are as set out in Appendix VI.
- 41.2 Staff should comply with the national guidance contained in HSG 1993/5 “Standards of Business Conduct for NHS Staff”.

42 CODES OF PRACTICE

- 42.1 Codes of Practice approved by the Trust Board shall have effect as if they were part of these Standing Orders. The Trust Secretary will maintain a list and copies of such Codes of Practice. The Trust Board shall approve the manner in which Codes of Practice are maintained and varied as each Code of Practice is approved by the Board.

43 OVERSEAS BUSINESS TRAVEL OUTSIDE THE UNITED KINGDOM BY TRUST EMPLOYEES

- 43.1 From time to time it will be necessary and appropriate for Trust staff to travel outside the UK for business purposes. This may include the opportunity to observe and research new systems in operation, attendance at conferences with an international perspective, and income generating advice and consultancy projects.

- 43.2 In order to ensure probity and public confidence in their appropriateness, all such journeys outside of the European Union area will be reported to, ~~and approved by,~~ the Trust Board on an annual basis. The Audit Committee will receive regular reports on travel undertaken by Trust staff in advance of their taking place wherever possible.

- 43.3 There will be an internal process for approving overseas travel outside the UK which will consider the following criteria/requirements:

- 43.3.1 Clear Trust benefits are expected and specified
- 43.3.2 A personal presence is required
- 43.3.3 There is a major role to be played at any conference attended
- 43.3.4 Part funding by conference organisers should be considered
- 43.3.5 The appropriateness of Business Class travel
- 43.3.6 Written report to the Trust Board on outcomes achieved

- 43.4 ~~In the absence of prior Trust Board approval for arrangements that are at short notice and beyond the control of the Trust then the approval of the Chairman shall be sought. The Chairman shall consult with all Board Members on the proposed travel and report any approval given to the next Trust Board meeting.~~

- 43.5 ~~For travel within the European Union area, the approval of the appropriate Board Director shall be sought in advance and where the travel is for a Board Director then the approval of the Chief Executive shall be sought. The Chairman may approve any travel sought by the Chief Executive.~~

- 43.6 Irrespective of the reason for travel the Trust will pay all travel and subsistence costs unless the Trust Board has approved other arrangements in advance.

44 DOCUMENTS HAVING THE STANDING OF STANDING ORDERS

44.1 Standing Financial Instructions, Decisions Reserved for the Board and the Scheme of Delegation shall have effect as if incorporated into Standing Orders.

45 REVIEW OF STANDING ORDERS

45.1 Standing Orders shall be reviewed as required by the Board, and not less frequently than every two years.

46 PART VI: DECISIONS RESERVED FOR THE BOARD

46.1 The Board has reserved to itself decisions on the items shown in the Schedule of Decisions Reserved for the Board at Appendix VIII.

47 PART VII: SCHEME OF DELEGATION

The Board has agreed a Scheme of Delegation to show the approved officers who have been delegated responsibility for deciding particular matters and those who may act in their absence. The scheme is shown in Appendix XIII.

PART VIII: INTERPRETATION OF STANDING ORDERS

The Chairman of the Board shall be the final authority in the interpretation of Standing Orders on which he/she shall be advised by the Chief Executive or the Trust Secretary, or, in the case of Standing Financial Instructions, by the Director of Finance ~~and Business Planning~~.

APPENDIX 1

NOTICES OF MOTION AND OF QUESTIONS

1. NOTICES OF MOTION

1.1 Subject to the provisions of paragraph 3 of this Appendix, a Director of the Board desiring to move a motion shall send a notice thereof at least seven clear days before the meeting to the Chairman or Trust Secretary, who shall insert in the agenda for the meeting, all notices so received subject to the same being in order. Requests made between the third day and the seventh day before a meeting may be included on the agenda at the discretion of the Chairman. This paragraph shall not prevent any motion being moved without notice on any business mentioned on the agenda for the meetings (see paragraph 4 of this Appendix).

2. RIGHT OF REPLY

2.1 The mover of a motion shall have a right to reply at the close of any discussion on a motion or any amendment thereto.

3. MOTION TO RESCIND A RESOLUTION

3.1 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 Board Director who gives it and also the signature of two other Board Directors. When any such motion has been disposed of by the Trust it shall not be competent for any Board Director, other than the Chairman, to propose a motion to the same effect within six months.

4. MOTIONS WHICH MAY BE MOVED DURING DEBATE

4.1 When a motion is under debate no other motions shall be moved except the following:

4.2 to amend the motion

4.3 to adjourn the meeting

4.4 to adjourn the debate

4.5 to proceed to the next business

4.6 to appoint an ad hoc committee to deal with a specific item of business

4.7 that the question be now put

4.8 a motion under Section 1 (2) of the Public Bodies (Admission to Meetings) Act, 1960 to exclude the public.

No amendment to the motion shall be admitted if, in the opinion of the Chairman of the meeting, the amendment negates the substance of the motion.

5. NOTICES OF QUESTIONS

5.1 A Board Director may lay a notice of question before the Chairman of the Board, Chairman of a Committee or Sub-Committee or Trust Secretary. Provided reasonable notice is given, such questions will be answered by written or oral reply at the next appropriate meeting of the Board.

5.2 Questions to be put on behalf of the public must be received by the Trust Secretary 24 hours before the appropriate meeting of the Trust Board

1. DUTY TO COMPLY WITH STANDING ORDERS

- 1.1 The Trust shall ensure that competitive tenders are invited for
- the supply of goods, materials and manufactured articles;
 - The rendering of services including all forms of management consultancy services (other than specialised services sought from or provided by the DH);
 - for the design, construction and maintenance of buildings and engineering works (including construction and maintenance of grounds and gardens); for disposals.

Every contract, whether made by the Trust, or by a committee of the Trust or by a nominated officer to whom the power of making contracts shall have been delegated, shall comply with these Standing Orders and, unless the Board has resolved to do otherwise in advance and on a per project/procurement basis, with any extant Departmental guidance. Where the Board makes such a resolution then it shall take precedence over any provisions to the contrary in these Standing Orders. Copies of such guidance documents can be obtained for reference purposes from either the Director of Finance and Business. No exception from any of the following provisions of these Standing Orders shall be made other than by direction of the Board or, in an emergency, as detailed in paragraph 1.2 of this Appendix.

- 1.2 An exception from any of the following provisions of these Standing Orders may be made by direction of the Board. In an emergency an exception may be made by direction of the Chief Executive, or in his/her absence, the Director of Finance and Business Planning, or in his/her absence, an Executive Trust Director other than the Director directly involved in the issue. In such emergency circumstances, the exception shall only be made after consulting with the Chairman of the Board or, in his/her absence, the Vice-Chairman, in accordance with Standing Order 40.
- 1.3 The Trust shall comply as far as is practical with the requirements of the Department of Health “Capital Investment Manual” and “Estate Code” in respect of capital investment and estate and property transactions. In the case of management consultancy contracts the Trust shall comply as far as is practicable with Department of Health guidance. “The Procurement and Management of Consultants within the NHS”.

2. EU DIRECTIVES

- 2.1 Directives by the Council of the European Union (EU) prescribing procedures for awarding contracts for services, building and engineering works and for the supply of goods, materials and manufactured articles

(hereafter referred to as goods and services) shall have effect as if incorporated in these Standing Orders and shall apply throughout.

- 2.2 The EU public procurement thresholds represent contractual value levels above which public authorities must follow EU procedural rules with regard to the issuing of contracts.
- 2.3 Value is defined as the total consideration excluding VAT that is to be paid over the lifetime of the contract (e.g. a three-year supplies contract with an anticipated annual expenditure of £500,000 has a value of £150,000). Where the contract includes options, the value of these options must be taken into account in determining whether the threshold as been reached. In the case of contracts for lease, rental or hire purchase the relevant figure is the aggregate of the consideration that will be paid throughout the duration of the contract. Where the term exceeds 12 months the estimated residual value must also be included. Where the duration is indefinite or uncertain the relevant figure is the monthly contract value multiplied by 48. In the case of regular or renewable contracts the relevant figure is either the aggregate of the consideration to be paid during the anticipated duration of the contract (or over the first 12 months if the duration is indefinite) or the consideration paid by the buyer under similar contracts for goods of the same type during the preceding 12 months (adjusted for any expected changes), whichever is the more appropriate. A single contract providing for a regular supply over a period of time and a series of separate contracts concluded over a period of time for the same type of goods are both regarded as ‘regular’ contracts for these purposes.
- 2.4 ~~The contract value will be represented by the total value of the contract over the period of the contract, except in circumstances where the contract is for a period of more than four years. In circumstances where the contract is for more than four years, the monthly consideration shall be multiplied by 48 in order to determine whether the value of the contract is greater than the thresholds.~~
- 2.5 The thresholds are set bi-annually and with effect from January 1st 2006 are as follows:
- | | | |
|--------------|--------------------------|-------------------|
| <u>2.2.1</u> | <u>Services (Part A)</u> | <u>£99,695</u> |
| <u>2.2.2</u> | <u>Services (Part B)</u> | <u>£93,738</u> |
| <u>2.2.3</u> | <u>Works</u> | <u>£3,611,319</u> |
| <u>2.2.4</u> | <u>Supplies</u> | <u>£93,738</u> |
- 2.6 ~~The Director of Finance and Business Planning will publish from time to time the £ Sterling conversion rates that apply.~~

3. PROCUREMENT FRAMEWORK

3.1 Standard Procurement Method

The Trust's standard method of procurement shall be by competitive tendering. However, as detailed below, the Trust's standard method of procurement shall be affected by the monetary value of the goods and services being purchased.

3.2 Purchases below £3,000

3.2.1 Standard LAS purchasing procedures shall be followed without the requirement for either competitive tendering to be implemented or competing quotations to be sought. Refer to paragraph 6 of this Appendix.

3.2.2 Wherever possible the goods and services being purchased shall be joined together so that the value shall exceed £3,000.

3.3 Non-Estates Purchases between £3,000 and £25,000

3.3.1 Competing quotations shall be sought, unless the purchase is made through the Trust's supplies agent. Refer to paragraph 5 of this appendix

3.3.2 Non-estates purchases are goods and services other than purchases relating to building and engineering works (as detailed in paragraph 4.1.4 of this Appendix).

3.4 Estates Purchases between £3,000 and £100,000

3.4.1 Competing quotations shall be sought. Refer to paragraph 5 of this Appendix.

3.4.2 Estates purchases relate to building and engineering works (as detailed in paragraph 4.1.4 of this Appendix).

3.5 Non-Estates Purchases above £25,000

3.5.1 Competitive tendering shall be implemented. Refer to paragraph 4 of this Appendix.

3.5.2 Non-estates purchases are goods and services other than purchases relating to building and engineering works (as detailed in paragraph 4.1.4 of this Appendix).

3.6 Estates Purchases above £100,000

- 3.6.1 Competitive tendering shall be implemented. Refer to paragraph 4 of this Appendix.
- 3.6.2 Estates purchases relate to building and engineering works (as detailed in paragraph 4.1.4 of this Appendix).

4. COMPETITIVE TENDERING

- 4.1 The Board shall ensure that competitive tenders are invited for:
 - 4.1.1 the supply of goods with a monetary value in excess of £25,000;
 - 4.1.2 the supply of materials and manufactured articles with a monetary value in excess of £25,000;
 - 4.1.3 the rendering of services, including consultancy costs, with a monetary value in excess of £25,000;
 - 4.1.4 building and engineering works of construction and maintenance, (including construction and maintenance of grounds and gardens) and for professional design services on works projects, with a monetary value in excess of £100,000, or such other figure as the Department of Health may from time to time determine;
 - 4.1.5 for fee bids which take price into consideration for disposals and for all other projects.
- 4.2 Competitive tendering may be waived under the following circumstances:
 - 4.2.1 where the goods or services are ordered under existing contracts;
 - 4.2.2 as provided for under paragraphs 4.4, 4.6 and 14 of this Appendix;
 - 4.2.3 where so provided in the NHSE Capital Investment Manual - copies of which are held within the Finance and Estates departments for reference purposes as appropriate;
 - 4.2.4 The timescale genuinely precludes competitive tendering. Failure to plan the work properly is not a justification for single tender.
 - 4.2.5 the task is essential to complete the project, and arises as a consequence of a recently completed assignment and engaging different consultants for the new task would be inappropriate;

- 4.2.6 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.
- 4.2.7 where in the opinion of the Chief Executive and the Director of Finance and Business Planning, the estimated expenditure or income would not warrant formal tendering procedures, or competition would not be practicable taking into account all the circumstances (as detailed in paragraph 5.2 of this Appendix).
- 4.3 In the event of any of the above referenced circumstances where competitive tendering is waived, the reasons shall be set down in a permanent and signed record. A copy of the signed record shall be retained with the associated project working papers and the original signed record shall be retained by the Director of Finance ~~and Business Planning~~ or the Chief Executive.
- 4.4 The provisions of this paragraph apply where EU procurement regulations have been satisfied. Where it is proposed that competitive tendering shall be waived and single tender action is being proposed, the relevant Director shall provide detailed information in writing regarding:
- (i) the justification for single tender action;
 - (ii) compliance with public procurement regulations (EU Directives);
 - (iii) the possible effects of not seeking competitive tenders; and
 - (iv) value for money.
- 4.5 Where it is proposed that competitive tendering shall be waived, the information (as detailed in paragraph 4.4 of this Appendix) shall be presented to the Director of Finance and Business Planning, the Chief Executive or the Trust Board as appropriate (as detailed in paragraphs 4.5.1, 4.5.2 and 4.5.3 below). Where the Director of Finance and ~~Business Planning~~, the Chief Executive or the Trust Board approve the waiving of competitive tendering, the relevant record (as detailed in paragraph 4.3 of this Appendix) shall be authorised. Where the approval to waive competitive tendering is authorised, such decisions shall be reported by the Director of Finance ~~and Business Planning~~ to the Trust's Audit Committee.
- 4.5.1 Where the proposal to waive competitive tendering relates to goods or services valued at less than £150,000, the authorisation shall be given by the Director of Finance ~~and Business Planning~~.

- 4.5.2 Where the proposal to waive competitive tendering relates to goods or services valued at more than £150,000 and less than £400,000, the authorisation shall be given by the Chief Executive.
- 4.5.3 Where the proposal to waive competitive tendering relates to goods or services valued at more than £400,000, the authorisation shall be given by the Trust's Board.
- 4.6 Competitive tendering is not required where:
- 4.6.1 The goods or services can be obtained through a pre-tested competitive framework or catalogue arrangement to which the Trust has legitimate access and meets the requirements of public procurement regulations.
- 4.7 Formal tendering procedures may be waived, under the authority of one of the Trust's Executive Directors, without reference to the Chief Executive and the Director of Finance ~~and Business Planning~~ where:
- 4.7.1 the estimated expenditure is not in relation to building and engineering works, does not exceed £25,000 and is within budget allocation;
- 4.7.2 the estimated expenditure is in relation to building and engineering works (as detailed in paragraph 4.1.4 of this Appendix), does not exceed £100,000 and is within budget allocation.
- 4.7.3 Under these circumstances competing quotations are to be sought (as detailed in paragraph 5 of this Appendix).
- 4.8 The Board shall ensure that invitations to tender are sent to a sufficient number of comparable firms to provide fair and adequate competition - taking into account the capacity of the firms to supply the goods or materials or to undertake the services or works required.
- Normally, a minimum of three comparable firms shall be invited to tender unless procurement is routed through the Trust's supplies agent.
- In circumstances where the Trust's supplies agent are being used to secure tenders or quotations, the procurer shall not be specified. In circumstances where at least three tenders are being sought without the use of the Trust's supplies agent, the Trust's supplies agent could also be one of the organisations invited to produce a tender or quotation.
- 4.9 Where approved lists are maintained, the Board shall normally ensure that the firms invited to tender are among those on such approved lists. Such lists, where compiled, will include approved firms which have been subject to appropriate financial vetting (as detailed in paragraph 7

of this Appendix) as well as the separate maintenance list or record for minor works in accordance with ESTMANCODE ~~or CONCODE~~ guidance. Where maintained, the Director of Finance and Business Planning shall keep the list of financially approved firms and the Director of ~~Technology~~ Finance/Head of Estates shall keep the maintenance list and minor works record.

5. COMPETING QUOTATIONS

- 5.1 Where formal competitive tendering is dispensed with under paragraph 4 of this Appendix, competing quotations shall be obtained in writing wherever possible, unless procurement is routed through the Trust's supplies agent. In circumstances where procurement is routed through the Trust's supplies agent, the Trust's supplies agent shall abide by LAS Standing Orders at all times. In circumstances where it is not possible to obtain three competing quotations in writing, a file note of three competing quotations secured via telephone shall be maintained as a minimum. The value of contracts allocated without formal competitive tendering shall not exceed £25,000 in the case of non-estates goods or services or £100,000 in the case of building and engineering works (as detailed in paragraph 4.1.4 of this Appendix).
- 5.2 Competing quotations may also be invited directly from any firm, including the Trust's supplies agent, without regard to the provisions of paragraph 5.1 of this Appendix (i.e., where the value of the procurement exceeds £25,000 or £100,000 as appropriate) for the following purposes:
- 5.2.1 the supply of proprietary or other goods and the rendering of services where such goods or services are of a special or unique character, for which, in the opinion of the Chief Executive and the Director of Finance ~~and Business Planning~~, it is neither possible nor desirable to purchase through competitive tendering;
- 5.2.2 the supply of goods or manufactured articles of any kind which, in the opinion of the Chief Executive and the Director of Finance ~~and Business Planning~~ are required quickly for the continuance of the provision of the service provided by the Trust and are not obtainable under existing contracts.
- 5.2.3 In such circumstances, the firms invited to provide competing quotations shall only be those which are deemed suitable in the opinion of the Chief Executive and the Director of Finance ~~and Business Planning~~.
- 5.3 Unless the Trust's supplies agent is used, a minimum of three competing quotations shall be invited in writing from comparable firms. Where this is not possible the Director of Finance ~~and Business Planning~~ shall be informed, in writing, of the reasons for and the outcome of the limited

quotations. A copy of the written record shall also be retained with the associated project working papers.

- 5.4 Similar arrangements to those described in paragraph 5.2 above may be made for specialist services works in connection with building and engineering maintenance, provided that the Director of Information Management & Technology and Director of Finance certifies that the provisions of paragraph 5.2.1 and 5.2.2 above are applicable. The reasons for the decision shall be passed by the Director of Technology to the Chief Executive and Director of Finance and Business Planning in writing. The record shall be counter-signed by the Chief Executive and Director of Finance and Business Planning to show their acceptance of the reasons for the decision. A copy of the signed and authorised record outlining the reasons for this decision shall be retained with the associated project working papers.

6. STANDARD PROCUREMENT

- 6.1 Where the value of the goods and services to be purchased are less than £3,000, they shall be joined together wherever possible so that the total value exceeds the £3,000 minimum required for purchasing through competing quotations.
- 6.2 Where the provisions of paragraph 6.1 of this Appendix are not possible, the requirement for procurement through either competing quotations or competitive tendering shall be waived, and the goods and services shall be purchased through standard LAS procurement channels in accordance with standard LAS procurement procedures. It should be noted that, in order to maintain procedures of best practice and value for money, it is recommended that at least three telephone quotations shall be sought for expenditure of less than £3,000.

7. LIST OF APPROVED FIRMS

- 7.1 The Trust shall maintain, wherever possible, lists of approved firms from whom tenders and quotations may be invited, ensuring that the establishment and maintenance of such lists allows for sufficient competition. Such lists shall be maintained as detailed in paragraph 4.8 of this Appendix.
- 7.2 The lists, where maintained, shall be subject to periodic review and re-establishment, where appropriate, by advertising. It is to be noted that Department of Health guidance in CONCODE provides for the list to be re-established by advertisement every five years.

- 7.3 The lists, where maintained, shall include all firms who have applied for permission to tender and as to whose technical and financial competence the Director of Finance and Business Planning is satisfied.
- 7.4 Where the Director of Finance and Business Planning is not satisfied with the technical and financial competence of the firms, the firms are to be removed from the list of approved suppliers, where maintained, and no tenders or quotations are to be accepted or invited from such firms.
- 7.5 Where no lists are maintained by the Trust, the Director of Finance and Business Planning is to be informed of all firms who have been invited to provide tenders or quotations by the Trust and subsequent to the opening of the tenders, shall determine whether such tenders or quotations received are to be accepted by the Trust by reference to their technical and financial competence (as detailed in paragraph 12.5 of this Appendix).

8. INVITATIONS TO TENDER

- 8.1 All invitations to tender on a competitive basis shall be in accordance with the Board's agreed procedures and state in the invitation to tender that no tender shall be accepted unless it is submitted in either the special envelope/package provided by the Trust or a plain, sealed envelope/package bearing the word "Tender" followed by the subject to which it relates and the latest date and time for receipt of such tender.
- 8.2 Every tender for goods, materials, services or disposals shall embody the Contract Conditions that the tender shall be awarded under. However, in the case of tenders for the purchase of computer equipment and associated maintenance contracts, the facilities and conditions of contract of the NHS Central responsibility (as detailed in paragraph 4.2.4 of this Appendix) shall be used in accordance with relevant Departmental policy and guidance.
- 8.3 Every tender for building and engineering work, except any tender for maintenance work only (where Capital Investment Manual guidance shall be followed) shall be in the terms of the current editions of the ~~Government~~ Appropriate Standard Forms of Contract. Where appropriate, these base documents shall be modified and amplified to accord with extant Departmental guidance and other instructions and, in minor respects, to cover special features of individual projects.
- 8.4 All invitations to tender shall state in the invitation to tender that no tender shall be accepted unless it includes details of at least three recent referees who can be contacted to provide information on the technical and organisational competence of the tenderer, and the latest set of published financial statements of the tenderer.

- 8.5 All invitations to tender shall require tenderers to submit prices exclusive of VAT. Tenderers shall state the applicable VAT separately.

9. RECEIPT AND SAFE CUSTODY OF TENDERS

- 9.1 The Trust Secretary shall be responsible for the receipt, endorsement and recording of competitive tenders in the competitive tendering register and for the safe custody of tenders received until the time appointed for their opening.
- 9.2 The competitive tendering register shall be in the form of a bound book with pre-numbered pages. For reference purposes, an example of the type of information held within the competitive tendering register has been included as Appendix B of this Appendix.
- 9.3 The date and time of receipt of each tender by the Trust Secretary shall be endorsed on the unopened tender envelope/package and recorded in the appropriate register (as detailed in paragraph 9.2 of this Appendix).

10. OPENING TENDERS

- 10.1 As soon as practicable after the date and time stated as being the latest time for the receipt of tenders, they shall be opened by two senior officers/managers ~~officers nominated~~ designated by the Chief Executive and not from the originating department. The originating department will be taken to mean the Department sponsoring or commissioning the tender.
- 10.2 All Executive Directors/Members will be authorised to open tenders regardless of whether they are from the originating department provided that the other authorised person opening the tenders with them is not from the originating department. ~~Tenders for goods and services shall be opened in the presence of the Senior Manager responsible for the procurement and either the Trust Secretary or the Assistant Trust Secretary.~~ For any tenders with a value greater than £1 million, the tenders must be opened in the additional presence of an Executive Director.
- 10.3 All eligible tenders received shall be opened on one and the same occasion.
- 10.4 Every tender received shall be endorsed with the date of opening and initialled by at least two of those present at the opening, at least one of whom shall be a Director in circumstances outlined in paragraph 10.2 of this Appendix.

- 10.5 A record of the opening of the tenders shall be maintained in the appropriate register (as detailed in paragraph 9.2 of this Appendix). The record is to be signed by at least two persons present at the opening of the tenders, in accordance with paragraph 10.5 of this Appendix as appropriate. The record shall show for each set of competitive tenders:
- (i) the name of all firms invited to tender, details of which shall not be supplied to those designated officers responsible for receipt and opening until after the date of return;
 - (ii) the names of firms from which tenders have been received;
 - (iii) the date the tenders were opened;
 - (iv) the price tendered (excluding VAT).
- 10.6 Except as in paragraph 10.8 below, a record shall be retained within the appropriate register (as detailed in paragraph 9.2 of this Appendix) of apparent price alterations within the tender. The record shall take the form of an addendum to the appropriate register and shall be initialled by at least two of those present at the opening, signed in accordance with paragraph 10.5 of this Appendix as appropriate. The addendum shall detail:
- (i) all price alterations on the tender;
 - (ii) the final price shown on the tender;
 - (iii) any letter, document or material enclosed with or accompanying the tender.
- 10.7 A record shall be made in the addendum to the appropriate register (as detailed in paragraph 9.2 of this Appendix), if the price alterations are so numerous on any one tender as to render the procedure outlined in paragraph 10.7 of this Appendix unreasonable in the opinion of the Chief Executive or the Trust Secretary.
- 10.8 All records required to be maintained, as outlined within this Appendix, shall be held in the custody of the Trust Secretary.

11. ADMISSIBILITY OF TENDERS

- 11.1 Late tenders shall not be considered where other tenders received have already been opened, except in the circumstances described in paragraphs 11.2 and 11.3 below.
- 11.2 Technically late tenders are those despatched in good time but delayed beyond the due time for the receipt of tenders through no fault of the

tenderers. Such tenders may be regarded as having arrived in due time by the Chief Executive or the Trust Secretary and a permanent signed record kept of the reasons, where the signed record shall be retained as an addendum to the appropriate register (as detailed in paragraph 9.2 of this Appendix).

- 11.3 Late tenders shall only be considered in circumstances, to be determined by the Chief Executive or the Director of Finance and Business Planning, which would be of advantage to the Trust. Such circumstances may be where significant financial, technical or delivery advantages would accrue to the Trust and the Chief Executive and the Director of Finance ~~and Business Planning~~ are satisfied that there is no reason to doubt the bona-fides of the tenderers concerned. In such circumstances, the tender may be considered and a permanent signed record shall be kept of the reasons, where the signed record shall be retained as an addendum to the appropriate register (as detailed in paragraph 9.2 of this Appendix).
- 11.4 Incomplete tenders are those from which information necessary for the adjudication of the tender is missing. These shall be dealt with in accordance with paragraph 11.6 below.
- 11.5 Amended or re-submitted tenders shall not be considered after the due time for receipt.
- 11.6 If it is considered necessary by the Chief Executive or his/her nominated officer to discuss with a tenderer the contents of his/her tender in order to elucidate technical points before the award of a contract, the tender need not be excluded from the adjudication. A signed record of the nature of the discussion and its outcome shall be kept, where the signed record shall be retained as an addendum to the appropriate register (as detailed in paragraph 9.2 of this Appendix).
- 11.7 Where the examination of tenders reveals errors which, in the opinion of the Chief Executive or his/her nominated officer, would affect the tender figures, the tenderer is to be given details of such errors and given the opportunity of confirming or withdrawing their offer. In such circumstances, the tender need not be excluded from the adjudication and a signed record of the nature of the discussions and their outcomes shall be kept. In these circumstances, the signed record shall be retained as an addendum to the appropriate register (as detailed in paragraph 9.2 of this Appendix).
- 11.8 While decisions as to the admissibility of late, incomplete or amended tenders are under consideration and while negotiations are in progress or re-tenders are being sought, the tender documents shall be kept strictly confidential and held in safe custody by the Chief Executive or the Trust Secretary.

12. ACCEPTANCE OF TENDERS

12.1 Non-Competitive Tenders

- 12.1.1 Where only one tender is sought and/or received the Chief Executive or his/her nominated officers shall, as far as is practicable, determine that the price to be paid is fair and reasonable and keep a signed record of the reasons for this decision. In such circumstances, the signed record is to be retained as an addendum to the appropriate register (as detailed in paragraph 9.2 of this Appendix).
- 12.1.2 In circumstances where either no tender is received by the Trust or the Chief Executive or his/her nominated officer determine that the price to be paid is not fair and reasonable, the Chief Executive shall empower the Director responsible for the originating department to approach firms which the Director is aware can provide the relevant goods or services to the Trust. the Director shall report, in writing:
- (i) the content and outcome of their discussions with the approached firms;
 - (ii) the agreed prices for the provision of the specified goods or services;
 - (iii) their recommendations as to which firms shall provide the goods or services to the Trust.
- 12.1.3 The Director shall forward the record (as detailed in paragraph 12.1.2 of this Appendix) to the Director of Finance ~~and Business Planning~~, the Chief Executive or the Trust Board for approval of their recommendations as per the financial limits detailed in paragraphs 4.5.1, 4.5.2 and 4.5.3 of this Appendix.
- 12.1.4 Where this procedure is adopted, the Director of Finance ~~and Business Planning~~ shall maintain the duly authorised record, and report the decisions made to the Trust's Audit Committee.

12.2 **Building, Engineering and Maintenance Works**

12.2.1 If the number of tenders received is insufficient to provide adequate competition, or tenders are late, amended, incomplete, qualified, or otherwise not strictly competitive, in the opinion of the Chief Executive or his/her nominated officer, they shall be dealt with in accordance with Department of Health guidance extant or guidance obtained for the purpose of the particular case. Such guidance can be found, for example, in CONCODE - which can be obtained for reference purposes from the Director of Finance. ~~and Business Planning.~~ Competitive tendering cannot be waived for building and engineering construction works, maintenance (other than in accordance with CONCODE) without the Department of Health's approval.

12.3 **Basis for Acceptance of a Tender**

12.3.1 The basis for the acceptance of a tender shall be that which is the most economical advantageous to the Trust and this may be, but is not necessarily, that with the lowest price where payment is made by the Trust. If the lowest price is not accepted then the good and sufficient reasons shall be set out in either the contract file or other appropriate record.

12.3.2 The possible criteria for acceptance of the tender shall be:-

- (i) price
- (ii) quality
- (iii) delivery date
- (iv) capital expenditure implications
- (v) revenue expenditure implications
- (vi) cost effectiveness
- (vii) aesthetic characteristics
- (viii) functional characteristics
- (viii) technical merit
- (ix) after sales merit
- (x) technical assistance
- (xi) any other relevant criteria.

12.3.3 The basis for the acceptance of a tender shall be kept in a signed record, signed in accordance with paragraph 10.5 of this Appendix. The signed record shall be retained as an addendum to the appropriate register (as detailed in paragraph 9.2 of this Appendix).

12.4 Tender Other than the Lowest

12.4.1 Any tender accepted shall be the most advantageous to the Trust, have the lowest price where payment is made by the Trust or have the highest income where payment is received by the Trust.

12.4.2 A tender, other than the lowest where payment is to be made by the Trust or the highest where payment is to be received by the Trust, shall only be accepted for good and demonstrable reasons if the Chief Executive or his/her nominated officer so decide and keep a signed record of that decision. This decision shall then be reported to the Trust Board. The original signed record shall be retained with the Trust Board's relevant working documents and a copy shall be retained as an addendum to the appropriate register (as detailed in paragraph 9.2 of this Appendix).

12.5 Financial Competence

12.5.1 Any tender or quotation shall only be accepted by the Trust where the Director of Finance and Business Planning is satisfied with the financial competence of the firms involved. Such assurance shall be sought by the use of financial criteria, to be determined as appropriate by the Director of Finance and Business Planning or his/her nominated officer, to analyse the financial information received with the tender documentation, and any other documentation the Director of Finance and Business Planning or his/her nominated officer consider appropriate. In circumstances where the Director of Finance and Business Planning is not satisfied with the financial competence of the firms, the position shall be discussed by the Director of Finance and Business Planning or his/her nominated officer with the firms in an attempt to be satisfied with the tenderer's financial competence on behalf of the Trust. Only where the Director of Finance and Business Planning is satisfied with the financial competence of the firms shall the tender or quotation be assigned to those firms. A permanent, signed record of the discussions and outcomes shall be retained with the appropriate working papers used to analyse financial competence and retained within the Finance and Business Planning department - where the records can be viewed by appropriate officers of the Trust as appropriate.

12.6 Technical & Organisational Competence

12.6.1. Any tender or quotation shall only be accepted by the Trust where the Director responsible for the originating department is

satisfied with the technical and organisational competence of the firms involved.

- 12.6.2 At least one recent reference shall be taken up from the selection of three provided with the tender documentation of the chosen tenderer. Any tender shall only be accepted where the references taken up are satisfactory, in the opinion of the relevant Director (as detailed in paragraph 12.6.1 of this Appendix).

13. POST-TENDER NEGOTIATIONS

Post tender negotiations with the successful tenderer shall only be carried out with the agreement of the Chief Executive or the Director of Finance and Business Planning and a signed record shall be kept of the reasons for the negotiations and the outcome of the discussions, with the signed record being retained with the associated tender working papers.

14. DISPOSALS

14.1 Paragraph 4 of this Appendix shall not apply to the disposal of:

- 14.1.1 ~~growing crops, fixtures and fittings, machinery and old materials, in respect of any of which a fair price can be obtained only by negotiation or sale by auction;~~
- 14.1.1 any matter in respect of which a fair price can be obtained only by negotiation or sale by auction as determined (or pre-determined in a reserve) by the Chief Executive or his nominated officer.
- 14.1.2 obsolete or condemned articles and stores, which may be disposed of in accordance with the supplies policy of the Trust;
- 14.1.3 items arising from works of construction, demolition or site clearance, which shall be dealt with in accordance with the relevant contract;
- 14.1.4 land or building concerning which Department of Health guidance has been issued, but subject to compliance with such guidance.
- 14.1.5 items arising from works of construction, demolition or site clearance, which should be dealt with in accordance with the relevant contract.

15 IN HOUSE SERVICES

- 15.1 The Chief Executive shall be responsible for ensuring that best value for money can be demonstrated for all services provided on an in-

house basis. The Trust may also determine from time to time that in-house services should be market tested by competitive tendering.

16. FORMS OF CONTRACT

Every contract for building and engineering works, except contracts for maintenance work only, where Departmental Capital Investment Manual guidance shall be followed, shall embody as much of the ~~NHS Standard Terms and Conditions of Contract JCT~~ as are applicable (as detailed in paragraph 8.2 of this Appendix). In the case of contracts for building and engineering works costing more than £100,000 (or such other amount as the Department of Health may from time to time determine), the contract shall be embodied in a formal document executed under seal.

Cancellation of Contracts - Except where specific provision is made in model Forms of Contracts or standard Schedules of Conditions approved for use within the NHS and in accordance with Standing Orders, there shall be inserted in every written contract a clause empowering the Trust to cancel the contract and to recover from the contractor the amount of any loss resulting from such cancellation, if the contractor shall have offered, or given or agreed to give, any person any gift or consideration of any kind as an inducement or reward for doing or forbearing to do or for having done or forborne to do any action in relation to the obtaining or execution of the contract or any other contract with the Trust, or for showing or forbearing to show favour or disfavour to any person in relation to the contracts or any other contract with the Trust, or if the like acts shall have been done by any person employed by him or acting on his behalf (whether with or without the knowledge of the contractor), or if in relation to any contract with the Trust the contractor or any person employed by him/her or acting on his/her behalf shall have committed any offence under the Prevention of Corruption Acts 1889 and 1916 an other appropriate legislation.

Determination of Contracts for Failure to Deliver Goods or Material – There shall be inserted in every written contract for the supply of goods or materials a clause to secure that, should the contractor fail to deliver the goods or materials or any portion thereof within the time or times specified in the contract, the Trust may without prejudice determine the contract either wholly or to the extent of such default and purchase other goods, or material of similar description to make good (a) such default, or (b) in the event of the contract being wholly determined the goods or materials remaining to be delivered. The clause shall further secure that the amount by which the cost of so purchasing other goods or materials exceeds the amount which would have been payable to the contractor in respect of the goods or materials shall be recoverable from the contractor.

Contracts involving Funds Held on Trust – shall do so individually to a specific named fund. Such contracts involving charitable funds shall comply with the requirements of the Charities Act.

17. ADVANCED/PHASED PAYMENTS

Advance/phased payments, except those made for capital building projects ~~under~~ as laid down conditions of contract, are only to be made in exceptional circumstances and shall only be made following the agreement of the Chief Executive and the Director of Finance ~~and Business Planning~~. A signed record shall be kept of the reasons for this method of payment, with the signed record being retained with the associated tender working papers.

18. APPLICATION OF LIQUIDATED AND ASCERTAINED DAMAGES ON CONSTRUCTION CONTRACTS

The Chief Executive or his/her nominated officer shall normally enforce the application of liquidated and ascertained damages on construction contracts, except where the Chief Executive or his/her nominated officer determine that they should be waived. In circumstances where such damages are waived the Chief Executive shall note the reasons in a signed record, which will be passed to the Director of Finance ~~and Business Planning~~ and presented to the Audit Committee as appropriate.

19 REPORTING OF TENDER ACTIVITY

20.1 The Trust Secretary shall report to the Board any tenders received and the names of those organisations tendering.

20.2 After the analysis of tenders by the senior manager responsible has completed then the Trust Secretary shall report to the Board for noting in its non-public session:

- 19.2.1 what was being tendered,
- 19.2.2 the names of those tendering and
- 19.2.3 the amounts of each tender.

This report is to be presented as soon as practicable after tenders have been opened.

The senior manager responsible for the procurement shall provide the Trust Secretary with sufficient information to enable the reporting required at paragraph 18.2

20 PRIVATE FINANCE INITIATIVE

20.1 Where appropriate the Trust will test for PFI when considering capital procurement. When the Board proposes, or is required, to use finance provided by the private sector the following should apply:

- 20.2 The Chief Executive shall demonstrate that the use of private finance represents value for money and genuinely transfers risk to the private sector.
- 20.3 Where the sum exceeds delegated limits set by the Department of Health, a business case must be referred to the organisation designated by the DoH for approval.
- 20.4 The proposal must be specifically agreed by the Board.
- 20.5 The selection of a contractor/finance company must be on the basis of competitive tendering or quotations.

APPENDIX III: TERMS OF REFERENCE FOR THE AUDIT COMMITTEE

1. Constitution

The Board hereby resolves to establish a Committee of the Board to be known as the Audit Committee (The Committee). 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. Membership

The Committee shall be appointed by the Board from amongst the Non-Executive directors of the Trust and shall consist of not less than three members. A quorum shall be two members. One of the members will be appointed Chair of the Committee by the Board. The Chairman of the Trust shall not be a member of the Committee.

3. Attendance

The Director of Finance and appropriate Internal and External Audit representatives shall normally attend meetings. However, at least once a year the Committee should meet privately with the External and Internal Auditors.

The Chief Executive and other executive directors should be invited to attend, but particularly when the Committee is discussing areas of risk or operation that are the responsibility of that director.

The Chief Executive should normally attend all Audit Committee meetings and must attend annually to discuss with the Audit Committee the process for assurance that supports the Statement on Internal Control.

The Trust Secretary, or whoever covers these duties, shall be Secretary to the Committee and shall attend to take minutes of the meeting and provide appropriate support to the Chairman and committee members.

4. Frequency

Meetings shall be held not less than three times a year. The External Auditor or Head of Internal Audit may request a meeting if they consider that one is necessary.

5. Authority

The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee. The Committee is authorised by the Board to obtain reasonable outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

6. Duties

The duties of the Committee can be categorised as follows:

6.a Governance, Risk Management and Internal Control

The Committee shall 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.

In particular, the Committee will review the adequacy of:

- all risk and control related disclosure statements (in particular the Statement on Internal Control and declarations of compliance with the Standards for Better Health), together with any accompanying Head of Internal Audit statement, external audit opinion or other appropriate independent assurances, prior to endorsement by the 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 fraud and corruption as set out in Secretary of State Directions and as required by the Counter Fraud and Security Management Service

In carrying out this work the Committee will primarily utilise the work of Internal Audit, External Audit and other assurance functions, but will not be limited to these audit functions. It will also seek reports and assurances from directors and managers as appropriate, concentrating on the overarching systems of integrated governance, risk management and internal control, together with indicators of their effectiveness.

This will be evidenced through the Committee's use of an effective Assurance Framework to guide its work and that of the audit and assurance functions that report to it.

6.b Internal Audit

The Committee shall ensure that there is an effective internal audit function established by management, which meets mandatory NHS Internal Audit Standards and provides appropriate independent assurance to the Audit Committee, Chief Executive and Board. This will be achieved by:

- consideration of the provision of the Internal Audit service, the cost of the audit and any questions of resignation and dismissal
- review and approval of the Internal Audit strategy, operational plan and more detailed programme of work, ensuring that this is consistent with the audit needs of the organization as identified in the Assurance Framework
- consideration of the major findings of internal audit work (and management's response), and ensure 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

6.c External Audit

The Committee shall review the work and findings of the External Auditor appointed by the Audit Commission and consider the implications and management's responses to their work. This will be achieved by:

- consideration of the appointment and performance of the External Auditor, as far as the Audit Commission's rules permit
- 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 economy
- discussion with the External Auditors of their local evaluation of audit risks and assessment of the Authority/Trust/PCT and associated impact on the audit fee

- review all External Audit reports, including agreement of the annual audit letter before submission to the Board and any work carried outside the annual audit plan, together with the appropriateness of management responses

6.d Other Assurance Functions

The Audit Committee shall review the findings of other significant assurance functions, both internal and external to the organisation, and consider the implications to the governance of the organisation.

These will include, but will not be limited to, any reviews by Department of Health Arms Length Bodies or Regulators/Inspectors (e.g. Healthcare Commission, NHS Litigation Authority, etc.), professional bodies with responsibility for the performance of staff or functions (e.g. Royal Colleges, accreditation bodies, etc.)

In addition, the Committee will review the work of other committees within the organisation, whose work can provide relevant assurance to the Audit Committee's own scope of work. This will particularly include the Clinical Governance Committee and any Risk Management committees that are established.

In reviewing the work of the Clinical Governance Committee, and issues around clinical risk management, the Audit Committee will wish to satisfy themselves on the assurance that can be gained from the clinical audit function.

6.e Management

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

6.f Financial Reporting

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

- the wording in the Statement on Internal Control and other disclosures relevant to the Terms of Reference of the Committee
- changes in, and compliance with, accounting policies and practices

- unadjusted mis-statements in the financial statements
- major judgemental areas
- significant adjustments resulting from the audit

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

7. Reporting

The minutes of Audit Committee meetings shall be formally recorded by the Trust Secretary and submitted to the Board. The Chair of the Committee shall draw to the attention of the Board any issues that require disclosure to the full Board, or require executive action.

The Committee will 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 Assurance Framework, the completeness and embeddedness of risk management in the organisation, the integration of governance arrangements and the appropriateness of the self-assessment against the Standards for Better Health.

8. Other Matters

The Committee shall be supported administratively by the Trust Secretary, whose duties in this respect will include:

- Agreement of agenda with Chairman and attendees and collation of papers
- Taking the minutes & keeping a record of matters arising and issues to be carried forward
- Advising the Committee on pertinent areas

APPENDIX IV: TERMS OF REFERENCE FOR THE REMUNERATION AND TERMS OF SERVICE COMMITTEE

1. Constitution and Function

- 1.1. The Committee shall be formally established by the Board and its terms of service, membership, delegated powers and area of responsibility formally minuted.
- 1.2. The following posts will fall within the Committee's area of responsibility:
The Chief Executive and
Board Directors,
- 1.3. The Committee will comprise the Board Chairman and non-executive Directors. Its composition is to be given in the Annual Report. The Chief Executive and the Human Resources Director will normally be in attendance at meetings but will not be present for discussions about their own remuneration and terms of service.
- 1.4. The Board should decide in advance its general policy on Directors' remuneration and terms of service and look to the committee to ensure that its policy is applied consistently.
- 1.5. The Committee will meet as directed by the Board. Its proceedings will be formally minuted and it will be serviced by the Trust Secretary.
- 1.6. The Committee is to be authorised by the Board to obtain legal or other professional advice it deems to be necessary.
- 1.7. The Committee shall be made aware of the Terms and Conditions applied to both Non Trust Board Directors, and such senior managers as it determines, and any amendments thereto from time to time.
- 1.8. ~~Within seven days of its meetings,~~ the Committee is to report in writing to the Board specifying the basis for its recommendations. The Board will use the Committee's report as the basis for its discussions on the remuneration and terms of service for those staff falling with its area of responsibility. The minutes of the relevant Board meetings are formally to record decisions taken.

2. Overall Purpose

- 2.1. To make such recommendations to the Board on the remuneration and terms of service of the Chief Executive, other Board Directors and such senior managers as the Board may have decided should fall within the Committee's remit, as to ensure that they are fairly rewarded for their individual and corporate contribution to the Trust - having proper regard to the Trust's circumstances and performance and to the provisions of any national arrangement for such staff where appropriate.
- 2.2. To advise on and oversee appropriate contractual arrangements for the staff covered by paragraph 8 1.2 above, including the proper calculation and scrutiny of termination payments taking account of such national guidance as is appropriate.

3. Procedure

- 3.1. In developing recommendations for remuneration packages, the Committee will wish to ensure that they have:
 - 3.1.1. a clear statement of the responsibilities of the individual posts and their accountabilities for meeting objectives of the organisation;
 - 3.1.2. means of assessing the comparative size of the job by job evaluation; and
 - 3.1.3 comparative salary information from the NHS, other public sector organisations including Trusts, and other industrial and service organisations.

APPENDIX V: TERMS OF REFERENCE FOR THE CHARITABLE FUNDS COMMITTEE

1. Constitution and Function

- 1.1. The Trust Board members shall act as the Trustees of the LAS' Charitable Funds. The Trustees shall hold the Trust Funds upon trust to apply for any charitable purpose or purposes relating to the NHS wholly or mainly for the services provided by the LAS NHS Trust.
- 1.2. The Committee shall be formally established by the Board and its terms of reference, membership delegated powers and reporting arrangements formally minuted. The Committee shall normally meet once ~~four times~~ a year. The Committee's minutes will be presented to the Board.
- ~~1.3. The purpose of the Committee is to determine the policy for the management of the LAS' charitable funds and to implement that policy.~~
- 1.4. The Panel will be chaired by a Non-Executive Director, and will include the Human Resources Director (or his/her representative), the Financial Controller (on behalf of the Director of Finance ~~and Business Planning~~), and representatives of the staff. It will report to the Trust Board.

2. Overall Purpose

- 2.1. The Committee is to recommend to the Trust Board a long term expenditure policy, examining the balance between expenditure from income and capital and the need to establish a minimum balance of capital to be held.
- 2.2. Adopt the criteria existing during 1997/98 for drawing Charitable Funds and propose to the Trustees any revisions as part of the future long term expenditure policy
- 2.3. Control, manage and monitor the use of the fund's resources.

3. Functionality

- 3.1 A sub-group, composed of representatives of the Human Resources Director, the Financial Controller and staff side, will meet on a quarterly basis to consider applications to the Charitable Funds.
- 3.2 Applications will be approved or rejected on their basis of their compliance with the Charitable Fund's terms of reference, ~~and objectives~~

3.3 An annual report will be presented to the Charitable Funds Committee, detailing the items approved by the sub-group during the year.

1. INTRODUCTION

- 1.1. These guidelines are produced in the light of the challenges that staff face in the new and more commercially oriented environment of Trust status, and are intended by the Trust to reinforce the guiding principles ~~in Circular EL (94)40~~ set out in the Codes of Conduct and Accountability in the NHS published by the Appointments Commission April 2004 for NHS Boards. Should there be any conflict between these principles and EL (94) 40 the latter will take precedence.
- 1.2. In promoting and safeguarding the reputation and standing of the London Ambulance Service NHS Trust (the Trust)) with local communities, with customers and suppliers, with patients and with the media, it is Trust policy that the professional and social conduct of staff should reflect the highest possible standard of personal integrity and that the business affairs of the Trust are conducted in a moral, honest manner and in full compliance with all the applicable laws and Trust Standing Orders.

2. RESPONSIBILITY OF THE TRUST BOARD

- 2.1. The Trust Board is responsible for bringing these guidelines to the attention of all LAS staff and for introducing procedures to ensure that they are implemented.

3. RESPONSIBILITY OF LAS DIRECTORS

- 3.1. All LAS Directors have a responsibility to uphold these guidelines and to act primarily at all times, in the interest of the Trust as a whole.

4. RESPONSIBILITY OF LAS STAFF

- 4.1. It is the responsibility of Trust staff to ensure that they do not place themselves in a position where their private interests and the Trust duties conflict. This primary responsibility applies to all Trust staff.

5. GUIDING PRINCIPLE IN CONDUCT OF PUBLIC BUSINESS

- 5.1. It is important that the Trust, along with all public sector bodies, must be seen to be impartial and honest in the conduct of its business and that its staff should remain above suspicion. It is an offence under the Prevention of Corruption Acts 1906 and 1916 for a member of staff corruptly to accept any inducement or reward for doing, or refraining from doing, anything in his or her official capacity, or corruptly showing favour, or disfavour, in the handling of contracts.

- 5.2. Note: Staff should be aware that a breach of the provisions of the Prevention of Corruption Acts renders them liable to prosecution and may lead to loss of their employment and superannuation rights in the Trust. Failure to adhere to the Business Conduct Policy may result in disciplinary action if it is proved that the employee has failed to declare
- a relevant interest, or has abused his/her official position or knowledge,
for the purpose of self-benefit or the benefit of family, friends or those others with whom the employee has a relationship as defined in paragraph 32.3 of these Standing Orders.

6. PRINCIPLES OF CONDUCT WITHIN THE TRUST

- 6.1. Trust staff are expected to give the highest possible standard of service to the public and to provide appropriate advice to Directors of the Trust and to fellow employees. In particular Trust staff are required to:
- 6.1.1. ensure that the interest of patients remain paramount at all times;
 - 6.1.2. be impartial and honest in their conduct of official business; and
 - 6.1.3. use the public monies entrusted to them in a responsible and lawful manner to the best of advantage of the Trust, always ensuring value for money and avoiding legal challenge to the authority.
 - 6.1.4. It is also the responsibility of Trust staff to ensure that they do not:
 - 6.1.4.1. abuse their official position for personal gain or to benefit their family or friends; and
 - 6.1.4.2. seek to advantage or further their private business or other interests in the course of their official duties.
- 6.2. Wherever Trust staff have private or personal interests in any matter they have to deal with at work, they must not let these interests influence how they act on behalf of the Trust. Interest may be financial interests but non-financial interest can be just as important. Kinship; friendship; membership of an association, society or trusteeship and any other kinds of relationships can sometimes influence the judgement of Directors and employees of the Trust, or may be thought to do so. A good test is for staff to ask themselves whether others could possibly think the interest be close enough or of such a nature as to give rise to any suspicion. In such cases the member of staff must disclose the interest to the Chief Executive through his or her Director.

7. DECLARATION OF INTEREST

- 7.1. The Trust Board must be advised of all cases where a member of staff or his/her close relative, partner or associate has a controlling, or significant, or financial interest in a business, or any other activity, which may compete for a contract to supply goods or services to the Trust.
- 7.2. All Trust staff are required to declare such interests either when they are appointed or on acquisition of the interest, in order that it may be known to the Trust and in no way promoted to the detriment of the Trust or to the patients served by the Trust.
- 7.3. A Register of Interests shall be maintained by the Trust Secretary to whom all declarations must be submitted in writing. This Register shall be made available for inspection by all Trust Directors and by contractors.
- 7.4. In determining what needs to be declared all Trust staff should:
 - 7.4.1. ensure that they understand these guidelines and consult their line managers if further clarification is required;
 - 7.4.2. ensure that they are not in a position where their private interest and their Trust duties conflict;
 - 7.4.3. declare to the Trust Board any relevant interests; if in doubt they should ask themselves:
 - 7.4.3.1. am I, or might I be, in a position where I or my family or associates might gain from the connection between my private interests and my employment with the Trust?
 - 7.4.3.2. do I have access to information which could influence purchasing decisions?
 - 7.4.3.3. could my outside interest be in any way detrimental to the Trust or to patients' interests?
 - 7.4.3.4. do I have any reason to think that I may be risking a conflict of interest?
 - 7.4.4. If still unsure - **declare it!**

8. PREFERENTIAL TREATMENT IN PRIVATE TRANSACTIONS

- 8.1. Individual staff must not seek or accept preferential rates or benefits in kind for private transactions carried out with companies with which they have had, or may have, official dealings on behalf of the Trust. (This does not apply to any arrangements negotiated with companies on behalf

of the Trust, or by recognised staff organisations, on behalf of all staff - for example LAS staff benefit schemes).

9. OTHER EMPLOYMENT

- 9.1. It is a condition of employment that Trust staff do not undertake any other employment, paid or unpaid, which conflicts with the requirements of their Trust post or be detrimental to it. Staff wishing to take up any employment must provide full details and seek prior written authority from the Human Resources Director. The Trust will be responsible for judging whether the interests of patients or of the Trust could be harmed e.g.:
- 9.1.1. full-time ambulance staff who undertake driving duties outside their employment;
 - 9.1.2. employees associated with or working for private transport organisations; or
 - 9.1.3. employees undertaking alternative employment.
- 9.2. If written approval is given to a member of staff to undertake any other employment the Human Resources Director will ensure that this is recorded in the Register of Staff Engaged on Other Employment held in his/her department.

10. ACCEPTANCE OF GIFTS AND HOSPITALITY

- 10.1. National Health Service regulations prohibit staff from soliciting gifts or hospitality from organisations, suppliers or individuals with whom they are brought into contact in the course of their work.
- 10.2. **Gifts**
- 10.3. As a general rule all offers of gifts and hospitality should be refused except where such a refusal would cause offence but acceptance must be limited to items similar to those set out below:
- 10.4. Casual gifts offered by contractors and others, for example:
- 10.4.1.1. at Christmas time (articles of low intrinsic value (up to £20) such as pens, calendars, diaries etc.) **or**
 - 10.4.1.2. small items of low value (up to £20) such as desk furniture and tankards received at the conclusion of an official visit or conference or seminar.

these items may not be connected with the performance of duties so as to constitute an offence under the Prevention of

Corruption Acts. Items of this nature do not need to be declared.

- 10.4.1.3. Staff must not, however, accept any money gifts or consideration where such acceptance could be deemed to influence or to have influenced their business conduct. Any member of staff who is unsure whether or not to accept a gift must consult their line manager or the appropriate Director. The Chief Executive will consult the Chairman in respect of gifts offered to him.
- 10.5. Tokens of gratitude from patients or their relatives must be politely but firmly declined. If, however, patients insist on crews accepting such gratuities, these must be reported to their line manager who will make arrangements for charity allocation.
- 10.6. Registers of Gifts Offered and Accepted shall be maintained by the Trust Secretary and all details of gifts offered and accepted must be submitted to him/her on a monthly basis. This will be reported to the Audit Committee.
- 10.7. **Hospitality**
 - 10.7.1. Employees should only accept offers of hospitality if there is a genuine need to impart information or represent the Trust and that the Trust will benefit from such hospitality.
 - 10.7.2. Modest hospitality may be accepted provided that it is normal and reasonable in the circumstances, for example, lunches in the course of working visits. In accepting hospitality, however, staff must not place themselves in a position where acceptance might be deemed by others to have influenced them in making a business decision. Offers to attend purely social or sporting functions should be accepted only when these are part of the life of the community served by the Trust or it is in the Trust's interest to attend for the execution of its business or its operational activity or where the Trust should be seen to be represented. Attendance at such events must be approved in advance by the relevant Director or by the Chief Executive for Directors and by the Chairman for such requests made by the Chief Executive. They should be properly authorised and then recorded by the Trust Secretary.
 - 10.7.3. The frequency and type of hospitality accepted must not be significantly greater than the Trust would be likely to provide in return.
 - 10.7.4. Offers of hospitality involving the provision of transport or overnight accommodation must only be accepted after approval from the appropriate Director or Chief Executive. If in doubt about the acceptance of hospitality, staff must seek advice from their line manager

or appropriate Director, or in the case of the Chief Executive, the Chairman.

10.7.5. Registers of Hospitality Offered and Accepted shall be maintained by the Trust Secretary.

10.7.6. On an annual basis the Trust Secretary will remind all staff of the Trust's policy regarding the acceptance of gifts and hospitality.

11. COMMERCIAL SPONSORSHIP OR ATTENDANCE AT COURSES AND CONFERENCES

11.1. Acceptance by employees of hospitality through attendance at relevant conferences and courses is acceptable, but only where it is clear that the hospitality is corporate rather than personal and where the employee seeks permission in advance and the Trust is satisfied that acceptance will not compromise purchasing decisions in any way. On occasions where it is considered necessary for staff advising on the purchase of equipment in operation in other parts of the country, or, exceptionally, overseas, to attend courses and conferences the Trust may consider meeting the costs so as to avoid jeopardising the integrity of subsequent purchasing decisions.

12. COMMERCIAL SPONSORSHIP OF POSTS - LINKED DEALS

12.1. If a company offers to sponsor a post for the Trust either wholly or partially, it should be made clear that the sponsorship can have no effect on purchasing decisions within the Trust. Where such sponsorship is accepted, purchasing decisions must be monitored by the Trust Secretary to ensure that they are not being influenced by the sponsorship arrangement.

12.2. Under no circumstances should the Trust agree to Linked Deals whereby sponsorship is linked to the purchase of particular products or to supply from a particular source.

13. “COMMERCIAL IN-CONFIDENCE”

- 13.1. Staff must not make public internal information of a “commercial in-confidence” nature, particularly if its disclosure would prejudice the principle of a purchasing system based on fair competition. This principle applies whether private competitors or other NHS providers are concerned, and whether or not disclosure is prompted by the expectation of personal gain. The term “commercial in-confidence” should not be taken to include information about service delivery and activity levels, which should be publicly available. Nor should it inhibit, for example, the exchange of data for medical purposes subject to the normal rules governing patient confidentiality and data protection. In all circumstances the overriding consideration must be the best interest of patients.

14. COMPLAINTS ABOUT BREACHES OF THE CODE

- 14.1. Any staff complaints about breaches of the guidelines on Standards of Business Conduct, maladministration or other concerns of an ethical nature, should be taken up initially, through line management. Should that be inappropriate or non-productive then the matter should be referred up to Director and, if necessary, to Board level.

1. **Standing Orders** - for the effective conduct and operation of the Board in the fulfilment of its responsibilities. The decision to suspend standing orders or to vary and amend standing orders.
2. **Standing Financial Instructions** - for the regulation of the conduct of the Trust, its Directors, staff and agents in relation to all financial matters and the security of its assets.
3. **Scheme of Delegation** - to show the approved officers who have been delegated responsibility for deciding particular matters, and those who may act in their place during their absence.
4. **The Strategic Direction** - the strategic policy of the Trust and the selection of its key objectives.
5. **Service Plans** - the consideration and endorsement of the annual service plan and associated budgets to facilitate of the Board's function of exercising financial supervision and control.
6. **Committees/Sub-Committees** - the establishment, terms of reference and reporting arrangements for the Audit Committee, and Remuneration and Terms of Service Committee and all other committees and sub-committees acting on behalf of the Board as laid down in Part II of these Standing Orders. Confirm the recommendations of the Trust's committees where the committee's do not have executive power.
7. **Capital Schemes, and assets and large contracts** - the acquisition of capital assets in accordance with the Scheme of Delegation; any capital scheme or acquisition or disposal of assets with a value of ~~£50,000~~ £1,000,000 or more; or any lease or contract with substantial recurring financial implications.
8. **Financial and performance objectives for the Trust** - the establishment of financial and performance targets and the regular provision of information against those targets - to facilitate proper monitoring and control.
9. **Non-Exchequer Funds** - the formulation of policy for the management of non-exchequer funds.
10. **Treasury Policy** - the formulation of policy for the investment of both exchequer and non-exchequer funds.
11. **External Consultants** - the endorsement of the selection of any external consultants involving fees in excess of ~~£50,000~~ £1,000,000.

12. **Human Resources Policies** - the endorsement of Human Resources policies affecting pay, redundancy, retirement, equal opportunities, grievance and disciplinary procedures.
13. **Appointments** - the appointment, appraisal, disciplining and dismissal of the Chief Executive, other executive Board Directors and the Trust Secretary.
14. **Declaration of Interests** - Requiring and receiving the declaration of interests from Board Directors and Officers which may conflict with those of the Trust as per Standing Order No. 15.
15. **Organisational Structures** - Adoption of organisational structures, processes and procedures to facilitate the discharge of business or duties by the Trust and agree modifications thereto.
16. **Ratification of Urgent Decisions** - The ratification of urgent decisions taken in accordance with Standing Order No. 37.
17. **Corporate Trustee** - Approval of arrangements relating to the discharge of the Trust's responsibilities and duties as a corporate trustee for funds held on trust as set out in Standing Order No. 21.
18. **Bailee's Property** - Approval of arrangements relating to the discharge of the Trust's responsibilities as a bailee for patients' property.
19. **Trust Representatives** - The approval of any Trust representative on outside bodies.
20. **Management of Risk** - The approval and monitoring of the Trust's policies and procedures for the management of risk.
21. **Significant Activity or operation** - The approval of the introduction or cessation of any significant activity or operation.
22. **Contracts** - Approval of individual contracts (other than NHS contracts) of a capital or revenue nature in accordance with the Trust's Tendering and Contracting Procedure as set out in these Standing Orders.
23. **Litigation** - The agreement to action on matters relating to litigation against or on behalf of the Trust as defined in the approved Scheme of Delegation.
24. **Statement of Internal Control Evaluation** - Controls Assurance statement is a responsibility of the Board to sign as part of the financial statements.
25. **Approve arrangements for the dealing with complaints**
26. **Approve proposals of the Remuneration Committee regarding Directors and Senior Employees and those of the Chief Executive for staff not covered by the Remuneration Committee.**

**APPENDIX IX: TERMS OF REFERENCE FOR THE SERVICE
DEVELOPMENT COMMITTEE**

1. Constitution and Function

- 1.1. The Committee will comprise the Chairman of the Trust, the Non-Executive Directors and the Chief Executive.
- 1.2. The Committee will be chaired by the Chairman of the Trust.
- 1.3. Board Directors, Non-Board Directors, Officers and others may be invited to attend when their presence is considered necessary.
- 1.4. The Committee will not be a decision making Committee.
- 1.5. The Committee shall produce a written record which will be reported to and considered by the next scheduled Trust Board.

2. Terms of Reference

- 2.1. To consider future developments that may be of interest to the Trust.
- 2.2. To consider NHS wide developments and encourage discussion on how, if at all, the Trust could be affected.
- 2.3. To establish areas of interest where further consideration by the Trust Board would be of benefit to patient care.
- 2.4. To identify opportunities for long term growth and strategic planning and recommend such to the Trust Board.

APPENDIX X: TERMS OF REFERENCE FOR THE CLINICAL GOVERNANCE COMMITTEE

1. Constitution

- 1.1 The committee shall be formally established by the Board and its terms of reference, membership, delegated powers and reporting arrangements formally minuted. It will normally meet six times a year with three of those meetings set aside for core work
- 1.2 The Committee will be chaired by a non-executive director or an executive vice-chairman in the absence of the chairman
- 1.3 A quorum shall be one non-executive director and one executive director
- 1.4 The Committee's minutes will be reported to, and considered by, the Trust Board.
- 1.5 The functions of the Clinical Governance Committee will be reviewed on an annual basis

2. Functions and how these will be achieved

The Committee's prime function will be to ensure that high quality patient care is being delivered throughout the London Ambulance Service NHS Trust This will involve responsibility for overseeing new and revised clinical guidelines and protocols which staff are expected to follow during their working lives at LAS, these are based principally on those published by the Joint Royal Colleges Ambulance Liaison Committee. The Committee will require evidence that procedures and protocols are reviewed and further training is given (where appropriate) in response to the reporting and investigation of clinical incidents and complaints. It will monitor the progress of the Clinical Governance Strategy and the Clinical Governance Development Plan

To establish, monitor and recommend that the necessary remedial actions to effect good practice and standards in the context of Clinical Governance for the Trust, using the framework of *The Standards for Better Health* through the *Annual Healthcheck* (monitored by the Healthcare Commission) and the standards within the *NHSLA Clinical Care Risk Management Standard for Ambulance Services* (monitored by the NHSLA). *This will be achieved by receiving regular reports from feeder Groups, in particular Standards for Better Health Group, the Risk Information Group (which combines data from risks, complaints, claims and clinical incidents), the Complaints Group, the Infection Control Group and the Area Governance Groups. The Committee .will receive evidence of compliance and collated information for the final declaration of the Annual Healthcheck and any submission to the NHSLA*

To review the risks associated with clinical practice and untoward clinical events, ensuring that appropriate action plans have been set up to reduce these, working

with the Risk, Compliance and Assurance Group, who will grade them and place them on the Risk Register in accordance with the LAS Risk Scoring Matrix. This will be achieved primarily by reports from the Risk Information Group and ensuring that clinical risk reduction programmes of a high standard are in place and are appropriately monitored; that adverse events are detected early, openly and speedily investigated and that the lessons learned are promptly applied

To ensure that quality improvement processes (e.g. clinical audit) are in place and integrated with the quality programme for the organisation as a whole. Reports to the Committee will demonstrate that evidence-based practise is in day-to-day use supported by research and development This will be achieved by regular reports from the Clinical Audit and Research Steering Group

It will receive evidence that education, training, continuing personal and professional development are taking place for all personnel working for the London Ambulance Service. The Training Services Group and the Area Governance Groups and other feeder Groups as appropriate will provide this information. The Committee will monitor the implementation of the Trust wide Training Needs Assessment

Members of the Committee will define and develop Key Performance Indicators which provide quantitative and qualitative information to be collated in the format of an annual clinical governance report to the Board. These will be changed annually and will contribute to a Trust-wide scoring system

The Committee may recommend policy, as appropriate, to the Trust Board for formal approval. They may also commend further training or clinical service development as a result of evidence produced to the Committee

The Clinical Governance Committee is responsible for providing the Audit Committee with evidence that there is a high calibre clinical risk management system in place; that action plans have been agreed to manage those risks and that these have been appropriately followed up in order to manage/reduce the level of risk

Membership (deputies to be proposed unless already stated)

- *1 Non Executive Director (chair)
- *2 non executive directors
- *Medical Director (vice-chairman)
- Head of Education and Development
- *Director of Service Development
- *Head of Clinical Audit and Research
- *Head of Legal Services
- *Head of Governance
- Safety & Risk Advisor
- *Deputy Director Operations

PPI Manager
Diversity Manager
*Head of Complaints
Head of Logistics
*Assistant Director of Operations EOC (deputy -Senior Operations Officer – Planning & Risk)
*Director of Communications (deputy -Head of Communications)
Area Governance representative
*User Representative(s)
A&E Consultant
Head of Employment Services

*indicates member of core committee

Regular Reports will be received from::

Standards for Better Health Group
Complaints Group
Clinical Audit and Research Steering Group
Clinical Steering Committee
Training Services Committee
Risk Compliance and Assurance Group
Area Governance Groups
PPI Committee
Race Equality Strategic Group
Infection Control Group
Six month update on NICE Guidance applicable to LAS

Recommendations and feedback will be made to these groups as appropriate.

APPENDIX XI: APPLICATION OF STANDING ORDERS TO TRUST BOARD OBSERVER AND PROCEDURES ETC RELATING TO OBSERVER APPOINTMENT AND PARTICIPATION.

1. Appointment

- 1.1. The Trust Board may appoint an Observer to participate in the public agenda part of its public meetings to the extent and within the Participation terms and conditions set out below.
- 1.2. The Board does not restrict itself in any way by making arrangements to have an Observer present at its meetings.
- 1.3. The Observer can only be appointed by way of a resolution of the Trust Board. The Board may consider a nomination for an Observer from such body as the Trust Board deems fit. The Board may, after consideration, agree to accept or reject the nomination.
- 1.4. The Observer's tenure shall be for 12 months from the Trust Board's resolution to accept a nomination. The nominating body shall make arrangements three calendar months prior to the end of the Observer's tenure to either renew an existing nomination or make a new nomination. This must be passed to the Trust Board's Secretary to ensure proposed arrangements can be both presented to, and considered by, the Trust Board.
- 1.5. The nomination of an Observer shall include the nomination of a named substitute Observer and the Trust Board shall consider these together and at the same meeting.
- 1.6. The substitute Observer may take the place of the Observer at the Trust Board's public meetings. No other person or body may substitute for the substitute Observer.
- 1.7. The provisions of this Appendix XI shall apply equally to the substitute Observer as applicable.
- 1.8. The Observer shall not be nor construed to be a member of the Board nor an Officer or employee of the Trust

2. Participation

2.1. The Observer shall take a full and active part in the proceedings of the Board at its public meetings. Such participation will be for the purpose of reflecting and contributing the views of the public across London in order to assist the Trust Board in its decision making processes. Standing Orders shall apply to the Observer as set out below:

- 2.1.1. The Observer is not a member of the Trust Board nor an Officer of the Trust and may not represent the Trust in any capacity unless this has been approved in advance by way of a resolution of the Board.
- 2.1.2. The Observer shall be included in the record of attendance as per Standing Order 8.
- 2.1.3. The minutes of the meetings shall reflect any contributions made by the Observer in the normal manner and style of the Board's minutes. Standing Order 10 (Minutes) shall apply.
- 2.1.4. Standing Order 11 (Chairman's Ruling) shall apply.
- 2.1.5. The Observer is required to declare any interests at the commencement of a Trust Board meeting or during the course of any item on the agenda of the meeting. This shall include all the declarations or reasons for declaration set out in Standing Order 15.
- 2.1.6. The Trust Board may appoint the Observer to one or more of the Board's Committees. The relevant Standing Orders relating to Committees shall apply to the Observer where such an appointment takes place.
- 2.1.7. Standing Order 46 (Interpretation of Standing Orders) shall apply.
- 2.1.8. Where a motion to exclude the public from a meeting or part of a meeting is heard and the Board resolves to exclude the public then the Observer, being a member of the public, shall also be excluded.
- 2.1.9. The Observer shall ensure that the following are kept as strictly confidential in the event the Observer learns of or gleans or has such disclosed to them:
 - 2.1.9.i. patient identifiable information or
 - 2.1.9.ii. staff member/employee identifiable information or
 - 2.1.9.iii. "commercial in confidence" information or

- 2.1.9.iv. information covered by the Information Management and Technology Security Policy or policies emanating from the activities of the Trust's Caldicott Guardian or
 - 2.1.9.v. information that becomes restricted in the future and is so advised
- 2.1.10. The Observer shall not use their association with the Trust to gain any advantage or preference or benefit in their own private dealings or transactions
- 2.1.11. No other requirements of Standing Orders are binding upon the Observer. The Trust Board reserves its right to amend its own Standing Orders which includes this Appendix XI from time to time and such an amendment or amendments may be binding upon the Observer in the future.

~~APPENDIX XII: TERMS OF REFERENCE FOR THE RISK
MANAGEMENT COMMITTEE~~

~~1. Constitution and Function~~

~~1.1 The Committee shall be formally established by the Board and its terms of reference, membership, delegated powers and reporting arrangements formally minuted. It will normally meet three times a year immediately following the Audit Committee~~

~~1.2 The Committee will normally be chaired by a non executive director and the quorum for each meeting will be one non executive and one executive director.~~

~~1.3 The Committee's function will be to take a general overview of all risk management activities within the Trust and to pick up any specific risk management issues which are not covered by the specialist Audit and Clinical Governance Committees.~~

~~1.4 The Committee's minutes will be reported to, and considered by, the Trust Board.~~

~~2. Terms of reference~~

~~2.1 The Committee's prime functions will be:~~

- ~~▪ Monitoring progress with all risks on the Risk Register and on agreed Key Performance Indicators~~
- ~~▪ Receiving an annual progress report on risk management arrangements~~
- ~~▪ Receiving minutes of all Clinical Governance Committee meetings~~
- ~~▪ Ensuring one non executive director is both a member of Risk Management Committee and Clinical Governance Committee~~
- ~~▪ Monitoring take up and effectiveness of training courses relating to non-clinical risk management~~

~~2.2 The Committee will receive regular reports from the Risk Management Group and the Clinical Governance Committee.~~

The Risk Management Committee has delegated responsibility for taking a general overview of all risk management activities within the Trust and to pick up any specific risk management issues which are not covered by the specialist Audit and Clinical Governance Committees.

Main functions:

- Monitoring progress with all risks on the Risk Register and on agreed Key performance indicators
- Receiving an annual progress report on risk management arrangements
- Receiving minutes of all Clinical Governance Committee meetings
- Ensuring one non-executive director is both a member of Risk Management Committee and Clinical Governance Committee
- Monitoring take up and effectiveness of training courses relating to non-clinical risk management

Risk Management Committee receives regular reports from

- Risk Management Group
- Clinical Governance Committee

The Risk Management Committee will meet three times a year immediately following the Audit Committee and the quorum for each meeting will be one non-executive and one executive director.