



Standing Orders, Reservation and Delegation of Powers of the Trust Board Directors

September 2012

Revisions approved by Audit Committee 3rd September 2012

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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 Deputy 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.
Deputy 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.
Director	Shall mean a Director whether they are a Board Director or a non Board Director.
Director of Finance	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 that 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, Standing Orders, and observance of Department of Health 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 National Health Service Trust (Establishment) Order 1996 (as amended).
Trust Board	Means the Board
Trust Secretary	Means Secretary.
Service Level Agreement	A service-level agreement (SLA) is a part of a service contract where the level of service is formally defined. In practice, the SLA is used to refer to the contracted service and performance when referring to the third party or host.
Key Performance Indicator (KPI)	Key Performance Indicator is a specific indicator embedded into an SLA as a measurement to monitor the performance.

The Bribery Act 2010, which repeals existing corruption legislation, has introduced the offences of offering and receiving a bribe. It also places specific responsibility on organisations to have in place sufficient and adequate procedures to prevent bribery and corruption taking place. Under the Act, Bribery is defined as "Inducement for an action which is illegal unethical or a breach of trust. Inducements can take the form of gifts loans, fees rewards or other privileges". Corruption is broadly defined as the offering or the acceptance of inducements, gifts or favours payments or benefit in kind which may influence the improper action of any person; corruption does not always result in a loss. The corrupt person may not benefit directly from their deeds; however, they may be unreasonably using their position to give some advantage to another. To demonstrate the organisation has sufficient and adequate procedures in place and to demonstrate openness and transparency all staff are required to comply with the requirements of the Standing Orders policy. For a more detailed explanation see the Anti-Bribery Policy. Should members of staff wish to report any concerns or allegations they should contact their Local Counter Fraud Specialist

The Fraud Act 2006 (the Act) came into force on 15 January 2007 and applies in England, Wales and Northern Ireland.

The Act repealed the following offences:

Theft Act 1968

- Section 15 (obtaining property by deception);
- Section 15A (obtaining a money transfer by deception);
- Section 16 (obtaining a pecuniary advantage by deception);
- Section 20(2) (procuring the execution of a valuable security by deception);
- Reference to "cheat" in Section 25 (going equipped).

Theft Act 1978

- Section 1 (obtaining services by deception);

- Section 2 (evasion of liability by deception).

These offences continue to apply for any offences committed before 15 January 2007. Section 1 of the Fraud Act 2006 creates a general offence of fraud and introduces three ways of committing it set out in Sections 2, 3 and 4.

- Fraud by false representation (Section 2);
- Fraud by failure to disclose information when there is a legal duty to do so (Section 3); and
- Fraud by abuse of position (Section 4).

In each case:

- the defendant's conduct must be dishonest;
- his/her intention must be to make a gain; or cause a loss or the risk of a loss to another.
- No gain or loss needs actually to have been made.
- The maximum sentence is 10 years' imprisonment.

*Note: The Standing Orders should be read in conjunction with the Anti Fraud Policy and Anti Bribery Policy.

For a more detailed explanation see the Anti Fraud Policy and the Anti-Bribery Policy. Should members of staff wish to report any concerns or allegations they should contact their Local Counter Fraud Specialist.

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 Annual Accounts¹ 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 AND OBSERVERS 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 at 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 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.

¹ Agreed amendment by SRP on 1st November 2011 on behalf of the Trust Board

- 2.5 Appendix XI describes the procedure for appointment and participation of observers.
- 2.6 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. DEPUTY CHAIRMAN

- 4.1. The Directors of the Board may select one of the non-executive Directors other than the Chairman to be Deputy 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 Deputy Chairman by giving notice in writing to the Chairman, and the Board Directors shall thereupon elect another Deputy 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 Deputy 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 Deputy 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 Deputy Chairman, if present, shall preside.
- 5.3. If the Chairman and Deputy 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, or if the meeting is convened at shorter notice, then at the time it is convened.

7. VOTING

- 7.1 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.

8. RECORD OF ATTENDANCE

- 8.1. The names of Board Directors, attending directors and observers present at the meeting shall be recorded.

9. QUORUM

- 9.1. 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.
- 9.2. An officer in attendance on behalf of an executive Board Director but without formal acting up status agreed by the Board's Remuneration and Nominations Committee may not count towards the quorum.
- 9.3. 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.
- 9.4. 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 Nominations Committee).

10. MINUTES

- 10.1. 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.
- 10.2. No discussion shall take place upon the minutes except upon their accuracy or where the Chairman considers discussion appropriate.
- 10.3. Draft minutes will be circulated with the agenda and papers for the next meeting of the Board.
- 10.4. Where providing a record of a public meeting the minutes shall be made available to the public as required by the NHS Code of Openness.
- 10.5. 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 two weeks and should be included in the Board's agenda.

11. CHAIRMAN'S RULING

- 11.1. 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.

12. MANNER OF VOTING

- 12.1. 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.
- 12.2. 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.
- 12.3. If a Board Director so requests, his/her vote shall be recorded by name.
- 12.4. In no circumstances may an absent Board Director vote by proxy. Absence is defined as being absent at the time of the vote.
- 12.5. 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.

13. AMENDMENTS

- 13.1. 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.

14. TENDERING AND CONTRACTING PROCEDURE

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

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

- 15.1. 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 15.6.

- 15.2. 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.
- 15.3. Notwithstanding the provisions of 15.1 and 15.2 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:
 - 15.3.1. Directorships, including non-executive Directorships held in private companies or PLCs.;
 - 15.3.2. Ownership or partnership of private companies, businesses or consultancies likely or possibly seeking to do business with the Trust;
 - 15.3.3. Majority or controlling shareholdings in organisations likely or possibly seeking to do business with the Trust;
 - 15.3.4. A position of authority in a charity or voluntary body in the field of healthcare or social services; and
 - 15.3.5. Any material connections with a voluntary or other body contracting for services with NHS organisations.
 - 15.3.6. Any other commercial interest in a decision before a meeting of the Trust Board.
- 15.4. 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 a 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. Any suspicion of fraud or bribery will be referred by the Director of Finance to the LCFS for further investigation, or in cases where the Director of Finance is alleged to be involved a report will be made direct from the delegated responsible Board member.
- 15.5. 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.
- 15.6. 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.

- 15.7. 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.
- 15.8. A Board Director shall be treated, subject to Standing Order 15.5. and the next following paragraphs, as having indirectly a pecuniary interest in a contract, proposed contract or other matter, if -
- 15.8.1. 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
- 15.8.2. 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.
- 15.9. A Board Director shall not be treated as having a pecuniary interest in any contract proposed contract or other matter by reason only -
- 15.9.1. 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
- 15.9.2. Of an interest of his/her or of any company, body or person with which he/she is connected as mentioned in Standing Order 15.8 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.
- 15.10. 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 £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.
- 15.11. 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.
- 15.12. 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.

- 15.13. 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.
- 15.14. 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.
- 15.15. 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.
- 15.16. 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.
- 15.17. 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

16.APPOINTMENT OF COMMITTEES AND SUB-COMMITTEES

- 16.1. 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.
- 16.2. 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 16.1 above.
- 16.3. Where committees are authorised to establish sub-committees they may not delegate executive powers to the sub-committee unless expressly authorised by the Board.
- 16.4. 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.
- 16.5. 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.
- 16.6. Such committees appointed in accordance with Sections 16.1 and 16.2 shall continue until such time as the Board agrees to their disbandment.
- 16.7. 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.

17. ARRANGEMENTS FOR THE EXERCISE OF FUNCTIONS

- 17.1 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 16, hereof, by any officer appointed by the Board, 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.
- 17.2 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.

18. AUDIT COMMITTEE

- 18.1 The Codes of Conduct and Accountability issued in 1994 set out the requirement for every NHS Board to establish an Audit Committee as the means by which the Board ensures effective internal control arrangements are in place.
- 18.2 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 will attend this Committee as appropriate and it will be serviced by the Committee 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.

19. REMUNERATION AND NOMINATIONS COMMITTEE

- 19.1 In accordance with the guidance issued by the NHS Executive under EL(94)40, the Board shall establish a Remuneration and Nominations Committee. The Committee shall comprise of Non-Executive Directors (with a quorum of three), be chaired by the Chairman of the Board of Directors. 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.

20. CHARITABLE FUNDS COMMITTEE

- 20.1 The Board shall establish a Charitable Funds Committee to determine the policy for the management of the Trust's charitable funds and to

implement that policy. The Committee 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 (or his/her representative) and representatives of the staff. It will report to the Trust Board. The Trust Board shall formally agree membership of the Committee together with its terms of reference as detailed in Appendix V.

21. STRATEGY REVIEW AND PLANNING GROUP

21.1 The Board shall establish a Strategy Review and Planning Group 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 Chairman of the Board of Directors. Non-Executive Directors, the Chief Executive, Executive directors, and non-voting directors will be members of the committee. 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 VI.

22. QUALITY COMMITTEE

22.1 The Board shall establish a Quality Committee to oversee effective management of quality, safety and risk. 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 VII.

23. FINANCE AND INVESTMENT COMMITTEE

23.1 The Board shall establish a Finance & Investment Committee to oversee effective management of finances, and investment. 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 VIII.

24. BOARD APPEALS PANELS

24.1 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.

25. COMPOSITION OF COMMITTEES

25.1 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.

26. PROCEEDINGS IN COMMITTEES TO BE CONFIDENTIAL

26.1 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.

26.2 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.

27. APPOINTMENT OF CHAIRMEN OF COMMITTEES

27.1 The Chairman of the Trust Board shall appoint the Chairmen of Trust Committees at the first meeting of the Trust Board for the following year and, if desired, a Deputy Chairman of the Committee. Appointments will continue from one year to the next unless the Chairman decides otherwise.

27.2 Appointment of members of Committees shall be made by the Chairman of the Trust Board in consultation with the Chairman of the Committee.

28. SPECIAL MEETINGS OF COMMITTEES

28.1 The Chief Executive shall summon any Committee at the request of its chairman, or on the requisition in writing by any two Committee members.

29. QUORUM

29.1 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

30. CUSTODY OF SEAL

30.1 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.

31. SEALING OF DOCUMENTS

31.1 The fixing of the seal of the 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.

31.2 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.

32. REGISTER OF SEALINGS

32.1 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.

33.CANVASSING OF, AND RECOMMENDATIONS BY, DIRECTORS

33.1 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.

33.2 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.

33.3 Informal discussions outside appointments panels or committees, whether solicited or unsolicited, should be declared to the panel or committee.

34.RELATIVES OF BOARD DIRECTORS OR OTHER MEMBERS OF STAFF

34.1 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. Any suspicion of fraud or bribery will be referred by the Director of Finance to the LCFS for further investigation, or in cases where the Director of Finance is alleged to be involved a report will be made direct from the delegated responsible Board member.

34.2 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.

34.3 Two persons shall be deemed to be related if they are husband and wife, civil partners, 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.

35.INTERESTS OF MEMBERS OF STAFF

35.1 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.

35.2 Any identified failure by any member of staff to give notice in writing to 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 will be referred by the Director of Finance to the LCFS for further investigation, or in cases where the Director of Finance is alleged to be involved a report will be made direct from the delegated responsible Board member.

PART V: MISCELLANEOUS

36.SUSPENSION OF STANDING ORDERS

36.1 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.

36.2 A decision to suspend Standing Orders shall be recorded in the minutes of the meeting.

36.3 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.

36.4 No formal business may be transacted while Standing Orders are suspended.

36.5 The Audit Committee shall review every decision to suspend Standing Orders.

37.VARIATION AND AMENDMENT OF STANDING ORDERS

37.1 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.

38.STANDING ORDERS TO BE GIVEN TO DIRECTORS

38.1 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.

39.SIGNATURE OF DOCUMENTS

39.1 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.

39.2 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.

40. STANDING FINANCIAL INSTRUCTIONS

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

41. URGENT DECISIONS

41.1 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 Deputy Chairman, with a recommended course of action. The Chairman, or in his absence the Deputy Chairman, shall be authorised to act on behalf of the Board where time is of the essence.

41.2 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 Deputy 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.

42. CODES OF CONDUCT AND ACCOUNTABILITY

42.1 Codes of Conduct and Accountability issued by 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 IX.

42.2 Staff should comply with the national guidance contained in Health Service Guidelines 1993/5 "Standards of Business Conduct for NHS Staff".

43. CODES OF PRACTICE

43.1 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.

44. OVERSEAS BUSINESS TRAVEL OUTSIDE THE UNITED KINGDOM BY TRUST EMPLOYEES

44.1 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.

44.2 In order to ensure probity and public confidence in their appropriateness, all such journeys outside of the European Union area will be reported to the Trust Board on an annual basis. The Audit Committee will receive an annual report on travel undertaken by Trust staff.

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

- 44.3.1 Clear Trust benefits are expected and specified
- 44.3.2 A personal presence is required
- 44.3.3 There is a major role to be played at any conference attended
- 44.3.4 Part funding by conference organisers should be considered
- 44.3.5 The appropriateness of Business Class travel
- 44.3.6 Written report to the Trust Board on outcomes achieved

44.4 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.

45. DOCUMENTS HAVING THE STANDING OF STANDING ORDERS

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

46. REVIEW OF STANDING ORDERS

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

47. PART VI: DECISIONS RESERVED FOR THE BOARD

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

48. PART VII: SCHEME OF DELEGATION

48.1 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 XI.

49. PART VIII: INTERPRETATION OF STANDING ORDERS

49.1 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.

APPENDIX I

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.
 - 4.9 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.

APPENDIX II TENDERING AND CONTRACT PROCEDURE

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. 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, or in his/her absence, an Executive 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 Deputy-Chairman, in accordance with Standing Order 41 (Urgent Decisions).

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 or if the lifetime is not defined it is taken to be the equivalent of 48 months spend. Reference must be made to the extant EU procurement thresholds as set out in the following link: http://www.ogc.gov.uk/procurement_policy_and_application_of_eu_rules_eu_procurement_thresholds.asp. Where the contract includes options, the value of these options must be taken into account in determining whether the threshold has 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 thresholds are set bi-annually and with effect from January 1st 2011 (VAT exclusive) are as follows:

Supplies	£ 113,057
Services	£ 113,057
Works	£4,348,350

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 Trust 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 (Disposals) 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, 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 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, 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, 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 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.

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 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 is 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 guidance. Where maintained, the Director of Finance shall keep the list of financially approved firms and the Director of 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 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 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.

- 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 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 Information Management & Technology to the Chief Executive and Director of Finance in writing. The record shall be counter-signed by the Chief Executive and Director of Finance 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 £10,000, they shall be joined together wherever possible so that the total value exceeds the £10,000 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 £10,000.

7. LIST OF APPROVED FIRMS

- 7.1 The Trust shall maintain, wherever possible, lists of approved firms from who 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 is satisfied.
- 7.4 Where the Director of Finance 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 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 be submitted in either :
- a) hard copy (as used by the Estates Department)
 - b) electronically using the Bravosolution e-tendering portal (as used by the Procurement Department).

8.1.1. For hard copy tender returns it will be stated 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.

8.1.2 For electronic returns the 'Sealed' option for viewing responses shall be used.

- 8.2 Every tender for goods, materials, services or disposals shall embody the NHS Standard Contract Conditions that the tender shall be awarded under.
- 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 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 hard copy tender returns, 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 A 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).
- 9.4 For electronic tender returns, tenders may not be 'opened' or supplier information viewed until the pre-defined time and date for opening has passed.

10. OPENING TENDERS

- 10.1 For hard copy tender returns, 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 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.

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 10.2 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 10.6 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, 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 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, 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 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. 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 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 or his/her nominated officer, to analyse the financial information received with the tender documentation, and any other documentation the Director of Finance or his/her nominated officer consider appropriate. In circumstances where the Director of Finance is not satisfied with the financial competence of the firms, the position shall be discussed by the Director of Finance 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 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 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).

- 12.6.3 All companies entering contracts with the organisation must provide a minimum of Full name; Registered number; and Registered address and any separate principal trading addresses.
- 12.6.4 Additionally, for unquoted companies:
Name of all directors; Names of beneficial owners or those with significant influence over the business and its assets, with particular attention paid to any significant shareholders. For group companies the organisation will need to understand the structure of the group and identify any beneficial owner of the ultimate parent. An identification verification certificate – should be used to collect and retain the details.
- 12.6.5 London Ambulance Service should verify the existence of the company from:
either confirmation of the company's listing on a regulated market;
or a search of the relevant company registry;
or a copy of the company's certificate of incorporation.
- 12.6.6 Enquiries should be made to ensure that the company has not been, or is not in the process of being, dissolved, struck off, wound up or terminated. London Ambulance Service should consider whether there is evidence that the business is well known, reputable and of long standing and document this evidence.
- 12.6.7 In addition London Ambulance Service should take appropriate steps on a risk basis to obtain evidence that the person(s) instructing us have the necessary authority to do so. 'Know your client' is an on-going process. If the organisation becomes aware of changes to the client's structure or ownership, or if suspicions are aroused by a change in the nature of the business transacted, further checks should be made to ascertain the reason for the changes.

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 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 (Competitive Tendering) of this Appendix shall not apply to the disposal of:
- 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

16.1 Every contract for building and engineering works, except contracts for maintenance work only, where Department of Health Capital Investment Manual guidance shall be followed, shall embody as much of the JCT as are 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.

16.2 **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 and other appropriate legislation.

16.3 **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.

- 16.4 **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 2006.

17. ADVANCED/PHASED PAYMENTS

Advance/phased payments, except those made for capital building projects 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. 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 presented to the Audit Committee as appropriate.

19. REPORTING OF TENDER ACTIVITY

- 19.1 The Trust Secretary shall report to the Board any tenders received and the names of those organisations tendering.
- 19.2 After the analysis of tenders by the senior manager responsible has completed then the Trust Secretary shall report to the Board for noting in the Part II meeting:
- 19.1.1 what was being tendered,
 - 19.1.2 the names of those tendering and
 - 19.1.3 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 19.2.

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:

- 20.1 The Chief Executive shall demonstrate that the use of private finance represents value for money and genuinely transfers risk to the private sector.
- 20.2 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.
- 20.3 The proposal must be specifically agreed by the Board.
- 20.4 The selection of a contractor/finance company must be on the basis of competitive tendering or quotations.

21 SHARED AND HOSTED SERVICE ARRANGEMENTS

21.1 Where the Trust uses a shared or hosted service provided by another NHS organisation or private company to undertake part of its functions, these functions shall remain the ultimate responsibility of the Trust.

21.2 ELFS Shared Service, a business division of Calderstones Partnership NHS Foundation Trust are responsible for the provision of a Financial Shared Service on behalf of LAS. The Shared Financial Services are contractually bound to deliver the financial service to LAS over seen by the Director of Finance or their nominated officer as defined by the contract between both parties. The Director of Finance shall retain overall accountability in relation deliver of the Financial Services provided to LAS.

21.3 A contractual agreement with an overarching SLA has been agreed between LAS and the Shared Financial Services provider setting out the arrangements for the delivery of a Shared Financial Service with a clearly defined mechanism in order to monitor and report the performance in full.

21.4 All arrangements are clearly set out in the KPIs detailing accountability, responsibilities and authority of the respective parties. This also set out the framework by which the Trust and its auditors can gain assurance and the timescales by which this will be provided.

Appendix A

London Ambulance Service NHS Trust
Competitive Tendering Register
Record of Invitations to Tender

Tender:		
Reg No:		
Date & Time:		
Estimated Value:		
Reported to TB:		
Present At Opening:		
Closing Date:		
<table border="1"><thead><tr><th><u>Name</u></th><th><u>Amount</u></th></tr></thead><tbody></tbody></table>	<u>Name</u>	<u>Amount</u>
<u>Name</u>	<u>Amount</u>	

APPENDIX III: TERMS OF REFERENCE

AUDIT COMMITTEE June 2012

1. Authority

- 1.1 The Audit Committee is constituted as a Standing Committee of the Trust Board of Directors. Its constitution and terms of reference shall be set out below and subject to amendment when directed and agreed by the Board of Directors.
- 1.2 The Audit 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.
- 1.3 The Audit Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

2. Purpose

- 2.1 The primary focus of the Audit Committee shall be the risks, controls and related assurances that underpin the achievement of the Trust's objectives.
- 2.2 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.
- 2.3 The Committee shall review the adequacy of risk and control related disclosure statements, in particular the Annual Governance Statement, Care Quality Commission regulations, Internal and External Audit reports, together with any accompanying Head of Internal Audit statement, external audit opinion or other appropriate independent assurances, prior to endorsement by the Board.
- 2.4 The Committee shall review the adequacy of 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.
- 2.5 The Committee shall review the policies for ensuring compliance with relevant regulatory, legal and code of conduct requirements.
- 2.6 The Committee shall review 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 NHS Counter Fraud and Security Management Service.
- 2.7 In carrying out this work the Committee will primarily utilise the work of Internal Audit, External Audit and other assurance functions, within the context of the Board Assurance Framework, but will not be limited to these

audit functions. It will also seek reports and assurances from the Quality and Finance and Investment Committees, and from directors and managers as appropriate, concentrating on the overarching systems of risk, controls and assurances, together with indicators of their effectiveness.

3. Internal Audit

3.1 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 of Directors. This will be achieved by:

3.1.1 review and approval of the Internal Audit strategy, operational plan and a more detailed programme of work, ensuring that this is consistent with the audit needs of the organisation as identified in the Assurance Framework;

3.1.2 consideration of the major findings of internal audit work (and management's response), ensuring co-ordination between the Internal and External Auditors to optimise audit resources;

3.1.3 ensuring that the Internal Audit function is adequately resourced and has appropriate standing within the organisation;

3.1.4 an annual review of the effectiveness of Internal Audit.

4. External Audit

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

4.1.1 consideration of the performance of the External Auditor;

4.1.2 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, the audit fee, and ensure coordination, as appropriate, with other External Auditors in the local health economy;

4.1.3 discussion with the External Auditors of their local evaluation of audit risks;

4.1.4 review of 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;

4.1.5 discussion and agreement on the Trust's Annual Governance Statement.

5. Other Assurance Functions

- 5.1 The Audit Committee shall review other assurance functions, both internal and external to the organisation, and consider the implications for the governance of the organisation. This will be achieved by:
- 5.1.2 review of the effectiveness of the other committees in the management of risk and principally that of the Quality Committee and the Risk, Compliance and Assurance Group;
- 5.1.3 review of the findings of any reviews by Department of Health Arms Length Bodies or Regulators/Inspectors (e.g. Care Quality Commission, NHS Litigation Authority, etc.), professional bodies with responsibility for the performance of staff or functions (e.g. Royal Colleges, accreditation bodies, etc);
- 5.1.4 review the work of the Quality Committee in order to satisfy itself on the assurance that can be gained from the clinical audit function;
- 5.1.5 review the assurances provided by the internal auditors of the Trust's Shared Financial Services provider.

6. Counter Fraud

- 6.1 The Committee shall satisfy itself that the organisation has adequate arrangements in place for countering fraud and shall review the outcomes of counter fraud work.²

7. Management

- 7.1 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.
- 7.2 The Committee may also request specific reports from individual functions within the organisation (for example, clinical audit) as they may be appropriate to the overall arrangements.

8. Financial Reporting

- 8.1 The Audit Committee shall review the Annual Report and Financial Statements before submission to the Board, focusing particularly on:
- the Annual Governance Statement;
 - disclosures relevant to the Terms of Reference of the Audit Committee;
 - changes in, and compliance with, accounting policies and practices;
 - unadjusted mis-statements in the financial statements;
 - significant judgments in preparation of the financial statements;
 - significant adjustments resulting from the Audit;
 - letter of representation; and
 - qualitative aspects of financial reporting.

² From the NHS Audit Committee Handbook

8.2 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 the completeness, timeliness and accuracy of the information provided to the Board.

8.3 The Committee shall monitor the integrity of the financial statements of the Trust and any formal announcements relating to the Trust's performance.³

9. Membership

9.1 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, all of whom shall have voting rights. The Trust Chair shall not be a member of the Committee.

9.2 At least one member of the Audit Committee must have recent and relevant financial experience.

9.3 One non-executive director member will be the Chair of the Committee and, in their absence, another non-executive member will be nominated by the others present to deputise for the Chair.

9.4 The Director of Finance, Director of Corporate Services and the Chief Operating Officer or their deputy should normally attend all Audit Committee meetings, with the Chief Executive invited to attend at least annually to discuss with the Audit Committee the process for assurance that supports the Annual Governance Statement.

9.5 The non-executive Chair of the Quality Committee should be invited to attend all Audit Committee meetings.

9.6 Other executive directors should be invited to attend when the Committee is discussing areas of risk or operation that are the responsibility of that director.

9.7 The appropriate Internal and External Audit representatives and a Local Counter Fraud representative shall normally attend all meetings. At least once a year the Audit Committee should meet privately with the External and Internal Auditors.

10. Accountability

10.1 The Audit Committee shall be accountable to the Trust Board of Directors.

11. Responsibility

11.1 The Audit Committee is a non-executive Committee of the Trust Board and has no executive powers, other than those specifically delegated in these Terms of Reference.

³ As above

12. Reporting

- 12.1 The minutes of Audit Committee meetings shall be formally recorded by the Trust's Committee Secretary and the approved minutes submitted to the Trust Board.
- 12.2 The Chair of the Audit Committee shall draw to the attention of the Trust Board any issues that require disclosure to the full Board or that require executive action.
- 12.3 The Committee will report to the Board annually on its work in support of the Annual Governance Statement, 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 Care Quality Commission regulations and the processes behind the Quality Accounts.⁴

13. Administration

- 13.1 Secretarial support will be provided by the Trust's Committee Secretary and will include the agreement of the Agenda with the Chair of the Audit Committee and attendees and collation of papers, taking minutes and keeping a formal record of matters arising and issues carried forward.
- 13.2 The Agenda and papers will be distributed 5 working days before each meeting.
- 13.3 The draft minutes and action points will be available to Committee members within four weeks of the meeting.
- 13.4 Members will ensure provision of agenda items, papers and update the commentary on action points at least 10 days prior to each meeting.
- 13.5 Papers tabled will be at the discretion of the Chair of the Audit Committee.

14. Quorum

- 4.1 The quorate number of members shall be 2 which will include the following:
 - The Chair of the Audit Committee or the nominated deputy (who must also be a Non-Executive Director);
 - In the absence of the Chair, Committee members will nominate a deputy chair for the purposes of that meeting.

15. Frequency

- 15.1 Meetings shall be held at least quarterly.

⁴ The NHS Audit Committee handbook

15.2 The External Auditor or Head of Internal Audit may request a meeting if they consider that one is necessary.

16. Review of Terms of Reference

16.1 The Audit Committee will review these Terms of Reference at least annually from the date of agreement.

16.2 The Chair or the nominated deputy shall ensure that these Terms of Reference are amended in light of any major changes in Committee or Trust governance arrangements.

Terms of Reference
June 2012

Sandra Adams
Director of Corporate Services

APPENDIX IV: TERMS OF REFERENCE
REMUNERATION AND NOMINATIONS COMMITTEE

May 2011

1. Authority

- 1.1 The Remuneration and Nominations Committee is constituted as a standing committee of the Trust Board of Directors (the Board). Its constitution and terms of reference shall be set out below and subject to amendment when directed and agreed by the Trust Board.
- 1.2 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.
- 1.3 The Committee is authorised by the Board at the Trust's expense:
- I. to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary; and/or
 - II. within any budgetary restraints imposed by the Board of Directors, to appoint remuneration consultants, and to commission or purchase any relevant reports, surveys or information which it deems necessary to help fulfil its duties.

2. Purpose

The primary purpose of the Remuneration and Nominations Committee is to appoint and, if necessary, dismiss the executive directors, establish and monitor the level and structure of total reward for executive directors, ensuring transparency, fairness and consistency.

3. Duties

The Committee shall:

- 3.1 Appoint and, if necessary dismiss the Chief Executive of the Trust;
- 3.2 Make such recommendations to the Board on the remuneration and terms of service of the Chief Executive;
- 3.3 Appoint and, if necessary dismiss the executive directors, taking into account the advice of the Chief Executive. The Committee shall not make an appointment to an executive director position which the Chief Executive does not support, rather a further recruitment process shall commence for the role in question;
- 3.4 In consultation with the Chairman of the Board of Directors and the Chief Executive, determine the total individual remuneration package of each executive director, other than the Chief Executive. In doing so the Committee shall:
- I. Ensure that the levels of remuneration are sufficient to attract, retain and motivate executive directors of the quality required to run the Trust

successfully. They shall, however, avoid paying more than is necessary for the purpose;

- II. Judge where to position the Trust relative to other NHS Trusts, NHS foundation trusts and comparable organisations. Such comparisons, however, shall be used in caution in view of the risk of an upward ratchet of remuneration levels with no corresponding improvement in performance;
 - III. Be sensitive to pay and employment conditions elsewhere in the Trust, especially when determining annual salary increases;
 - IV. Ensure that neither the Chief Executive nor any other executive director is involved in deciding his or her own employment arrangements, including their own remuneration; and
 - V. Ensure that where executive directors or senior management are involved in advising or supporting the Committee, care is taken to recognise and avoid conflicts of interest.
- 3.5 In consultation with the Chief Executive, agree and monitor the level and structure of remuneration for senior management, the definition of which shall be determined by the Committee but shall normally include the first layer of management below Board of Director level;
- 3.6 Agree the policy for authorising claims for expenses from the Chairman of the Board of Directors and executive directors;
- 3.7 Ensure that all provisions regarding disclosure of remuneration, including pensions, are fulfilled;
- 3.8 Be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any independent remuneration consultants who advise the Committee. Where remuneration consultants are appointed, a statement shall be made available of whether they have any other connection with the Trust; and
- 3.9 Obtain reliable, up-to-date information about remuneration in other Trusts and comparable organisations.

4. Responsibility

- 4.1 In developing recommendations for remuneration packages, the Committee will wish to ensure that they have:
- i. A clear statement of the responsibilities of the individual posts and their accountabilities for meeting objectives of the organisation;
 - ii. Means of assessing the comparative size of the job by job evaluation;
 - iii. Comparative salary information from the NHS, other public sector organisations including Trusts, and other industrial and service organisations;
 - iv. 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.

5. Membership and attendance

- 5.1 The Committee will comprise the Chairman of the Board of Directors, independent non-executive Directors and the Chief Executive.

- 5.2 The Chairman of the Committee shall be the Chairman of the Board of Directors.
- 5.3 The Chief Executive and Director of Corporate Services/Trust Secretary will normally be in attendance at meetings but will not be present for discussions about their own remuneration and terms of service.

6. Accountability

- 6.1 The Remuneration and Nominations Committee shall be accountable to the Trust Board.

7. Reporting responsibilities

- 7.1 The Committee Chairman shall report formally to the Board of Directors on its proceedings after each meeting on all matters within its duties and responsibilities.
- 7.2 The minutes of the relevant Board meetings are formally to record decisions taken.
- 7.3 The Committee shall produce an annual report of the Trust's remuneration policy and practices which shall form part of the Trust's annual report.

8. Administration

- 8.1 The Committee will meet as directed by the Board. Its proceedings will be formally minuted and it will be supported by the Director of Corporate Services/Trust Secretary.

9. Quorum

- 9.1 The quorate number of members shall be 3 non-executive directors plus the Chair or Deputy Chair.
- 9.2 In the absence of the Committee Chairman and/or an appointed Deputy, the remaining non-executive members present shall elect one of themselves to chair the meeting.

10. Frequency

- 10.1 Meetings shall be held at least twice a year and at such other times as the Chairman of the Committee shall require.
- 10.2 Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of the Chairman and/or Chief Executive.
- 10.3 Minutes of the Committee shall be circulated to all members and to all members of the Board of Directors save where the minutes concern decisions relating to individual executive directors.

11. Review of Terms of Reference

- 11.1 The Trust Board shall review these terms of reference annually.

Sandra Adams
Director of Corporate Services
May 2011

APPENDIX V: TERMS OF REFERENCE

CHARITABLE FUNDS COMMITTEE

September 2012

1. Authority

The terms of reference of the Charitable Funds Committee shall be set out below and subject to amendment when directed and agreed by the Trust Board.

The Committee is authorised by the Trust 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 Trust Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

2. Purpose

To oversee, on behalf of the trustees of the London Ambulance Service Charitable Funds⁵, the management, investment and disbursement of charitable funds within the regulations provided by the Charities Commission and to ensure compliance with the laws governing charitable funds.

3. Responsibility

To act on behalf of the Trust in satisfying the duties and responsibilities of trustees in managing the funds;

To ensure that policies and procedures are in place to meet the requirements of the Charities Commission and the laws governing charitable funds;

To establish an investment strategy in accordance with the Trustee Act 2000 and if necessary to appoint fund managers to act on its behalf;

To monitor the performance of investments and of appointed Investment Managers;

To review the charity's reserves policy;

To review the income and expenditure transactions for all funds;

To review legacies received and ensure that the Trust complies with the terms of the legacy;

⁵ The Trust Board members shall act as the Trustees of the London Ambulance Services' 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.

To examine the financial statements of the charity and approve the annual return and the annual accounts in line with the requirements of the Charities Commission and the laws governing charitable funds;

To approve the charitable funds annual budget;

To authorise the establishment of new funds and new charities.

4. Membership

The membership of the committee shall comprise one non-executive director, the director of workforce, the financial controller and a nominated staff-side representative.

One non-executive director member shall be the Chair of the Committee and, in their absence, another non-executive member shall be nominated by the others present to deputise for the Chair.

Other managers/staff may be invited to attend meetings depending upon issues under discussion.

5. Accountability

The Charitable Funds Committee shall be accountable to the Trust Board of Directors.

6. Reporting

The minutes of Charitable Funds Committee meetings shall be formally recorded by the Trust's Committee Secretary and the approved minutes submitted to the Trust Board;

The Chair of the Charitable Funds Committee shall draw to the attention of the Trust Board any issues that require disclosure to the full Board or that require executive action.

7. Administration

Secretarial support will be provided by the Trust's Committee Secretary and will include the agreement of the agenda with the Chair of the Charitable Funds Committee and attendees, collation of papers, taking minutes and keeping a formal record of matters arising and issues carried forward;

The agenda and papers will be distributed 5 days before each meeting;

The draft minutes and action points will be available to Committee members within four weeks of the meeting;

Members will ensure provision of agenda items, papers and update the commentary on action points at least 10 days prior to each meeting;

Papers tabled will be at the discretion of the Chair of the Charitable Funds Committee.

8. Quorum

All members must be present or a nominated deputy.

9. Frequency

The Charitable Funds Committee shall normally meet once a year.

The Chair may request additional meetings if they consider it necessary.

10. Review of Terms of Reference

The Charitable Funds Committee shall review these terms of reference at least annually from the date of agreement.

Director of Corporate Services
September 2012

APPENDIX VI:

TERMS OF REFERENCE

STRATEGY REVIEW AND PLANNING GROUP

July 2010

1. Authority

- 1.1 The constitution and terms of reference of the Strategy Review and Planning Group (known hereafter as the Committee) shall be set out below and subject to amendment when directed and agreed by the Trust Board.
- 1.2 The Committee is authorised by the Trust Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any member of staff and all staff are directed to co-operate with any request made by the Committee.
- 1.3 The Committee is authorised by the Trust Board to obtain outside legal or other independent professional advice and to secure the attendance of people from outside the LAS with relevant experience and expertise if it considers this necessary.

2. Purpose

The primary focus of the committee is to contribute to the development of the London Ambulance Service NHS Trust strategy through consideration of changes to the external environment, health policy and local health strategy and to ensure that quality and patient safety are at the heart of the strategy and service delivery.

- 2.1 To review and develop the strategic goals and objectives for a 3-5 year period.
- 2.2 To monitor progress with the development and implementation of strategic and operational plans to deliver the strategy.
- 2.3 To consider key initiatives and changes for discussion in a confidential environment before recommending a way forward.
- 2.4 To consider future developments and market opportunities that may be of strategic interest to the LAS.
- 2.5 To ensure that quality and safety underpin the strategy and supporting initiatives.
- 2.6 To make recommendations for the Trust Board to discuss and decide upon in an open and transparent manner.
- 2.7 To make recommendations to the Trust Board on the consultation process required to ensure patient, public and staff engagement in the Trust's future strategic development.

3. Responsibility [Duties]

- 3.1 The committee will review, on behalf of the Trust Board, the strategic positioning and opportunities for the LAS for a rolling 3-5 year period.
- 3.2 The committee will seek information and assurance from the executive team and other senior managers on progress with the service improvement programme and other key drivers for the achievement of the Trust's strategic goals.

- 3.3 The committee will ensure that a programme of consultation and engagement is in place to support major strategic changes and will review the outcomes from such processes, making recommendations to the Trust Board as appropriate.

4. Membership

- 4.1 The Committee will comprise the Trust Chairman, Non-Executive Directors, Chief Executive and executive (voting and non-voting) directors.
- 4.2 The Committee will be chaired by the Trust Chairman.
- 4.3 Senior managers and other trust officers may be invited to attend when their presence is considered necessary.
- 4.4 Representatives from partner organisations may be invited to attend when relevant to the matter under discussion.
- 4.5 Upon authorisation as an NHS foundation trust, the Trust Board will consider whether to invite governor representation onto the group.

5. Accountability

- 5.1 The Strategy Review and Planning Group shall be accountable to the Trust Board of Directors.

6. Reporting

- 6.1 The minutes of the Strategy Review and Planning Group meetings shall be formally recorded by the Trust's Committee Secretary and the approved minutes submitted to the Trust Board;
- 6.2 The Chair of the Strategy Review and Planning Committee shall draw to the attention of the Trust Board any issues that require disclosure to the full Board or that require executive action.

7. Administration

- 7.1 Secretarial support will be provided by the Trust's Committee Secretary and will include the agreement of the agenda with the Chair of the Strategy Review and Planning Group and attendees, collation of papers, taking minutes and keeping a formal record of matters arising and issues carried forward;
- 7.2 The Agenda and papers will be distributed 5 days before each meeting;
- 7.3 The draft minutes and action points will be available to Committee members within 7 days of the meeting;
- 7.4 Members will ensure provision of agenda items, papers and update the commentary on action points at least 10 days prior to each meeting;
- 7.5 Papers tabled will be at the discretion of the Chair of the Strategy Review and Planning Group

8. Quorum

- 8.1 The quorum shall be at least four of the board directors, two of whom shall be non-executive directors and two executive directors.

9. Frequency

- 9.1 The Strategy Review and Planning Group shall meet at least four times a year.
- 9.2 The Chair may request additional meetings if they consider it necessary.

10. Review of Terms of Reference

The Trust Board shall review these terms of reference at least annually from the date of agreement.

APPENDIX VII

Terms of Reference - Quality Committee

1. Authority

- 1.1 The Quality Committee is constituted as a Standing Committee of the Trust Board of Directors (the Board). Its constitution and terms of reference shall be set out below and subject to amendment when directed and agreed by the Board.
- 1.2 The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of external representatives with relevant experience and expertise if it considers this necessary.
- 1.3 The Committee provides assurance to the Trust's Audit Committee on the effectiveness of the risk management framework.

2. Purpose

The primary focus of the Quality Committee will be to assure the Board on clinical, corporate, quality and information governance, and on compliance matters, leading to the provision of safe and effective services of the highest quality, within the framework of the Quality Strategy.

The Committee shall:

- 2.1 Be responsible for governance and risk management arrangements and processes, including risk strategy and policy development, and overseeing/being assured of implementation and effectiveness;
- 2.2 Oversee the systems and processes in place to ensure that the Trust's services deliver safe, high quality, patient-centred care;
- 2.3 Oversee the improvements to quality and safety within the framework of the Trust's Quality Strategy.
- 2.4 Review the Trust's performance against internal and external quality improvement targets and monitor action plans to address concerns;
- 2.5 Monitor the quality and safety aspects of the Cost Improvement Programme.
- 2.6 Oversee the Care Quality Commission registration process and the preparation for the NHSLA risk management standards assessment;
- 2.7 Seek assurance from the management team that effective management processes are in place for patient safety, hygiene/infection prevention and control, and safeguarding.

3. Quality and safety assurance

- 3.1 The Committee shall ensure that there are robust and effective mechanisms in place to manage and measure the quality and safety of services provided for patients.
- 3.2 To receive assurance on the ongoing compliance with the CQC's registration requirements for quality of services and the statutory requirements for infection prevention and control.
- 3.3 To receive reports on performance against quality initiatives commissioned by PCTs (Clinical Commissioning Groups going forward) and to understand the risks in not meeting these.
- 3.4 To oversee and approve the development of the Trust's annual Quality Account.
- 3.5 To receive reports on outcomes and effectiveness of patient treatment, care and interventions with particular reference to clinical quality indicators.
- 3.6 To oversee the programme for patient involvement and experience and to seek assurance that this incorporates the CQC regulatory requirements and the development of the annual Quality Accounts.

4. Risk management

- 4.1 To seek assurance on the effectiveness of processes and systems for managing clinical, corporate, quality and information governance and risks.
- 4.2 To oversee the strategic assessment of organisational risk, and to review the corporate risk register and identify key strategic risks to the Trust and recommend action to alleviate or control such risks.
- 4.3 To oversee the risk management processes throughout the organisation including regular review of the corporate risk register and board assurance framework.
- 4.4 To hold senior managers to account for the effective implementation of risk assessments, action plans, risk registers and a culture of proactive risk and governance.
- 4.5 To oversee the assessment of compliance against the NHSLA Risk Management standards and the development and implementation of action plans to achieve this.
- 4.6 To annually review the Risk Management policy and strategy.

5. Monitoring and Reporting

- 5.1 To review the objectives and outcomes of each of the Clinical Quality, Safety & Effectiveness, Learning from Experience, and Risk Compliance and Assurance committees, to agree action plans and priorities for the coming year.
- 5.2 To receive regular reports from the Clinical Quality, Safety & Effectiveness, Learning from Experience, and Risk Compliance and Assurance committees.
- 5.3 To ensure that quality is a core part of Board meetings, both as a standing item and as a core element of key discussions and decisions.
- 5.4 To present the annual Quality Account to the Trust Board as the annual report on quality issues.
- 5.5 To report to external bodies (e.g. Monitor, Care Quality Commission, Health and Safety Executive, NHS London) in relation to risk as appropriate.
- 5.6 To be kept up to date on national and local policy changes relating to the management of risk.
- 5.7 To ensure there is a policy review programme in place and monitored and to review new or revised policies against this programme.
- 5.8 To review attendance records for statutory and mandatory training programmes.
- 5.9 To create, implement and monitor key performance indicators for risk management.
- 5.10 To complement the work of the Audit Committee and exchange information and reports on a regular basis.
- 5.11 To receive and review reports on Serious Incidents and associated action and outcomes from the Learning from Experience group.
- 5.12 To receive trend information on incidents, complaints and claims and other quality & safety data.

- 5.13 The Committee shall review the findings of other significant assurance functions, both internal and external to the Trust and consider the implications to the governance of the Trust. These will include but will not be limited to any reviews by the Care Quality Commission, NHS Litigation Authority, Health & Safety Executive or other regulators/inspectors etc; and professional bodies with responsibility for the performance of staff or functions (e.g. accreditation bodies etc).
- 5.14 The Quality Committee of the Trust is responsible for ensuring the Trust has effective risk management and governance systems and controls in place. The Director of Corporate Services (or another representative as authorised/delegated by the Chair of the Quality Committee) shall be the representative of the Quality Committee and the Audit Committee. In addition the Audit Committee receives minutes from the Quality Committee.

6. Membership

- 6.1 The Committee shall be appointed by the Board and shall comprise the four non-executive directors and the Chief Executive.
- 6.2 The chairmen of the Quality Committee's sub-committees (Clinical Quality, Safety and Effectiveness committee, Learning from Experience group, and Risk Compliance and Assurance group) will routinely attend the Quality Committee along with the Director of Corporate Services, Director of Workforce, and Director of Health Promotion and Quality, and a senior operational representative.
- 6.3 All committee members shall have voting rights.
- 6.4 One non-executive director shall be appointed by the Board to be the Chair of the committee and, in their absence, another non-executive director shall chair the meeting.
- 6.4 At least one non-executive director shall be a full member of the Audit Committee.
- 6.5 The Director of Corporate Services shall act as the executive team's link between the Quality Committee and the Audit Committee.
- 6.6 Other senior managers should be invited to attend when the Committee is discussing areas of quality, safety and risk that are their responsibility.
- 6.7 At least once a year the appropriate Internal Auditor representative should attend the meeting.
- 6.8 Full membership shall be as follows:
Four non-executive directors
Chief Executive
Attending:
Medical Director & chair of Clinical safety, Quality & Effectiveness
Director of Corporate Services & chair of Learning from Experience
Director of Finance & chair of Risk Compliance & Assurance
Director of Human Resources and Organisation Development

Director of Health Promotion and Quality
Senior operational representative.

As and when the LAS becomes an NHS foundation trust, an elected public governor will be invited to attend the meetings of the Quality Committee.

7. Accountability

The Quality Committee shall be accountable to the Board of Directors.

8. Responsibility

The Quality Committee is a formal sub-committee of the Board of Directors and has no executive powers other than those specifically delegated in these Terms of Reference.

9. Reporting

9.1 The minutes of the Quality Committee meetings shall be formally recorded by the Trust's Committee Secretary.

9.2 An assurance report will be provided to the next meeting of the Trust Board and the full will be made available to board members via the intranet. The emphasis of the report will be to highlight the strategic and corporate risks associated with items considered by the Quality Committee and provide assurance to the Trust Board relative to the mitigation. This report will be given to the Trust Board four to six times a year, depending on how often the Quality Committee meets throughout the year.

9.3 The Quality Committee will receive a report from each of its sub-committees (Clinical Quality, Safety and Effectiveness Committee, Learning from Experience Group and Risk Compliance and Assurance Group) at least four times a year. The reports will provide assurance on the areas covered within the terms of reference of the sub-committees and annual work programmes, including identifying areas of good practice and any gaps in assurance together with action being taken to address these.

9.4 The Chair of the Quality Committee shall draw the attention of the Board to any issues that require disclosure to the full Board or that require executive action;

9.5 The Quality Committee will annually monitor the effectiveness of the committee. A report will be prepared by the Chair and the Director of Health Promotion and Quality and submitted to the next meeting of the Audit Committee and then to the Trust Board, highlighting areas of good practice as well as any shortfall in assurance and the action to be taken to address this.

9.6 Responsibility for monitoring action to be taken rests with the Director of Health Promotion and Quality.

10. Administration

10.1 Secretarial support will be provided by the Trust's Committee Secretary and will include the agreement of the agenda with the Chair of the Quality Committee and attendees and collation of papers, taking minutes and keeping a formal record of matters arising and issues carried forward.

10.2 Agenda items shall be forwarded to the Committee Secretary six days before the date of the committee meeting.

10.3 The draft minutes and action points will be available to Committee members within four weeks of the meeting.

10.4 Papers will be tabled at the discretion of the Chair of the Quality Committee.

11. Quorum

The quorate number of members shall be 50% non-executive directors and the Chief Executive or nominated senior executive to deputise in his absence.

12. Frequency

12.1 Meetings shall be held at least quarterly and initially bi-monthly.

12.2 The Chief Executive may request a meeting if they consider that one is necessary.

12.3 Committee members are required to attend at least 75% of the committee's meetings per financial year. Committee members' attendance will be recorded in the minutes of each meeting and reviewed at the end of each year to ensure that this requirement is met.

13. Terms of reference review

13.1 The Quality Committee will review these Terms of Reference annually.

13.2 The Chair or the nominated deputy shall ensure that these Terms of Reference are amended in light of any major changes in committee or Trust governance arrangements.

Terms of Reference
June 2012

**APPENDIX VIII: TERMS OF REFERENCE
FINANCE & INVESTMENT COMMITTEE**

April 2011

1. Authority

The Finance and Investment Committee is constituted as a Standing Committee of the Trust Board of Directors. Its constitution and terms of reference shall be as set out below, subject to amendment at future Board of Directors meetings.

The Committee is authorised by the Trust Board of Directors 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.

2. Purpose

The Finance and Investment Committee shall conduct independent and objective review of financial and investment policy.

3. Duties

3.1 Financial Policy, Management and Reporting

3.1.1 To consider the Trust's medium term financial strategy, in relation to both revenue and capital prior to its submission to the Trust Board.

3.1.2 To consider the Trust's annual financial targets and performance against them.

3.1.3 To review the annual budget before submission to the Trust Board of Directors.

3.1.4 To review performance against the Cost Improvement Programme focussing on specific issues raised by the Trust Board.

3.1.5 To review proposals and make recommendations to the Trust Board for major business cases and their respective funding sources.

3.1.6 To monitor progress with the capital programme making any recommendations for changes or re-allocation of capital.

3.1.7 To commission and receive the results of in-depth reviews of key commercial issues affecting the Trust on behalf of the board.

3.1.8 To maintain an oversight of, and receive assurances on, the robustness of the Trust's key income sources and related contractual risk.

3.1.10 To consider the Trust's tax policy and compliance.

3.1.11 To annually review the financial policies of the Trust and make appropriate recommendations to the Board of Directors.

4. Investment Policy, Management and Reporting

- 4.1 To approve and keep under review, on behalf of the Board of Directors, the Trust's investment strategy and policy.
- 4.1 To maintain an oversight of the Trust's investments, ensuring compliance with the Trust's policy and Monitor's requirements.

5. Other

- 5.1 To examine any other matter referred to the Committee by the Board of Directors.

6. Membership

- 6.1 The Trust Board will confirm the membership of the committee which as a minimum shall be:
 - 3 non-executive directors one of whom shall be a member of the Audit Committee and one a member of the Quality Committee;
 - Director of Finance (Executive director)
 - Director of Health Promotion and Quality
 - Deputy Director of Strategy
 - Director of Corporate Services
 - Director of Human Resources and Organisation Development (Executive director)
 - Deputy Director of Finance

Voting shall involve both executive and non-executive directors with the Chairman of the committee (NED) having a casting vote in the event of a tie.

7. Attendance

- 7.1 The committee may invite other Trust staff to attend its meetings as appropriate.
- 7.2 The Deputy Director of Finance shall be Secretary to the Committee.

8. Accountability

- 8.1 The Committee will report to the Trust Board of Directors.
- 8.2 The Senior Management Group will report on finance and investment issues to the Committee.

9. Reporting

- 9.1 The Deputy Director of Finance will be responsible for taking the minutes of each meeting of the Committee and for monitoring any action arising from discussion.
- 9.2 The Deputy Director of Finance shall maintain the forward planner for the Committee ensuring that key reporting requirements are scheduled in a timely fashion.
- 9.3 The Committee will report after every meeting to the next meeting of the Trust Board of Directors, co-ordinated by the Secretary and Chair of the Committee.

10. Administration

- 10.1 The Secretary of the Committee will take responsibility for agreeing of the Agenda of each committee with the Chair and attendees, collate papers, take minutes and keep formal records of matters arising and issues carried forward.
- 10.2 The agenda and papers will be distributed 4 working days before the Committee meets.
- 10.3 Draft minutes and action points will be available to Committee members 7 working days after the meeting.
- 10.4 Agenda items, papers and updates be submitted to the Secretary 7 working days prior to each committee meeting.
- 10.5 The Chair and Secretary will decide which papers are tabled at the committee.

11. Quorum

The meeting will be quorate with a two non-executive and two executive members being present. The Chairman can delegate the chair to another non-executive. The executive directors can delegate to a nominated deputy as required.

12. Frequency

A minimum of 3 meetings will be held per year, with additional meetings as deemed necessary.

13. Review of Terms of Reference

- 13.1 The terms of reference will be reviewed annually and any changes agreed with the Trust Board of Directors.
- 13.2 In the first year the terms of reference will be reviewed after 3 meetings to ensure they are relevant and appropriate.
- 13.3 The Chair of the Committee may trigger a review of the Terms of Reference at any time and the Deputy Director of Finance will ensure the initial review and then annual review are scheduled in the Committee's forward planner.

April 2011

APPENDIX IX

STANDARDS OF BUSINESS CONDUCT FOR LONDON AMBULANCE SERVICE NHS TRUST

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 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 33.3 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 interests 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, by the public, 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:
 - 7.4.4. 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?
 - 7.4.5. do I have access to information which could influence purchasing decisions?
 - 7.4.6. could my outside interest be in any way detrimental to the Trust or to patients' interests?
 - 7.4.7. do I have any reason to think that I may be risking a conflict of interest?
- 7.5. 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 Director of Human Resources & Organisational Development. 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 Director of Human Resources & Organisation Development 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. 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:
- 10.3. Casual gifts offered by contractors and others, for example:
- 10.3.1 at Christmas time (articles of low intrinsic value (up to £20) such as pens, calendars, diaries etc.) or
 - 10.3.2 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.
 - 10.3.3 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.
 - 10.3.4 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.
 - 10.3.5 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.
 - 10.3.6 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.
 - 10.3.7 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.

10.3.8 The frequency and type of hospitality accepted must not be significantly greater than the Trust would be likely to provide in return.

10.3.9 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.

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

10.3.11 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. Any report or suspicion of fraud or bribery will be referred by the Director of Finance to the LCFS for further investigation, or in cases where the Director of Finance is alleged to be involved a report will be made direct from the delegated responsible board member. Please refer to Fraud and the Bribery Act.

APPENDIX X: SCHEDULE OF DECISIONS RESERVED FOR THE TRUST BOARD

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 Nominations 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 £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 £100,000.
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. 41.
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. 20.
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. **Complaints** - Approve arrangements for the dealing with complaints
26. **Approve proposals of the Remuneration and Nominations Committee** regarding Directors and Senior Employees and those staff not covered by the Remuneration and Nominations Committee.

APPENDIX XI:

SCHEME OF DELEGATION

	DESCRIPTION	ROLE OF TRUST BOARD	DELEGATION OF AUTHORITY TO			REPORT/ADVICE REQUIRED
			Chairman	Chief Executive	Directors	
1.	STANDING ORDERS & STANDING FINANCIAL INSTRUCTIONS	<p>Approves Standing Orders and Standing Financial Instructions</p> <p>Approves suspension of Standing Orders.</p> <p>Audit Committee to monitor compliance with Standing Orders and Standing Financial Instructions.</p> <p>Audit Committee to review every decision to suspend Standing Orders.</p>	<p>Final authority in the interpretation of Standing Orders</p> <p>The powers which the Board has retained in itself within these Standing Orders may in emergency be exercised by the Chairman and Chief Executive having consulted at least two NEDs.</p>	<p>Responsible for the creation/submission of Standing Orders and necessary changes</p>	<p>Director of Finance is responsible for the creation/submission of Standing Financial Instructions and necessary changes</p>	
2.	AUDIT ARRANGEMENTS	<p>Approves Audit arrangements through the Audit Committee</p> <p>Decides on action in response to the external auditors' management letter</p> <p>Receives the minutes of the Audit Committee</p>		<p>Submits the External Auditors management letter to the Trust Board.</p> <p>To follow though the implementation of all recommendations affecting good practice as set out in reports from such bodies as the</p>	<p>Director of Finance</p> <ul style="list-style-type: none"> - to manage the arrangements for the provision of internal and external audit. - to involve the Audit Committee in the selection processes when/if an internal service 	

	DESCRIPTION	ROLE OF TRUST BOARD	DELEGATION OF AUTHORITY TO			REPORT/ADVICE REQUIRED
			Chairman	Chief Executive	Directors	
		Audit Committee to advise the Board on Internal and External Audit Services.		Audit Commission and the National Audit Office.	<p>plan is changed.</p> <p>- to monitor and ensure compliance with Secretary of State Directions on fraud and corruption including the appointment of the Local Counter Fraud Service.</p> <p>_ to monitor reliance placed upon the internal audit function of the Trusts Shared Financial Services function by either internal or external audit.</p>	

	DESCRIPTION	ROLE OF TRUST BOARD	DELEGATION OF AUTHORITY TO			REPORT/ADVICE REQUIRED
			Chairman	Chief Executive	Directors	
3.	APPOINTMENTS	Appointment of the Chief Executive and the Executive Trust Board Directors	The Chairman shall liaise with the NHS Appointments Commission over the appointment of NEDs and once appointed shall take responsibility, either directly or indirectly, for their induction, their portfolios of interest and assignment and performance.	Appointment of all other Directors	<p>Appointments within their Directorates within approved establishment</p> <p>Director of Human Resources & Organisation Development authorises variations in establishment within approved resources</p> <p>Director of Human Resources & Organisation Development issues contracts of employment</p>	
4.	DISMISSALS	<p>Approve the arrangements for the discipline and dismissal of staff</p> <p>Nomination of a panel to hear appeals against dismissal brought by the Chief Executive or Executive Trust Board Directors</p>	<p>Dismissal of the Chief Executive and Executive Trust Board Directors</p> <p>Nomination of a panel to hear appeals against dismissal brought by Directors who are not members of the Board.</p>	<p>Dismissal of any non Trust Board Director</p> <p>Nomination of a panel of Directors to hear appeals against dismissal by staff below Director level</p>	<p>Dismissal of staff.</p> <p>Also delegated to Assistant directors.</p>	Director of Human Resources & Organisation Development or a nominee to advise panels dealing with dismissals and appeals
5.	REMUNERATION AND TERMS OF SERVICE FOR THE CHIEF EXECUTIVE,	Decides the Directors' remuneration and terms of service on the recommendation of the Remuneration and	Recommends performance related payments for the Chief Executive	Decides performance related pay awards for Directors and all staff on performance related pay	Directors recommend performance related payments to their staff to the Chief Executive	Director of Human Resources & Organisation Development advises the Remuneration

	DESCRIPTION	ROLE OF TRUST BOARD	DELEGATION OF AUTHORITY TO			REPORT/ADVICE REQUIRED
			Chairman	Chief Executive	Directors	
	DIRECTORS AND OTHER SENIOR OFFICERS	<p>Nominations Committee.</p> <p>Decides performance related payments to the Chief Executive.</p> <p>The Remuneration and Nominations Committee shall report in writing to the Board the basis of its recommendations.</p>				and Nominations Committee
6.	HUMAN RESOURCES POLICY, DISPUTES/ ARBITRATION/ DISCIPLINARY MATTERS	<p>Approves all Human Resources policies</p> <p>Approves premature retirement for the Chief Executive and all Directors</p>	Initiates action on disciplinary matters relating to the Chief Executive and/or Directors	<p>Determines submissions to the Trust Board</p> <p>Approves premature retirement for staff up to Director level</p> <p>Settle disputes in line with the agreed disputes procedure</p>	Director of Human Resources & Organisational Development to prepare options and draft policy in liaison with Directors	Director of Human Resources & Organisational Development to advise the Chief Executive and Trust Board
7.	SERVICE PLAN, BUDGET, ANNUAL REPORT AND ACCOUNTS	<p>Receives and decides on reports submitted by the Chief Executive and/or Director of Finance</p> <p>Approve Service Plan and</p>		<p>Compiles and submits an annual service plan to the Trust Board.</p> <p>Approves financial</p>	Director of Finance – to prepare and submit budgets and financial reports to the Trust Board.	

	DESCRIPTION	ROLE OF TRUST BOARD	DELEGATION OF AUTHORITY TO			REPORT/ADVICE REQUIRED
			Chairman	Chief Executive	Directors	
		<p>budget before commencement of financial year</p> <p>Approve annual report and accounts.</p> <p>Audit Committee to review the annual financial statement prior to submission to the Board.</p>		<p>reports for submission to the Trust Board.</p> <p>Compiles and submits an annual report for the Trust to the Trust Board.</p> <p>Approves budget for submission.</p>	<p>- to devise and maintains systems of budgetary controls.</p> <p>- to monitor financial performance and reports to the Board.</p> <p>- to submit financial accounts to the Trust Board.</p>	
8.	Making Ex-Gratia Payments in respect of liability claims where legal advice has indicated a case can be made for LAS liability which would need to be contested in court or tribunal.	Notes delegated action taken.	Approves all payments above £250,000 and up to £500,000, subject to a report from the Chief Executive.	Chief executive jointly with Director of Finance to agree to settle claims up to £1m which are not covered by the NHS LA schemes or commercial insurance.	Director of Finance to ensure that document procedures cover management of claims and payments below the deductible.	Legal advice from instructed solicitor / counsel. Report / recommendation from the Director of HR & OD to settle tribunal claims. Formal reporting and approval to DH in line with Manual for Accounts for all cases above £1,000.
	b. Payment resulting from tribunal.	Notes delegated action taken.		The CEO and Director of Finance approve settlement of Tribunal claims, not under legal obligation, over £50,000	The Director of Human Resources and Organisation Development approves settlement of Tribunal	Legal advice from the instructed solicitor / counsel for Tribunal claims over £10,000, and a report from the

	DESCRIPTION	ROLE OF TRUST BOARD	DELEGATION OF AUTHORITY TO			REPORT/ADVICE REQUIRED
			Chairman	Chief Executive	Directors	
					claims up to £50,000 which are not under legal obligation.	Director of Human Resources and Organisation Development for claims over £50,000. Formal reporting and approval of SHA/Monitor for all payments.
	c. Payment Resulting from Claims relating to the Property Expenses Scheme.	Notes delegated action taken.			The Director of Finance approves below excess claims up to £20,000.	Report from Head of Estates.
	d. Personal injury and other liability claims outside of the NHSLA indemnity schemes and commercial insurance	Notes delegated action taken.		The CEO and Director of Finance approve settlement of claims over £50,000 which not under legal obligation and are not novel, contentious, or repercussive - any such case is referred to the Department of Health for approval	The Directors of Finance, Corporate Services, and Human Resources and Organisation Development approve settlement of claims up to £50,000 which are not under legal obligation.	Legal advice from the instructed solicitor / counsel. Report from the Head of Legal Services.
	e. Making Ex-Gratia Payments in circumstances other than those above (including	Notes delegated action taken.			All Directors are authorised to offer an ex gratia payment up to £3,000.	A report to the Director of Finance. Formal reporting and approval to DH in line with Manual for

	DESCRIPTION	ROLE OF TRUST BOARD	DELEGATION OF AUTHORITY TO			REPORT/ADVICE REQUIRED
			Chairman	Chief Executive	Directors	
	where legal advice has not been obtained).					Accounts for all cases above £1,000.
9.	INSURANCE ARRANGEMENTS	Approves insurance arrangements.		Reports to Board on potential insurable risks and associated costs	Director of Finance - to obtain quotations for insurance cover. - to present an annual report to the Audit Committee	
10.	MANAGEMENT OF LAND AND BUILDINGS	Approves the general policy in respect of acquisition, sale, exchange or reservation of land and buildings Authorises the sale and purchase of land within delegated limits by the Secretary of State Approves acquisition or disposal of land or the granting or taking of a lease with payments over the life of the lease over £1m	Approves arrangements in conjunction with the Chief Executive, for granting/taking a lease of property up to £1m over the period of the lease-	Approves arrangements in conjunction with the Chairman, for granting/taking a lease of property in excess of £100,000 up to £250,000 over the period of the lease Ensures that there is adequate appraisal and approval process for determining capital expenditure priorities and the effect that each has on plans Responsible for the management of capital schemes and for	Director of Finance, in conjunction with the Chief Executive and/or Chief Operating Officer, is authorised to grant or take up a lease of property up to £100,000 over the period of the lease. The Finance and Investment Committee to approve business cases up to £1m. Director of Finance - to advise the Board through the submission of reports. -to be responsible for the day to day management	Must obtain advice of District Valuer on all property transactions In accordance with o SHA's delegated limits and procedures approval of SOC, OBC and FBC to be obtained.

	DESCRIPTION	ROLE OF TRUST BOARD	DELEGATION OF AUTHORITY TO			REPORT/ADVICE REQUIRED
			Chairman	Chief Executive	Directors	
				<p>ensuring that they are delivered on time and within costs. Ensure that capital investment is not undertaken without available of resources to finance all revenue consequences. Ensure that a business case is produced for each proposal.</p> <p>Maintenance of asset register (on advice from the Director of Finance)</p> <p>Overall responsibility for fixed assets.</p>	<p>of all land and buildings.</p> <ul style="list-style-type: none"> - to prepare reports on the purchase/sale of land - to approve procedure for reconciling balance on fixed asset accounts in ledgers against balance on fixed asset registers. - to calculate and pay capital charges in accordance with Dept. of Health requirements. - to approve of fixed asset control procedure. <p>The Director of Finance is responsible for the day to day management of Waterloo and Devons Road sites.</p>	
11	<p>CAPITAL EXPENDITURE</p> <p>(other than land and buildings)</p> <p>a Acquisitions</p>	<p>Approval of capital expenditure in excess of £1m on high risk projects or complex transactions following consideration of the Outline Business Case, Full Business Case and Strategic Outline Case.</p>		<p>Approves arrangements, in conjunction with the Chairman, of an acquisition in excess £100,000 up to £250,000</p>	<p>Finance and Investment Committee to approve the acquisitions of up to £1m following consideration of business cases.</p>	<p>Acquisitions must comply with the Secretary of State delegated limits and procedures that may be in force from time to time.</p>

	DESCRIPTION	ROLE OF TRUST BOARD	DELEGATION OF AUTHORITY TO			REPORT/ADVICE REQUIRED
			Chairman	Chief Executive	Directors	
						<p>In accordance with the SHA's delegated limits and procedures approval of SOC, OBC and FBC to be obtained.</p> <p>Approval for all Investment decision above £3 million rests with the SHA.</p>
	<p>b Disposals (with the exception of land and buildings)</p>	<p>Approve of disposals with an Open Market Value (OMV) of more than £1 million following consideration of the submitted Outline Business Case (OBC) and Full Business Case (FBC).</p> <p>Approve of disposals on high risk projects or complex transactions following consideration of the OBC, FBC and Strategic Outline Case.</p>		<p>Approves disposals, along with 1 Executive Director and the Director of Finance (not being the same person), with an OMV of between £250,000 and £1 million, following consideration of the submitted Combined Business Case.</p>	<p>One Executive Director and the Director of Finance may approve disposals with an OMV of up to £250,000 following consideration of the submitted AFA.</p>	<p>Disposals must comply with the Secretary of State delegated limits and procedures that may be in force from time to time, including a maximum value for freely disposable assets of £1 million.</p>
12.	BANKING	Approves the Banking arrangements			<p>Director of Finance - is responsible for managing the LAS's banking arrangements and advising on the provision of banking</p>	

	DESCRIPTION	ROLE OF TRUST BOARD	DELEGATION OF AUTHORITY TO			REPORT/ADVICE REQUIRED
			Chairman	Chief Executive	Directors	
					services, operation of accounts, preparation of instructions and list of cheque signatories. - will review banking arrangements at regular intervals.	
13.	MANAGEMENT OF CHARITABLE FUNDS	<p>Approves the composition and terms of reference of the Charitable Funds Committee Receipts and approves the annual report and accounts for funds held on trust.</p> <p>The Charitable Funds Committee sets overall policy on investment. The Charitable Funds Committee presents annual progress reports on the update of the Trust's charitable funds</p>			Director of Finance - is responsible for monitoring the effective administration of charitable funds, including management and accounting arrangements. -to approve the appointment of the Financial Adviser to the Charitable Funds Committee.	An annual return is submitted to the Charity Commission.

	DESCRIPTION	ROLE OF TRUST BOARD	DELEGATION OF AUTHORITY TO			REPORT/ADVICE REQUIRED
			Chairman	Chief Executive	Directors	
14.	MANAGEMENT AND CONTROL OF STOCKS				<p>The Chief Operating Officer is responsible for the control of all medical /pharmaceutical stocks, and supplies held by NHS Supplies including uniform.</p> <p>The Chief Operating Officer is responsible for all fuel and vehicle stocks.</p> <p>The Director of Finance:</p> <ul style="list-style-type: none"> - to approve stocktaking arrangements - to ensure that there is a system to review slow moving & obsolete items and for the condemnation, disposal and replacement of all unserviceable items. 	<p>The discovery or suspicion of loss of any kind must be reported immediately to either the Head of Department or the nominated officer. The Head of Department or nominated officer should then inform the Chief Executive and Director of Finance.</p>
15.	RECORDING AND MONITORING OF PAYMENTS UNDER THE LOSSES AND COMPENSATION REGISTER	Approves the writing off of losses within the limits delegated to it by the DoH on the recommendation of the Audit Committee			<p>Director of Finance :</p> <ul style="list-style-type: none"> - is authorised to make write offs and special payments up to £50,000 subject to the requirements of 	

	DESCRIPTION	ROLE OF TRUST BOARD	DELEGATION OF AUTHORITY TO			REPORT/ADVICE REQUIRED
			Chairman	Chief Executive	Directors	
					FDL(95)27 - will notify the Chief Executive of items of a material nature without delay.	
16.	SIGNING TENDERS SUBMITTED BY THE TRUST	Approves arrangements for submission of tenders Approves PTS tenders with an annual value of over £1m.		To sign tenders with an annual value of over £500,000 in conjunction with the Director of Finance. For PTS tenders only with an annual value of up to £1m to be signed by the CE and Finance Director.	Director of Finance signs all tenders up to £500,000. Head of PTS and Director of Finance to sign PTS tenders with an annual value of up to £750,000	
17.	TENDERING PROCEDURES a General	Agrees Standing Orders regarding tendering Approves exceptions to Standing Orders regarding Competitive Tendering May waive the requirement for competitive tendering for goods and services valued at over £200,000 except where subject to EU procurement		Ensures compliance with Standing Orders. May authorise exceptions to Standing Orders in an urgent situation following consultation with the Chairman or Deputy	Must ensure that at least 3 competing quotations from comparable firms are received for appropriate contracts unless NHS Supplies is used. The appropriate Directors may waive formal	No tender shall be accepted by the Trust unless the Director of Finance is satisfied with the financial competence of the tendering organisations.

	DESCRIPTION	ROLE OF TRUST BOARD	DELEGATION OF AUTHORITY TO			REPORT/ADVICE REQUIRED
			Chairman	Chief Executive	Directors	
		<p>regulations.</p> <p>All waiving of the competitive tendering must be reported to the Audit Committee.</p>		<p>Chairman under Standing Order 41.</p> <p>The provisions of the following paragraph apply where EU procurement regulations have been satisfied.</p> <p>May waive the requirement for competitive tendering for goods and services up to £200,000 in conjunction with the Director of Finance.</p> <p>May, where insufficient tenders are received, authorise the originating Directors to approach known firms with a view to procuring the goods or services required.</p>	<p>tendering requirements for contracts up to £50,000</p> <p>Director of Finance must be satisfied with the financial competence of all tendering organisations</p>	<p>EU Public procurement thresholds apply to contracts with a value in excess of £90,319 (for supplies & services) and £3,497,313 (for works)</p>
18.	TENDERING PROCEDURES					
	b Limits	Ensures that proper tendering arrangements are in place.		Ensures that competitive tenders are received for non-estate	To ensure that competing quotations are received for non-estates	EU Public procurement thresholds apply to

	DESCRIPTION	ROLE OF TRUST BOARD	DELEGATION OF AUTHORITY TO			REPORT/ADVICE REQUIRED
			Chairman	Chief Executive	Directors	
				purchases above £25,000 and estate purchases over £100,000	purchases between £3,000 and £25,000 and for Estates purchases between £3,000 and £100,000 except where ordered through NHS Supplies	contracts with a value in excess of £90,319 (for supplies & services) and £3,497,313
	TENDERING PROCEDURES c Receipt on Opening			<p>The Chief Executive shall nominate officers, including the Trust Secretary to open tenders.</p> <p>May accept late tenders, despatched in good time but delayed through no fault of the tenderers.</p> <p>May, in conjunction with the Director of Finance accept tenders which otherwise are received other than by the due date.</p>	<p>The Senior Manager responsible for the procurement and the Trust Secretary will be present at the opening of submitted tenders. For any tenders with a value greater than £1 million, the tenders must be opened in the additional presence of the Executive Director responsible for the originating department.</p>	<p>Trust Secretary is responsible for the safe receipt, endorsement and recording of competitive tenders.</p> <p>The Trust Secretary will advise the Board by way of a report on both tenders invited and received and, in due course, tender amounts after their analysis is complete.</p>

	DESCRIPTION	ROLE OF TRUST BOARD	DELEGATION OF AUTHORITY TO			REPORT/ADVICE REQUIRED
			Chairman	Chief Executive	Directors	
	TENDERING PROCEDURES d Post Tendering			May authorise post tender negotiations.	<p>Director of Finance may authorise post tender negotiations.</p> <p>Directors may request in writing to the Chief Executive or Director of Finance that post tender negotiations take place.</p> <p>Directors must keep a record of the reasons for post tender negotiations and their outcome.</p>	
	TENDERING PROCEDURES e Approvals			<p>Decides where a tender, other than the lowest, if payment is to be made by the Trust, or other than the highest, where payment is to be received by the Trust, shall be accepted.</p> <p>Approves all non-competitive tenders subject to report to the</p>		<p>A report to the Board is required where any tender other than the lowest, where payment is made by the Trust.</p> <p>Report to the Board is required for all single tender action.</p>

	DESCRIPTION	ROLE OF TRUST BOARD	DELEGATION OF AUTHORITY TO			REPORT/ADVICE REQUIRED
			Chairman	Chief Executive	Directors	
				Board.		
19.	APPOINTMENT OF CONSULTANTS	Approves appointment of consultants contracts in excess of £100,000	Approves appointments to contracts £75,000-100,000 and all cases where competition is considered inappropriate	Approves appointments to contracts between £50,000-75,000 and all cases where competition is considered inappropriate.	Approve appointment of consultants, following competition, up to £50,000 Recommend the appointment of consultants to contracts up to £10,000-where there has been no competition to the Chief Executive.	EU Public procurement thresholds apply to contracts with a value in excess of £90,319 (for supplies & services) and
20.	COMPLAINTS AGAINST THE TRUST	Approves the Trust's Complaints Procedure. Receive reports regarding complaints about any aspect of service.		Is responsible for the management of complaints within the Trust and ensures complaints receive written responses in line with regulations.	Support the Chief Executive in the management of complaints within the Trust and may personally sign responses to written complaints.	
21.	PAYMENT UNDER LEGAL OBLIGATIONS	Considers action in respect of claims and legal proceedings where the cost exceeds £100,000.		Determines action in respect of claims and legal proceedings where the cost is less than £100,000. Approves compensation payments made under legal obligation subject		Quarterly report to the Trust Board by the Chief Executive on payments made.

	DESCRIPTION	ROLE OF TRUST BOARD	DELEGATION OF AUTHORITY TO			REPORT/ADVICE REQUIRED
			Chairman	Chief Executive	Directors	
				to consultation with the Director of Finance.		
22.	OPERATION OF ALL DETAILED FINANCIAL MATTERS INCLUDING BANK ACCOUNTS AND BANKING PROCEDURES	Sets overall policy and strategy for the financial performance of the Trust within the requirements of the Secretary of State.		Overall responsibility for the performance of the Trust, subject to accountability to the Trust Board. Delegation of responsibility for Budgets to Executive Directors and agreement to virement.	The Director of Finance - is responsible for overall financial control and the implementation of Trust Policies. - to advise the Chief Executive and Directors on budgets allocated and spending against budgets.	
23.	RAISING ORDERS & PURCHASING BY OTHER MEANS.	Defines policy on the raising of orders for goods, supplies and services			Director of Finance to recommend to the Chief Executive the policy for the raising of orders. Directors are able to raise orders as defined in the LAS Budget Manual.	
24.	DELEGATION OF BUDGETS	Agrees financial plans and approves budget before the start of the financial year. Approves requests from the Chief Executive for virement in excess of £1 million.	Approves requests from the Chief Executive for virement up to £1m	Can authorise virement from non-pay to pay budgets. Can authorise virement between headings up to £500,000	Directors have delegated to them budgets for: <ul style="list-style-type: none"> • staffing; and • non staffing items as indicated in the budget. They are authorised to	Director of Finance to produce annual budget manual. Director of Finance to ensure adequate training is delivered on an on-going basis

	DESCRIPTION	ROLE OF TRUST BOARD	DELEGATION OF AUTHORITY TO			REPORT/ADVICE REQUIRED
			Chairman	Chief Executive	Directors	
		Approves all revenue contracts over £1million		No permanent employees are to be appointed without the approval of the Chief Executive other than those provided for within available resources and manpower establishment.	<p>expend these budgets in line with the Trust's Service Plan and Standing Financial Instructions.</p> <p>Directors may delegate parts of their overall budgets to individual budget holders within their directorate.</p> <p>Directors can authorise virements within their budget headings in accordance with the Budget Holder's Manual as revised from time to time up to £100,000.</p> <p>Director of Finance to report budget virements of over £100,000 to the Trust Board.</p>	to budget holders.
26.	SEALING AND SIGNING OF DOCUMENTS	Trust Board receives a report of all sealings.	Seal to be affixed by the Chairman and the Chief Executive or another Executive Director in accordance with standing orders. Chairman, Chief Executive and an Executive Director to	<p>Seal to be affixed by the Chief Executive in accordance with standing orders.</p> <p>Chief Executive and an Executive Director to approve and sign all documents which will</p>	<p>Common seal of the Trust shall be kept by the Trust Secretary in a secure place in accordance with arrangements approved by the Trust.</p> <p>Trust Secretary to keep a register of sealings.</p>	

	DESCRIPTION	ROLE OF TRUST BOARD	DELEGATION OF AUTHORITY TO			REPORT/ADVICE REQUIRED
			Chairman	Chief Executive	Directors	
			approve and sign all documents which will be used in legal procedures.	be used in legal procedures.		
27.	MANAGEMENT AND CONTROL OF COMPUTER SYSTEMS AND FACILITIES	Approves the overall corporate IT Policy on procurement and control of systems and facilities on the recommendation of the Director of Information Management & Technology.			<p>Director of Information Management & Technology to co-ordinates IT Policy on behalf of the Trust and be the responsible officer for control and security of hardware, software and data.</p> <p>All Directors are responsible for compliance with the Data Protection Act, Use of Computers Act and other legislation in their Directorate.</p> <p>Director of Information Management & Technology</p> <ul style="list-style-type: none"> - is responsible for the operation and compliance with legislation for all telecommunications and radio systems. 	

	DESCRIPTION	ROLE OF TRUST BOARD	DELEGATION OF AUTHORITY TO			REPORT/ADVICE REQUIRED
			Chairman	Chief Executive	Directors	
					<p>- to ensure that risks to the Trust from IT are identified and considered and that disaster recovery plans are in place.</p> <p>The Director of Finance should ensure that he/she is satisfied that where computer systems have an impact on corporate financial systems:</p> <ul style="list-style-type: none"> • System acquisition, development and maintenance are in line with corporate policies, • Data assembled for processing by finance system is adequate, accurate, complete and timely and that a management trail exists • That the Finance Director and staff have access to such data • That such computer reviews are being carried out as are 	

	DESCRIPTION	ROLE OF TRUST BOARD	DELEGATION OF AUTHORITY TO			REPORT/ADVICE REQUIRED
			Chairman	Chief Executive	Directors	
					considered necessary.	
28.	Contracts for Computer Services with other health bodies or outside agencies				<p>The Director of Finance shall ensure that contracts for computer services for financial applications with another health organisation or any other agency shall clearly define the responsibility of all parties for the security, privacy, accuracy, completeness, and timeliness of data during processing, transmission and storage. The contract should also ensure rights of access for audit purposes.</p> <p>Where another health organisation or any other agency provides a computer service for financial applications, the Director of Finance shall periodically seek assurances that adequate controls are in</p>	

	DESCRIPTION	ROLE OF TRUST BOARD	DELEGATION OF AUTHORITY TO			REPORT/ADVICE REQUIRED
			Chairman	Chief Executive	Directors	
					operation.	
29.	HEALTH AND SAFETY ARRANGEMENTS	Approves overall policy on Health and Safety at work.		Responsible for an effective overall Health and Safety system within the Trust and compliance with legislative requirements.	<p>Director of Human Resources and Organisation Development to ensure the effective implementation of the Human Resources aspects of Trust policy and advises the Chief Executive of requirements.</p> <p>The Chief Operating Officer ensures the effective implementation of clinical aspects of Health and Safety and advises the Chief Executive of requirements</p> <p>Individual Directors are responsible for arrangements within their Directorates/Divisions.</p>	
30.	EDUCATION AND TRAINING	Approves the policy on education and training		Submits policy to the Trust Board	Director of Human Resources and Organisation Development - is responsible for	

	DESCRIPTION	ROLE OF TRUST BOARD	DELEGATION OF AUTHORITY TO			REPORT/ADVICE REQUIRED
			Chairman	Chief Executive	Directors	
					education policy in liaison with Directors. - is responsible for the development of vocational/technical training in conjunction with Directors.	
31.	NON-EXECUTIVE, EXECUTIVE DIRECTORS ISSUES (VISITS, HOSPITALITY, ETC)	Approves overall policy on hospitality and visits.	The Chairman to advise the Appointments Commission on the performance of Non-Executive board members	Brings guidelines to the attention of all Directors.	Uphold the guidelines Director of Corporate Services to develop policies and guidelines on behalf of the Chief Executive.	
32.	DATA PROTECTION	Approves policy on Data Protection			Director of Information Management & Technology - is responsible for notification under the Data Protection Act and the implementation of the Board's Data Protection Policy. - advise the Board on Data notification. All Directors are responsible for ensuring compliance with the Data Protection Act and the	

	DESCRIPTION	ROLE OF TRUST BOARD	DELEGATION OF AUTHORITY TO			REPORT/ADVICE REQUIRED
			Chairman	Chief Executive	Directors	
					Board's Data Protection Policy in their Directorate.	
33.	FREEDOM OF INFORMATION	Approves Freedom of Information Policy. Receives an annual report on the implementation of the policy.			Director of Information Management and Technology - is responsible for ensuring the Trust is compliant with the requirements of the 2005 FOI Act. -to publish and main a FOI scheme.	
34.	FRAUD				Where a criminal offence is suspected the Director of Finance must inform the Police if theft or arson is involved. In cases of fraud and corruption the Director of Finance must inform the relevant LCFS and CFSMS Regional team in line with SOS Direction. The Director of Finance should notify CFSMS and External Audit of all fraud.	
35.	RISK MANAGEMENT	Approve and monitor risk management programme			Where the Board decides to use the risk pooling schemes administered by	

	DESCRIPTION	ROLE OF TRUST BOARD	DELEGATION OF AUTHORITY TO			REPORT/ADVICE REQUIRED
			Chairman	Chief Executive	Directors	
		<p>The Audit 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 activity both clinical and non-clinical that support the achievement of the organisation's objectives.</p> <p>Decide whether the Trust will use risk pooling scheme administered by the NHS Litigation Authority or self insure for some or all of the risks (where discretion is allowed). Decisions to self-insure should be reviewed annually.</p>			<p>the NHS Litigation Authority the Director of Corporate Services shall ensure that the arrangements entered into are appropriate and complementary to the risk management programme. The Director of Corporate Services shall ensure that documented procures cover these arrangements.</p> <p>Where the Board decides not to use the pool risking scheme administered by the NHSLA for any one or other of the risks covered by the schemes, the Director of Finance shall ensure that the Board is informed of the nature and extent of the risks that are self-insured as a result of this decision. The Director of Finance will draw up formal document procedures for the management of any claims arising from 3rd</p>	

	DESCRIPTION	ROLE OF TRUST BOARD	DELEGATION OF AUTHORITY TO			REPORT/ADVICE REQUIRED
			Chairman	Chief Executive	Directors	
					parties and payments in respect of losses that will not be reimbursed.	

APPENDIX XII: 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 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. Any appointed Observers are required to complete a written declaration agreeing to maintain confidentiality in accordance with Section 2.1.9 and that any breach of confidentiality may constitute a criminal offence under Section 55 of the Data Protection Act 1998 and could result in the matter being referred to the LCFS for further investigation in accordance with the Trust's Anti-Fraud Policy. 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 49 (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 XII from time to time and such an amendment or amendments may be binding upon the Observer in the future.