



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

18 March 2010

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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.

PART I: MEETINGS

1. ORDINARY MEETINGS

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

2. ADMISSION OF THE PUBLIC 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.
- 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 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 Terms of Service 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

- 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 TERMS OF SERVICE COMMITTEE

- 19.1 In accordance with the guidance issued by the NHS Executive under EL(94)40, the Board shall establish a Remuneration and terms of service Committee. The Committee shall comprise of Non-Executive Directors (with a quorum of three), be chaired by the 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 & Organisational 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. SERVICE DEVELOPMENT COMMITTEE

21.1 The Board shall establish a Service Development Committee to provide a discussion forum for future service developments and opportunities. The Committee shall be a non-decision making Committee which will be chaired by the 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 IX](#).

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 X](#).

23. BOARD APPEALS PANELS

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

24. COMPOSITION OF COMMITTEES

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

25. PROCEEDINGS IN COMMITTEES TO BE CONFIDENTIAL

25.1 A member of a Committee shall not disclose a matter dealt with by, or brought before, the Committee without the permission of the Committee's Chairman until the Committee shall have reported to the Board or shall otherwise have concluded action on that matter.

25.2 Provided that a Director of the Board or a member of a Committee shall not disclose any matter reported to the Board or otherwise dealt with by the Committee notwithstanding that the matter has been reported or action has been concluded, if the Chairman of the Board or Committee has resolved that it is confidential.

26. APPOINTMENT OF CHAIRMEN OF COMMITTEES

26.1 The Chairman of the Trust Board shall appoint the 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.

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

27. SPECIAL MEETINGS OF COMMITTEES

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

28. QUORUM

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

PART III: CUSTODY OF SEAL AND SEALING OF DOCUMENTS

29. CUSTODY OF SEAL

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

30. SEALING OF DOCUMENTS

- 30.1 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.
- 30.2 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.

31. REGISTER OF SEALINGS

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

PART IV: APPOINTMENT OF OFFICERS, ETC.

32. CANVASSING OF, AND RECOMMENDATIONS BY, DIRECTORS

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

33. RELATIVES OF BOARD DIRECTORS OR OTHER MEMBERS OF STAFF

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

34.INTERESTS OF MEMBERS OF STAFF

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

PART V: MISCELLANEOUS

35. SUSPENSION OF STANDING ORDERS

- 35.1 Except where this would contravene any statutory provision or any direction made by the Secretary of State or the rules relating to the Quorum any one or more of the Standing Orders may be suspended at any meeting, provided that at least two-thirds of the whole number of the members of the Board are present (including at least one member who is an Officer Member of the Trust and one Member who is not) and that at least two-thirds of those members present signify their agreement to such suspension.
- 35.2 A decision to suspend Standing Orders shall be recorded in the minutes of the meeting.
- 35.3 A separate record of matters discussed during the suspension of Standing Orders shall be made and shall be available to the Chairman and members of the Board.
- 35.4 No formal business may be transacted while Standing Orders are suspended.
- 35.5 The Audit Committee shall review every decision to suspend Standing Orders.

36. VARIATION AND AMENDMENT OF STANDING ORDERS

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

37. STANDING ORDERS TO BE GIVEN TO DIRECTORS

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

38. SIGNATURE OF DOCUMENTS

- 38.1 Where any document will be a necessary step in legal proceedings on behalf of the Trust, it shall, unless any enactment otherwise requires or authorises, or the Board has given the necessary authority to some other person for the purpose of such proceedings, be signed by the Chief Executive or the Trust Secretary.

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

39. STANDING FINANCIAL INSTRUCTIONS

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

40. URGENT DECISIONS

40.1 Where an urgent decision is required on a matter which would normally be reserved to the Trust Board in advance of a meeting of the Trust Board, the matter will normally be raised by the Chief Executive, or a Board Director with the Chairman, or in his absence the 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.

40.2 Where the Chief Executive, or in his absence, one of the Board Directors other than the Board Director directly involved in the issue, authorises urgent action after consulting with the Chairman of the Board, or in his absence, the 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.

41. CODES OF CONDUCT AND ACCOUNTABILITY

41.1 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 VI](#).

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

42. CODES OF PRACTICE

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

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

- 43.1 From time to time it will be necessary and appropriate for Trust staff to travel outside the UK for business purposes. This may include the opportunity to observe and research new systems in operation, attendance at conferences with an international perspective, and income generating advice and consultancy projects.
- 43.2 In order to ensure probity and public confidence in their appropriateness, all such journeys outside of the European Union area will be reported to the Trust Board on an annual basis. The Audit Committee will receive an annual report on travel undertaken by Trust staff.
- 43.3 There will be an internal process for approving overseas travel outside the UK which will consider the following criteria/requirements:
- 43.3.1 Clear Trust benefits are expected and specified
 - 43.3.2 A personal presence is required
 - 43.3.3 There is a major role to be played at any conference attended
 - 43.3.4 Part funding by conference organisers should be considered
 - 43.3.5 The appropriateness of Business Class travel
 - 43.3.6 Written report to the Trust Board on outcomes achieved
- 43.4 Irrespective of the reason for travel the Trust will pay all travel and subsistence costs unless the Trust Board has approved other arrangements in advance.

44. DOCUMENTS HAVING THE STANDING OF STANDING ORDERS

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

45. REVIEW OF STANDING ORDERS

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

46. PART VI: DECISIONS RESERVED FOR THE BOARD

- 46.1 The Board has reserved to itself decisions on the items shown in the Schedule of Decisions Reserved for the Board at [Appendix VIII](#).

47. PART VII: SCHEME OF DELEGATION

47.1 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 XIII](#).

48. PART VIII: INTERPRETATION OF STANDING ORDERS

48.1 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 40 (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 2010 (VAT exclusive) are as follows:

Supplies	£ 101,323
Services	£ 101,323
Works	£3,927,260

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 B of this Appendix.
- 9.3 The date and time of receipt of each tender by the Trust Secretary shall be endorsed on the unopened tender envelope/package and recorded in the appropriate register (as detailed in paragraph 9.2 of this Appendix).
- 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).

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 an 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:

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

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

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

20.2 The Chief Executive shall demonstrate that the use of private finance represents value for money and genuinely transfers risk to the private sector.

20.3 Where the sum exceeds delegated limits set by the Department of Health, a business case must be referred to the organisation designated by the DoH for approval.

20.4 The proposal must be specifically agreed by the Board.

20.5 The selection of a contractor/finance company must be on the basis of competitive tendering or quotations.

**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 style="width: 100%; border: none;"><thead><tr><th style="text-align: left; width: 50%;"><u>Name</u></th><th style="text-align: right; width: 50%;"><u>Amount</u></th></tr></thead><tbody><tr><td style="height: 300px;"></td><td></td></tr></tbody></table>	<u>Name</u>	<u>Amount</u>		
<u>Name</u>	<u>Amount</u>			

APPENDIX III: TERMS OF REFERENCE FOR THE AUDIT COMMITTEE

1. CONSTITUTION AND FUNCTION

2. OVERALL PURPOSE

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

1. CONSTITUTION AND FUNCTION

2. OVERALL PURPOSE

3. PROCEDURE

**APPENDIX V: TERMS OF REFERENCE FOR THE CHARITABLE
FUNDS COMMITTEE**

1. CONSTITUTION AND FUNCTION

2. OVERALL PURPOSE

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:

6.1.5. abuse their official position for personal gain or to benefit their family or friends; and

6.1.6. 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:

7.4.3.1. am I, or might I be, in a position where I or my family or associates might gain from the connection between my private interests and my employment with the Trust?

7.4.3.2. do I have access to information which could influence purchasing decisions?

7.4.3.3. could my outside interest be in any way detrimental to the Trust or to patients' interests?

7.4.3.4. do I have any reason to think that I may be risking a conflict of interest?

7.4.4. If still unsure - **declare it!**

8. PREFERENTIAL TREATMENT IN PRIVATE TRANSACTIONS

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

9. OTHER EMPLOYMENT

9.1. It is a condition of employment that Trust staff do not undertake any other employment, paid or unpaid, which conflicts with the requirements of their Trust post or be detrimental to it. Staff wishing to take up any employment must provide full details and seek prior written authority from the 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 & Organisational 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:

- 10.3.1.1. at Christmas time (articles of low intrinsic value (up to £20) such as pens, calendars, diaries etc.) or
- 10.3.1.2. small items of low value (up to £20) such as desk furniture and tankards received at the conclusion of an official visit or conference or seminar.

of 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.

- 10.3.1.3. Staff must not, however, accept any money gifts or consideration where such acceptance could be deemed to influence or to have influenced their business conduct. Any member of staff who is unsure

10.4. 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.

10.5. 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.

10.6. 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.

10.6.1. 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.

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

10.6.3. 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.

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

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

11.COMMERCIAL SPONSORSHIP OR ATTENDANCE AT COURSES AND CONFERENCES

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

12.COMMERCIAL SPONSORSHIP OF POSTS - LINKED DEALS

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

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

13.“COMMERCIAL IN-CONFIDENCE”

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

14.COMPLAINTS ABOUT BREACHES OF THE CODE

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

1. **Standing Orders** - for the effective conduct and operation of the Board in the fulfilment of its responsibilities. The decision to suspend standing orders or to vary and amend standing orders.
2. **Standing Financial Instructions** - for the regulation of the conduct of the Trust, its Directors, staff and agents in relation to all financial matters and the security of its assets.
3. **Scheme of Delegation** - to show the approved officers who have been delegated responsibility for deciding particular matters, and those who may act in their place during their absence.
4. **The Strategic Direction** - the strategic policy of the Trust and the selection of its key objectives.
5. **Service Plans** - the consideration and endorsement of the annual service plan and associated budgets to facilitate of the Board's function of exercising financial supervision and control.
6. **Committees/Sub-Committees** - the establishment, terms of reference and reporting arrangements for the Audit Committee, and Remuneration and Terms of Service Committee and all other committees and sub-committees acting on behalf of the Board as laid down in Part II of these Standing Orders. Confirm the recommendations of the Trust's committees where the committee's do not have executive power.
7. **Capital Schemes, and assets and large contracts** - the acquisition of capital assets in accordance with the Scheme of Delegation; any capital scheme or acquisition or disposal of assets with a value of £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. 40.
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 Terms of Service Committee** regarding Directors and Senior Employees and those staff not covered by the Remuneration and Terms of Service Committee.

APPENDIX VIII:

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</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 	

	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.		the Audit Commission and the National Audit Office.	service plan is changed. - to monitor and ensure compliance with Secretary of State Directions on fraud and corruption including the appointment of the Local Counter Fraud Service.	
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	Appointments within their Directorates within approved establishment Director of Human Resources & Organisational Development authorises variations in establishment within approved resources Director of Human Resources & Organisational Development issues contracts of employment	
4.	DISMISSALS	Approve the arrangements for the discipline and dismissal of staff	Dismissal of the Chief Executive and Executive Trust	Dismissal of any non Trust Board Director	Dismissal of staff.	Director of Human Resources & Organisational

	DESCRIPTION	ROLE OF TRUST BOARD	DELEGATION OF AUTHORITY TO			REPORT/ADVICE REQUIRED
			Chairman	Chief Executive	Directors	
		Nomination of a panel to hear appeals against dismissal brought by the Chief Executive or Executive Trust Board Directors	Board Directors Nomination of a panel to hear appeals against dismissal brought by Directors who are not members of the Board.	Nomination of a panel of Directors to hear appeals against dismissal by staff below Director level		Development or a nominee to advise panels dealing with dismissals and appeals
5.	REMUNERATION AND TERMS OF SERVICE FOR THE CHIEF EXECUTIVE, DIRECTORS AND OTHER SENIOR OFFICERS	Decides the Directors' remuneration and terms of service on the recommendation of the Remuneration Committee. Decides performance related payments to the Chief Executive. The Remuneration Committee shall report in writing to the Board the basis of its recommendations.	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 & Organisational Development advises the Remuneration Committee
6.	HUMAN RESOURCES POLICY, DISPUTES/ ARBITRATION/ DISCIPLINARY MATTERS	Approves all Human Resources policies Approves premature retirement for the Chief Executive and all Directors	Initiates action on disciplinary matters relating to the Chief Executive and/or Directors	Determines submissions to the Trust Board Approves premature retirement for staff up to Director level	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

	DESCRIPTION	ROLE OF TRUST BOARD	DELEGATION OF AUTHORITY TO			REPORT/ADVICE REQUIRED
			Chairman	Chief Executive	Directors	
				Settle disputes in line with the agreed disputes procedure		
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 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>Compiles and submits an annual service plan to the Trust Board.</p> <p>Approves financial 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>Director of Finance – to prepare and submit budgets and financial reports to the Trust Board.</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	<p>Notes delegated action taken.</p> <p>Approves all payments in excess of £500,000.</p>	Approves all payments above £250,000 and up to £500,000, subject to a report from the Chief Executive.	Chief Executive to approve all payments up to £250,000.	Director of Finance to ensure that document procedures cover management of claims and payments below the deductible.	<p>Director of Finance reports all ex-gratia payments to the Audit Committee as a Standard Report.</p> <p>Under legal obligation</p>

	DESCRIPTION	ROLE OF TRUST BOARD	DELEGATION OF AUTHORITY TO			REPORT/ADVICE REQUIRED
			Chairman	Chief Executive	Directors	
	LAS liability which would need to be contested in court or tribunal.					<p>the Trust is authorised to pay the full amount.</p> <p>Ex-gratia payments following legal opinion over £1m must be referred to DoH</p> <p>Ex-gratia payments without legal opinion over £500,000 must be referred to the DoH.</p>
	b. Payment resulting from tribunal.	As above	As above	Approves payments above £50,000 and up to £250,000, subject to a report from the Directors of Finance and Human Resources & Organisational Development.	Director of Human Resources & Organisational Development approves payments up to £50,000	<p>Under legal obligation the Trust is authorised to pay the full amount.</p> <p>Ex-gratia payments following legal opinion over £1m must be referred to DoH</p> <p>Ex-gratia payments without legal opinion over £500,000 must be referred to the DoH.</p>

	DESCRIPTION	ROLE OF TRUST BOARD	DELEGATION OF AUTHORITY TO			REPORT/ADVICE REQUIRED
			Chairman	Chief Executive	Directors	
	c. Payment Resulting from Claims relating to the Property Expenses Scheme.	As above	As above		Director of Finance to approve payments up to £20,000	Payments in excess of £20,000 are covered by the NHSLA Property Expenses Scheme.
	d. All other Public and Employer Liability Claims including personal Injury	As above	As above	Approves payments above £50,000 and up to £250,000, subject to a report from the Director of Finance (for claims not admitted to the NHSLA Indemnity Scheme).	Director of Finance and Head of Legal Services to be responsible for payments up to £50,000, and approves payments above £10,000.	Payments in excess of £10,000 are covered by the NHSLA Liability to Third Parties Scheme Director of Human Resources & Organisational Development to be advised on all payments to staff in settlement of Employer Liability.
	e. Making Ex-Gratia Payments in circumstances other than those above (including where legal advice has not been obtained).	Approves Delegated action taken. Approves all payments in excess of £500,000.	Approves all payments above £250,000 and up to £500,000, subject to a report from the Chief Executive.	Approves ex-gratia payments up to DoH Limit (Currently £50,000) where no legal advice is available. Approves payments up to £250,000 where legal advice is	Relevant Director to approve payment up to £1,000.	Director of Finance reports all ex-gratia payments to the Board.

	DESCRIPTION	ROLE OF TRUST BOARD	DELEGATION OF AUTHORITY TO			REPORT/ADVICE REQUIRED
			Chairman	Chief Executive	Directors	
				available, subject to a report from the Director of Finance.		
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	Director of Finance, in conjunction with the Chief Executive and/or Director of Operations, is authorised to grant or take up a lease of property up to £100,000 over the period of the lease. The Strategic Services Group (SSG) to approve business cases up to £1m. Director of Finance - to advise the Board through the submission of reports. -to be responsible for the	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>schemes and for 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>day to day management 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>	Approval of capital expenditure in excess of £1m on high risk projects or complex transactions		Approves arrangements, in conjunction with the Chairman, of an	Strategic Services Group to approve the acquisitions of up to £1m following consideration of	Acquisitions must comply with the Secretary of State delegated limits and

	DESCRIPTION	ROLE OF TRUST BOARD	DELEGATION OF AUTHORITY TO			REPORT/ADVICE REQUIRED
			Chairman	Chief Executive	Directors	
		following consideration of the Outline Business Case, Full Business Case and Strategic Outline Case.		acquisition in excess £100,000 up to £250,000	business cases.	procedures that may be in force from time to time. In accordance with the SHA's delegated limits and procedures approval of SOC, OBC and FBC to be obtained.
	b Disposals (with the exception of land and buildings)	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). Approve of disposals on high risk projects or complex transactions following consideration of the OBC, FBC and Strategic Outline Case.		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.	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.	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.
12.	BANKING	Approves the Banking arrangements			Director of Finance - is responsible for managing the LAS's banking arrangements and advising on the provision of banking	

	DESCRIPTION	ROLE OF TRUST BOARD	DELEGATION OF AUTHORITY TO			REPORT/ADVICE REQUIRED
			Chairman	Chief Executive	Directors	
					<p>services, operation of accounts, preparation of instructions and list of cheque signatories.</p> <p>- will review banking arrangements at regular intervals.</p>	
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>			<p>Director of Finance</p> <p>- is responsible for monitoring the effective administration of charitable funds, including management and accounting arrangements.</p> <p>-to approve the appointment of the Financial Adviser to the Charitable Funds Committee.</p>	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 Director of Operations is responsible for the control of all medical /pharmaceutical stocks, and supplies held by NHS Supplies including uniform.</p> <p>The Director of Operations 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 40.</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	To ensure that competing quotations are received	EU Public procurement

	DESCRIPTION	ROLE OF TRUST BOARD	DELEGATION OF AUTHORITY TO			REPORT/ADVICE REQUIRED
			Chairman	Chief Executive	Directors	
				received for non-estate purchases above £25,000 and estate purchases over £100,000	for non-estates purchases between £3,000 and £25,000 and for Estates purchases between £3,000 and £100,000 except where ordered through NHS Supplies	thresholds apply to 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			<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 personally signs responses to all 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 to consultation with the		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	
				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 at the start of the financial year. Approves requests from the Chief Executive for virement in excess of £1 million. Approves all revenue	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 No permanent	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 expend these budgets in	Director of Finance to produce annual budget manual. Director of Finance to ensure adequate training is delivered on an on-going basis to budget holders.

	DESCRIPTION	ROLE OF TRUST BOARD	DELEGATION OF AUTHORITY TO			REPORT/ADVICE REQUIRED
			Chairman	Chief Executive	Directors	
		contracts over £1million		employees are to be appointed without the approval of the Chief Executive other than those provided for within available resources and manpower establishment.	line with the Trust's Service Plan and Standing Financial Instructions. Directors may delegate parts of their overall budgets to individual budget holders within their directorate. 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. Director of Finance to report budget virements of over £100,000 to the Trust Board.	
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	Seal to be affixed by the Chief Executive in accordance with standing orders. Chief Executive and an Executive Director to approve and sign all documents which will	Common seal of the Trust shall be kept by the Trust Secretary in a secure place in accordance with arrangements approved by the Trust. Trust Secretary to keep a register of sealings.	

	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 polices, • 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 	

	DESCRIPTION	ROLE OF TRUST BOARD	DELEGATION OF AUTHORITY TO			REPORT/ADVICE REQUIRED
			Chairman	Chief Executive	Directors	
					reviews are being carried out as are considered necessary.	
28.	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 Organisational Development to ensure the effective implementation of the Human Resources aspects of Trust policy and advises the Chief Executive of requirements.</p> <p>The Director of Operations 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>	
29.	EDUCATION AND	Approves the policy on		Submits policy to the	Human Resources	

	DESCRIPTION	ROLE OF TRUST BOARD	DELEGATION OF AUTHORITY TO			REPORT/ADVICE REQUIRED
			Chairman	Chief Executive	Directors	
	TRAINING	education and training		Trust Board	Director - is responsible for education policy in liaison with Directors. - is responsible for the development of vocational/technical training in conjunction with Directors.	
30.	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.	
31.	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	

	DESCRIPTION	ROLE OF TRUST BOARD	DELEGATION OF AUTHORITY TO			REPORT/ADVICE REQUIRED
			Chairman	Chief Executive	Directors	
					compliance with the Data Protection Act and the Board's Data Protection Policy in their Directorate.	
32.	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.	
33.	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.	
34.	RISK MANAGEMENT	Approve and monitor risk management programme			Where the Board decides to use the risk pooling	

	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>schemes administered by 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</p>	

	DESCRIPTION	ROLE OF TRUST BOARD	DELEGATION OF AUTHORITY TO			REPORT/ADVICE REQUIRED
			Chairman	Chief Executive	Directors	
					claims arising from 3 rd parties and payments in respect of losses that will not be reimbursed.	

APPENDIX IX: TERMS OF REFERENCE FOR THE SERVICE DEVELOPMENT COMMITTEE

1. Constitution and Function

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

2. Terms of Reference

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

**APPENDIX X: TERMS OF REFERENCE FOR THE QUALITY
 COMMITTEE**

To be inserted once agreed in March 2010.

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

1. Appointment

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

2. Participation

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

- 2.1.1. The Observer is not a member of the Trust Board nor an Officer of the Trust and may not represent the Trust in any capacity unless this has been approved in advance by way of a resolution of the Board.
- 2.1.2. The Observer shall be included in the record of attendance as per Standing Order 8.
- 2.1.3. The minutes of the meetings shall reflect any contributions made by the Observer in the normal manner and style of the Board's minutes. Standing Order 10 (Minutes) shall apply.
- 2.1.4. Standing Order 11(Chairman's Ruling) shall apply.
- 2.1.5. The Observer is required to declare any interests at the commencement of a Trust Board meeting or during the course of any item on the agenda of the meeting. This shall include all the declarations or reasons for declaration set out in Standing Order 15.
- 2.1.6. The Trust Board may appoint the Observer to one or more of the Board's Committees. The relevant Standing Orders relating to Committees shall apply to the Observer where such an appointment takes place.
- 2.1.7. Standing Order 48 (Interpretation of Standing Orders) shall apply.
- 2.1.8. Where a motion to exclude the public from a meeting or part of a meeting is heard and the Board resolves to exclude the public then the Observer, being a member of the public, shall also be excluded.
- 2.1.9. The Observer shall ensure that the following are kept as strictly confidential in the event the Observer learns of or gleans or has such disclosed to them:
 - 2.1.9.i. patient identifiable information or
 - 2.1.9.ii. staff member/employee identifiable information
or
 - 2.1.9.iii. "commercial in confidence" information or

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