



Title: Standing Orders and Scheme of Reservation and Delegation

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Ownership: Directorate of Finance
Head of Office

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Links to Other Policies, Procedures, Guidelines or Protocols Should be read in conjunction with Trust Standing Financial Instructions

VERSION CONTROL

Date	Version	Comment
26/4/26	V1	Updated by Business Support Manager
21/5/26	V2	Updated following comments from Chair



SECTION A: INTERPRETATION AND DEFINITIONS FOR STANDING ORDERS AND STANDING FINANCIAL INSTRUCTIONS

- 1.1. Save as otherwise permitted by law, at any meeting the Chair of the Trust shall be the final authority on the interpretation of Standing Orders (on which he/she should be advised by the Chief Executive and/or Secretary to the Board).
- 1.2. Any expression to which a meaning is given in the HPSS (NI) Order 1991, the Health and Social Care (Reform) Act (Northern Ireland) 2009 and other Acts/Orders relating to the HSC shall have the same meaning in these Standing Orders and Standing Financial Instructions and in addition:
 - 1.2.1. "Accounting Officer" means the HSC Officer responsible and accountable for funds and assets entrusted to the Trust. The officer shall be responsible for ensuring the proper stewardship of public funds and assets. For this Trust it shall be the Chief Executive.
 - 1.2.2. "Trust" means the Northern Health & Social Care Trust
 - 1.2.3. "Board" means the Chair, executive and non-executive members of the Trust collectively as a body.
 - 1.2.4. "Budget" means a resource, expressed in financial terms, proposed by the Board for the purpose of carrying out, for a specific period, any or all of the functions of the Trust.
 - 1.2.5. "Budget holder" means the director or employee with delegated authority to manage finances (Income and Expenditure) for a specific area of the organisation.
 - 1.2.5. "Chair of the Trust" is the person appointed by the Departmental Public Appointments Unit to lead the Board and to ensure that it successfully discharges its overall responsibility for the Trust as a whole. The expression "the Chair of the Trust" shall be deemed to include the member acting as Chair of the Trust if the Chair is absent from the meeting or is otherwise unavailable.
 - 1.2.6. "Chief Executive" means the chief officer of the Trust. The Chief Executive is the Trust's Accounting Officer.
 - 1.2.7. "Outcomes and Assurance Committee" means a committee whose functions are concerned with the arrangements for the purpose of monitoring and improving the quality and safety of health and social care for which the Northern Health and Social Care Trust has responsibility.
 - 1.2.8. "Commissioning" means the process for determining the need for and for obtaining the supply of healthcare, social care and related services by the Trust within available resources.



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- 1.2.9. "Committee" means a committee or sub-committee created and appointed by the Trust.
- 1.2.10. "Committee members" means persons formally appointed by the Board to sit on or to chair specific committees.
- 1.2.11. "Contracting and procuring" means systems for obtaining the supply of goods, materials, manufactured items, services, building and engineering services, works of construction and maintenance and for disposal of surplus and obsolete assets.
- 1.2.12. "Director of Finance" means the Chief Financial Officer of the Trust.
- 1.2.13. "Funds held on trust" shall mean those funds which the Trust holds on date of incorporation, receives on distribution by statutory instrument or chooses subsequently to accept under powers derived under Article 16 of the HPSS (NI) Order 1991. Such funds may or may not be charitable.
- 1.2.14. "Member" means executive or non-executive member of the Board as the context permits. Member, in relation to the Board, includes its Chair.
- 1.2.15. "Associate Member" means a person appointed to perform specific statutory and non-statutory duties which have been delegated by the Trust Board for them to perform and these duties have been recorded in an appropriate Trust Board minute or other suitable record.
- 1.2.16. "Membership, Procedure and Administration Arrangements Regulations" means HSS Trusts (Membership and Procedure) Regulations (Northern Ireland) 1994.
- 1.2.17. "Nominated officer" means an officer charged with the responsibility for discharging specific tasks within Standing Orders and Standing Financial Instructions.
- 1.2.18. "Officer" means employee of the Trust or any other person holding a paid appointment or office with the Trust.
- 1.2.19. "Secretary" means a person appointed to act independently of the Board to provide advice on corporate governance issues to the Board and the Chair and monitor the Trust's compliance with the law, Standing Orders, and DOH guidance.
- 1.2.20. "SFIs" means Standing Financial Instructions.
- 1.2.21. "SOs" means Standing Orders.
- 1.2.22. "Member acting as Chair" means the non-executive member appointed by the Board to take on the Chair's duties if the Chair is absent for any reason.

2. "DOH" means the Department of Health



1. INTRODUCTION

1.1. Statutory Framework

The Northern Health & Social Services Trust which shall also be known as the Northern Health and Social Care Trust is a statutory body which came into existence on 1st August 2006 and was operational from 1st April 2007 under the Northern Health and Social Care Trust (Establishment) Order (Northern Ireland) 2006.

The principal place of business of the Trust is Trust Headquarters, Bretten Hall, Antrim Hospital Site, Bush Road, Antrim, BT41 2RL

- (1) HSC Trusts are provided for under Article 10(1) of the Health and Personal Social Services (NI) Order 1991. The Northern Health and Social Services Trust (transfer of Staff, Assets and Liabilities) Order (NI) 2007 provides for the transfer of staff, assets, and liabilities to the Trust.
- (2) The functions of the Trust are conferred by this legislation.
- (3) As a statutory body, the Trust has specified powers to contract in its own name and to act as a corporate trustee.
- (4) Schedule 3 of the HPSS (NI) Order 1991 specifies the duties, powers, and status of HSC Trusts.
- (5) Circular HSS (PDD) 8/94 and the Codes of Conduct and Accountability require the Trust to adopt Standing Orders for the regulation of its proceedings and business. The Trust must also adopt Standing Financial Instructions (SFIs) as an integral part of Standing Orders setting out the responsibilities of individuals.
- (6) The Trust will also be bound by such other statutes and legal provisions which govern the conduct of its affairs.

1.2. Health and Social Care Framework

- (1) In addition to the statutory requirements the Minister for Health through the DOH issues further directions and guidance. These are normally issued under cover of a circular or letter.
- (2) (The Codes of Conduct and Accountability require that, inter alia, Boards draw up a schedule of decisions reserved to the Board and ensure that management arrangements are in place to enable responsibility to be clearly delegated to senior executives (a scheme of delegation). The code also requires the establishment of audit and remuneration committees with formally agreed terms of reference. The Standards of Business Conduct make various requirements concerning possible conflicts of interest of Board members.
- (3) The Trust will produce and publish an annual report for each financial year within the timescales set by the DOH. The Annual Report will identify the Chair, Chief



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Executive, and non-executive directors, as well as the Chair and members of the Audit and Remuneration committees and other committees established by the Board.

- (4) The Trust will comply with all statutory requirements and Departmental directions, including the DOH Framework Document, Partnership Agreement, the Code of Conduct and Code of Accountability for Board Members of Health and Social Care bodies and other codes of conduct and directions as these apply to the functions, activities and conduct of Boards of Health and Social Care Trusts. Where these are updated or replaced, the new provisions and requirements will apply.

1.3. Delegation of Powers

The Trust has powers to delegate and make arrangements for delegation. The Standing Orders set out the detail of these arrangements. Under the Standing Order relating to the Arrangements for the Exercise of Functions (SO 5), the Trust is given powers to "make arrangements for the exercise, on behalf of the Trust, of any of their functions by a committee, sub-committee or joint committee appointed by virtue of Standing Order 4 or by an officer of the Trust, in each case subject to such restrictions and conditions as the Trust thinks fit or as the Minister for Health may direct". Delegated Powers are covered in Section C of this document - Scheme of Reservation and Delegation. (See circular HSS (PDD) 8/94).

1.4. Governance

Trust Boards are required to have in place integrated governance structures and arrangements that will lead to good governance and to ensure that decision-making is informed by intelligent information covering the full range of corporate, financial, financial, clinical, social care, information and research governance aspects. This will better enable the Board to take a holistic view of the organisation and its capacity to meet its legal and statutory requirements and clinical, social care, quality, safety and financial objectives.

In discharging these responsibilities, the Trust Board shall have regard to relevant DOH governance frameworks, guidance on openness, transparency and accountability, and associated best practice standards, as updated from time to time.

The Board will also review its effectiveness on an annual basis, with periodic independent review.

2. THE TRUST BOARD: COMPOSITION OF MEMBERSHIP, TENURE AND ROLE OF MEMBERS

2.1. Composition of the Membership of the Trust Board

In accordance with the Health and Social Services Trusts (Membership and Procedure) Regulations (NI) 1994, and The Health and Social Services Trusts (Establishment) Order (Northern Ireland) 2008, the composition of the Board shall be:



- (i) The Chair of the Trust (Appointed by the Minister of Health).
- (ii) Up to 7 non-executive members (appointed by the DOH Public Appointments Unit).
- (iii) Up to 5 executive members (but not exceeding the number of non-executive members) including:
 - the Chief Executive.
 - the Director of Finance.
 - the Director of Nursing.
 - the Director of Social Work.
 - the Director of Medicine.

The Trust shall have not more than 13 and not less than 8 members (unless otherwise determined by the Minister for Health and set out in the Trust's Establishment Order or such other communication from DOH).

2.2. Appointment of Chair and Members of the Trust

- (i) The Chair and Non-Executive Directors of the Trust are appointed by the DOH Public Appointments Unit following approval by the Minister for Health.

2.3. Terms of Office of the Chair and Members

- (i) The regulations setting out the period of tenure of office of the Chair and members and for the termination or suspension of office of the Chair and members are contained in Part 2, Articles 7 - 9 of the HSS Trusts (Membership and Procedure) Regulations (NI) 1994.

2.4. Appointment and Powers of Vice-Chair

- (i) Subject to Standing Order 2.4 (ii) below, the Chair and members of the Trust may appoint one of their numbers, who is not also an executive member, to be Vice-Chair, for such period, not exceeding the remainder of their term as a member of the Trust, as they may specify on appointing them.
- (ii) Any member so appointed may at any time resign from the office of Vice-Chair by giving notice in writing to the Chair. The Chair and members may thereupon appoint another member as Vice-Chair in accordance with the provisions of Standing Order 2.4 (i).
- (iii) Where the Chair of the Trust has died or has ceased to hold office, or where he/she have been unable to perform their duties as Chair owing to illness or any other cause, the Vice-Chair shall act as Chair until a new Chair is appointed or the existing Chair resumes their duties, as the case may be; and references to the Chair in these Standing Orders shall, so long as there is no Chair able to perform those duties, be taken to include references to the Vice-Chair.



2.5. Joint Members

- (i) Where more than one person is appointed jointly to a post mentioned in Part 2, Regulation 6 of the HSS Trusts (Membership and Procedure) Regulations (NI) 1994, those persons shall count for the purpose of Standing Order 2.1 as one person.
- (ii) Where more than one person jointly shares the office of a member of the Board:
 - a. either or both of those persons may attend or take part in meetings of the Board.
 - b. if both are present at a meeting, they should cast one vote if they agree.
 - c. in the case of disagreements, no vote should be cast.
 - d. the presence of either or both of those persons should count as the presence of one person for the purposes of Standing Order 3.11- Quorum.

2.6. Role of Members

The Board will function as a corporate decision-making body; executive and non-executive Members will be full and equal members. Members share collective responsibility for the decisions of the Board and for ensuring the effective governance of the Trust.

In their role, Members will provide leadership and strategic direction, ensuring the Trust operates effectively, efficiently and in accordance with its statutory and accountability arrangements. Members will consider the key strategic and managerial issues facing the Trust in carrying out its statutory and other functions, providing appropriate oversight, foresight, scrutiny, challenge and assurance to support informed decision-making and the stewardship of public resources.”

(i) Executive Members

Executive Members shall exercise their authority within the terms of these Standing Orders and Standing Financial Instructions and the Scheme of Delegation.

(ii) Chief Executive

The Chief Executive shall be responsible for the overall performance of the executive functions of the Trust. He/she is the **Accounting Officer** for the Trust and shall be responsible for ensuring the discharge of obligations under Financial Directions and in line with the requirements of the Accounting Officer Memorandum for Trust Chief Executives issued by DOH.

(iii) Deputy Chief Executive



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The Deputy Chief Executive will deputise for the Chief Executive if the Chief Executive is absent from Trust Board.

(iv) Director of Finance

The Director of Finance shall be responsible for the provision of financial advice to the Trust and to its members and for the supervision of financial control and accounting systems. He/she shall be responsible along with the Chief Executive for ensuring the discharge of obligations under relevant Financial Directions.

(v) Director of Nursing

The Director of Nursing shall be responsible for providing Trust Board with an assurance on professional nursing governance within the Trust. They are responsible for providing strategic direction for the nursing profession and is accountable for ensuring regulatory requirements are met for the Nursing workforce.

(vi) Director of Social Work

The Director of Social Work is responsible for ensuring the effective discharge of statutory functions and ensuring that regulatory requirements are met for the Social Care Workforce. They are responsible for ensuring adequate arrangements are in place for the discharge of the Trust's responsibility for meeting standards associated with the safeguarding of children, vulnerable adults and mental health clients.

(vii) Director of Medicine

The Director of Medicine is responsible for key aspects of clinical and governance and to ensure that appropriate systems and process are in place to ensure the safety and quality of services to patients and clients. This responsibility is shared with the Director of Social Work. The Director of Medicine also ensures that the Trust has in place systems and structures in place to meet its statutory and legal responsibilities.

(viii) Non-Executive Members

The Non-Executive Members shall not be granted, nor shall they seek to exercise any individual executive powers on behalf of the Trust. They may, however, exercise collective authority when acting as members of or when chairing a committee of the Trust which has delegated powers.

(ix) Chair

The Chair shall be responsible for the operation of the Board and chair all Board meetings when present. The Chair has certain delegated executive powers. The Chair must comply with the terms of appointment and with these Standing Orders.

The Chair shall liaise with the DOH Public Appointments Unit over the appointment of Non-Executive Directors and once appointed shall take responsibility for their induction, their portfolios of interests and assignments, and their performance.



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The Chair shall work closely with the Chief Executive and shall ensure that key and appropriate issues are discussed by the Board in a timely manner with all the necessary information and advice being made available to the Board to inform the debate and ultimate resolutions.

2.7. Corporate role of the Board

- (i) All business shall be conducted in the name of the Trust.
- (ii) All funds received in trust shall be held in the name of the Trust as corporate trustee.
- (iii) The powers of the Trust established under statute shall be exercised by the Board meeting in public session except as otherwise provided for in Standing Order No. 3.
- (iv) The Board shall define and regularly review the functions it exercises on behalf of the Minister for Health.

2.8. Schedule of Matters reserved to the Board and Scheme of Delegation

- (i) The Board has resolved that certain powers and decisions may only be exercised by the Board in formal session. These powers and decisions are set out in the Section - Schedule of Matters Reserved to the Board' and shall have effect as if incorporated into the Standing Orders. Those powers which it has delegated to officers and other bodies are contained in the Schedule of Delegated Authority.

2.9. Lead Roles for Board Members

The Chair will ensure that the designation of lead roles or appointments of Board members as required by the DOH or as set out in any statutory or other guidance will be made in accordance with that guidance or statutory requirement.

3. MEETINGS OF THE TRUST BOARD

3.1. Calling meetings

- (i) Ordinary meetings of the Board shall be held at regular intervals at such times and places as the Board may determine.
- (ii) The Chair of the Trust may call a meeting of the Board at any time.
- (iii) One third or more members of the Board may request a meeting in writing. If the Chair refuses, or fails, to call a meeting within seven days of a request being presented, the members signing the request may forthwith call a meeting.



3.2. Notice of Meetings and the Business to be transacted

- (i) Before each meeting of the Board an electronic notice specifying the business proposed to be transacted shall be emailed to every member, so as to be available to members at least three working days before the meeting. The notice shall be issued by the Chair or by an officer authorised by the Chair to issue on their behalf. Lack of service of such a notice on any member shall not affect the validity of a meeting.
- (ii) In the case of a meeting called by members in default of the Chair calling the meeting, the notice shall be signed by those members.
- (iii) No business shall be transacted at the meeting other than that specified on the agenda, or emergency motions allowed under Standing Order 3.8.
- (iv) A member desiring a matter to be included on an agenda shall make their request in writing to the Chair at least 10 working days before the meeting. The request should state whether the item of business is proposed to be transacted in the presence of the public and should include appropriate supporting information. Requests made less than 10 working days before a meeting may be included on the agenda at the discretion of the Chair.
- (v) Before each meeting of the board a public notice in accordance with circular HSS(PPM)4/2001 shall be issued detailing the time and place of the meeting through the Trust website and social media.

3.3. Speaking rights

- 3.3.1. Individuals or groups may request the opportunity to address the Board on a specific topic that is included on the agenda for the day of the meeting.
- 3.3.2. All such requests must be made in writing, or via email, at least 5 working days before the proposed meeting and the presentation/speaking notes must be submitted to the Trust Board secretary at least 3 days before the meeting.
- 3.3.3. The Chair will decide on the appropriateness of the presentation.
- 3.3.4. Any deputation will be confined to a presentation by not more than 2 persons and will not exceed 10 minutes duration.
- 3.3.5. The Chair will decide if a Trust response is appropriate and there will be no right of reply by the speaker.
- 3.3.6. The decision of the Chair will be final on this matter.
- 3.3.7. The Chair may at their discretion waive the specified notice period and vary the number of individuals permitted to address the Board. The Chair may also use their discretion to restrict the number of presentations permitted at a meeting.



3.4. Public Questions

3.4.1. The Trust will consider requests for questions from the public based on the following conditions:

- (i) All questions must be relevant to an item included on the agenda;
- (ii) All questions are submitted in writing, or via email, at least 3 days before the date of the meeting;
- (iii) Individuals will be restricted to a maximum of 2 questions each;
- (iv) Once a question is answered by a member of Trust Board, as directed by the Chair, there will be no further discussions on this question; and
- (v) The decision of the Chair will be final in relation to public questions.

3.4.2 The Trust recognises the importance of engagement with stakeholders and may arrange meetings, on request, between appropriate Trust Officers and interested groups to consult/engage on topics which are being considered. These meetings will be held separately to a formal Trust Board meeting.

3.5. Agenda and Supporting Papers

3.5.1 Agenda will be sent to members at least 5 working days before the meeting and supporting papers, whenever possible, shall accompany the agenda, but will be dispatched no later than three working days before the meeting.

3.5.2 The Trust will also aim to publish through its website.'

- (i) draft agenda 2 weeks in advance of the meeting
- (ii) the final agenda 1 week in advance of the meeting; and
- (iii) supporting papers where possible.

3.6. Petitions

Where a petition has been received by the Trust, the Chair may include the petition as an item for the agenda of the next meeting.

3.7. Notice of Motion

- (i) Subject to the provision of Standing Orders 3.9 'Motions: Procedure at and during a meeting' and 3.10 'Motions to rescind a resolution,' a member of the Board wishing to move a motion shall send a written notice to the Chief Executive who will ensure that it is brought to the immediate attention of the Chair.
- (ii) The notice shall be delivered at least 5 working days before the meeting. The Chief Executive shall include in the agenda for the meeting all notices so received that are in order and permissible under governing regulations. This Standing Order shall not prevent any motion being withdrawn or moved without notice on any business mentioned on the agenda for the meeting.

3.8. Emergency Motions



Subject to the agreement of the Chair, and subject also to the provision of Standing Order 3.7 'Motions: Procedure at and during a meeting', a member of the Board may give written notice of an emergency motion after the issue of the notice of meeting and agenda, up to one hour before the time fixed for the meeting. The notice shall state the grounds of urgency. If in order, it shall be declared to the Trust Board at the commencement of the business of the meeting as an additional item included in the agenda. The Chair's decision to include the item shall be final.

3.9. Motions: Procedure at and during a meeting

(i) Who may propose

A motion may be proposed by the Chair of the meeting or any member present. It must also be seconded by another member.

(ii) Contents of motions

The Chair may exclude from the debate at their discretion any such motion of which notice was not given on the notice summoning the meeting other than a motion relating to:

- the reception of a report;
- consideration of any item of business before the Trust Board;
- the accuracy of minutes;
- that the Board proceeds to next business;
- that the Board adjourns;
- that the question be now put.

(iii) Amendments to motions

A motion for amendment shall not be discussed unless it has been proposed and seconded.

Amendments to motions shall be moved relevant to the motion and shall not have the effect of negating the motion before the Board.

If there are a number of amendments, they shall be considered one at a time. When a motion has been amended, the amended motion shall become the substantive motion before the meeting, upon which any further amendment may be moved.

(iv) Rights of reply to motions

(a) Amendments

The mover of an amendment may reply to the debate on their amendment immediately prior to the mover of the original motion, who shall have the right of reply at the close of debate on the amendment, but may not otherwise speak on it.



(b) Substantive/original motion

The member who proposed the substantive motion shall have a right of reply at the close of any debate on the motion.

(v) Withdrawing a motion

A motion, or an amendment to a motion, may be withdrawn.

(vi) Motions once under debate

When a motion is under debate, no motion may be moved other than:

- an amendment to the motion;
- the adjournment of the discussion, or the meeting;
- that the meeting proceeds to the next business;
- that the question should be now put;
- the appointment of an 'ad hoc' committee to deal with a specific item of business;
- that a member/director be not further heard;
- a motion under Section 23(2) of the Local Government Act (NI) 1972 resolving to exclude the public, including the press (see Standing Order 3.19).

In those cases where the motion is either that the meeting proceeds to the 'next business' or 'that the question be now put' in the interests of objectivity these should only be put forward by a member of the Board who has not taken part in the debate and who is eligible to vote.

If a motion to proceed to the next business or that the question be now put, is carried, the Chair should give the mover of the substantive motion under debate a right of reply, if not already exercised. The matter should then be put to the vote.

3.10.Motion to Rescind a Resolution

- (i) 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 member who gives it and also the signature of three other members, and before considering any such motion of which notice shall have been given, the Trust Board may refer the matter to any appropriate Committee or the Chief Executive for recommendation.
- (ii) When any such motion has been dealt with by the Trust Board it shall not be competent for any executive/member other than the Chair to propose a motion to the same effect within six months. This Standing Order shall not apply to motions moved in pursuance of a report or recommendations of a Committee or the Chief Executive.

3.11.Chair of meeting



- (i) At any meeting of the Trust Board the Chair shall preside. If the Chair is absent from the meeting, the Vice-Chair if present, shall preside.
- (ii) If the Chair and Vice-Chair are absent, such member (who is not also an executive Member of the Trust) as the members present shall choose, shall preside.

3.12.Chair's ruling

The decision of the Chair of the meeting on questions of order, relevancy and regularity (including procedure on handling motions) and their interpretation of the Standing Orders and Standing Financial Instructions at the meeting shall be final.

3.13.Quorum

- (i) No decisions may be taken at a meeting unless at least half of the whole number of the Chair and members appointed are present, including at least two non-executive director members and two executive director members.
- (ii) An Officer in attendance for an Executive Director but without formal acting-up status may not count towards the quorum.
- (iii) If the Chair or member has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of a declaration of a conflict of interest (SO No. 7), that person shall no longer count towards the quorum. If a quorum is then not available for the discussion and /or the passing of a resolution on any matter, that matter may not be discussed further or voted upon at that meeting. Such a position shall be recorded in the minutes of the meeting. The meeting must then proceed to the next business.

3.14.Voting

- (i) Save as provided in Standing Orders 3.15 - Suspension of Standing Orders -and 3.16 - Variation and Amendment of Standing Orders-, every question put to a vote at a meeting shall be determined by a majority of the votes of members present and voting on the question. In the case of an equal vote, the person presiding (i.e.: the Chair of the meeting) shall have a second and casting vote.
- (ii) At the discretion of the Chair all questions put to the vote shall be determined by oral expression or by a show of hands, unless the Chair directs otherwise, or it is proposed, seconded and carried that a vote be taken by paper ballot.
- (iii) If at least one third of the members present so request, the voting on any question may be recorded so as to show how each member present voted or did not vote (except when conducted by paper ballot).
- (iv) If a member so requests, their vote shall be recorded by name.



- (v) In no circumstances may an absent member vote by proxy. Absence is defined as being absent at the time of the vote.
- (vi) A manager who has been formally appointed to act up for an Officer Member during a period of incapacity or temporarily to fill an Executive Director vacancy shall be entitled to exercise the voting rights of the Officer Member.
- (vii) A manager attending the Trust Board meeting to represent an Officer Member during a period of incapacity or temporary absence without formal acting up status may not exercise the voting rights of the Officer Member. An Officer's status when attending a meeting shall be recorded in the minutes.
- (viii) For the voting rules relating to joint members see Standing Order 2.5.

3.15. Suspension of Standing Orders

- (i) Except where this would contravene any statutory provision or any direction made by the Minister for Health or the rules relating to the Quorum (SO 3.13), 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. The reason for the suspension shall be recorded in the Trust Board's minutes.
- (ii) A separate record of matters discussed during the suspension of Standing Orders shall be made and shall be available to the Chair and members of the Trust.
- (iii) No formal business may be transacted while Standing Orders are suspended.
- (iv) The Audit Committee shall review every decision to suspend Standing Orders.

3.16. Variation and amendment of Standing Orders

These Standing Orders shall not be varied except in the following circumstances:

- upon a notice of motion under Standing Order 3.7
- upon a recommendation of the Chair or Chief Executive included on the agenda for the meeting;
- that two thirds of the Board members are present at the meeting where the variation or amendment is being discussed, and that at least half of the Trust's Non-Executive members vote in favour of the amendment;



- providing that any variation or amendment does not contravene a statutory provision or direction made by the Minister for Health.

3.17. Record of Attendance

The names of the Chair and Directors/members present at the meeting shall be recorded.

3.18. Minutes

The minutes of the proceedings of a meeting shall be drawn up and submitted for agreement at the next ensuing meeting where they shall be agreed by Board Members.

No discussion shall take place upon the minutes except upon their accuracy or where the Chair considers discussion appropriate.

3.19. Admission of public and the press

3.19.1. Virtual Meeting Etiquette – Attendance of Public and the Press

Where members of the public and the press attend an open meeting of the Trust in an on-line / virtual capacity, the following Virtual Meeting Etiquette must be strictly complied with:

- (i) Be on time;
- (ii) Ensure you record your name as a meeting guest if/ where prompted;
- (iii) Video must be switched on and in a well-lit environment so that the attendee is clearly visible;
- (iv) Microphone must be muted.

Attendees may be excluded from attendance where the etiquette has not been fully complied with.

3.19.2. Reserved sections

- 3.19.2.1. Trust Board meetings are held in public to openly demonstrate how decisions within the Trust are made and recorded. On occasion, there may be issues which the Board requires to discuss in private and in this case a “reserved” meeting may be convened with a separate agenda which is not made public.

These may include subjects that include:

- a) Personal information, or
- b) Commercially sensitive, or
- c) Information intended for publication at a later date.



3.19.2.2. Where a meeting or part of a meeting is dealing with a potentially sensitive or confidential issue, the Chair of the meeting should inform those present that the item under consideration is confidential and a reserved section is required. The public shall be required to withdraw upon a resolution of the Trust Board as follows:

'that representatives of the public, and other members of the public, be excluded from the remainder of this meeting having regard to the confidential nature of the business to be transacted, publicity on which would be prejudicial to the public interest.' Section 23(2) of the Local Government Act (NI) 1972

3.19.3. General disturbances

The Chair or the person presiding over the meeting shall give such directions as he thinks fit with regard to the arrangements for meetings and accommodation of the public and representatives of the press such as to ensure that the Trust's business shall be conducted without interruption and disruption and, without prejudice to the power to exclude on grounds of the confidential nature of the business to be transacted, the public will be required to withdraw upon the Trust Board resolving as follows:

'That in the interests of public order the meeting adjourn for (the period to be specified) to enable the Trust Board to complete its business without the presence of the public'. Section 23(2) of the Local Government Act (NI) 1972.

3.19.4. Business proposed to be transacted when the public have been excluded from a meeting

3.19.4.1. Matters to be dealt with by the Trust Board following the exclusion of representatives of the press, and other members of the public, as provided in 3.19.2.1 and 3.19.2.2 above, shall be confidential to the members of the Board.

3.19.4.2. Members and Officers or any employee of the Trust in attendance shall not reveal or disclose the contents of papers marked 'In Confidence' or minutes headed 'Items Taken in Reserved section outside of the Trust, without the express permission of the Trust. This prohibition shall apply equally to the content of any discussion during the Board meeting which may take place on such reports or papers.

3.19.5. Use of Mechanical or Electrical Equipment for Recording or Transmission of Meetings

Nothing in these Standing Orders shall be construed as permitting the introduction of recording, transmitting, video or similar apparatus into meetings of the Trust or Committee thereof. Such permission shall be granted only upon resolution of the Trust.



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.

4. APPOINTMENT OF COMMITTEES AND SUB-COMMITTEES

4.1.Appointment of Committees

Subject to such directions as may be given by the Minister for Health, the Trust Board may appoint Committees of the Trust.

The Trust shall determine the membership and terms of reference of Committees and Sub-Committees and shall, if it requires to, receive and consider reports of such Committees.

The Chair of the Trust Board will appoint Non-Executive Directors to Committees of the Board and will nominate one of them as Chair of the Committee.

4.2. Joint Committees

- (i) Joint committees may be appointed by the Trust by joining together with one or more other Trusts consisting, wholly or partly, of the Chair and members of the Trust or other health service bodies, or wholly of persons who are not members of the Trust or other health bodies in question.
- (ii) Any Committee or Joint Committee appointed under this Standing Order may, subject to such directions as may be given by the Minister for Health or the Trust or other health bodies in question, appoint sub-committees consisting wholly or partly of members of the Committees or Joint Committee (whether or not they are members of the Trust or health bodies in question) or wholly of persons who are not members of the Trust or health bodies in question or the committee of the Trust or health bodies in question.

4.3.Applicability of Standing Orders and Standing Financial Instructions to Committees

The Standing Orders and Standing Financial Instructions of the Trust, as far as they are applicable, shall as appropriate apply to meetings and any Committees established by the Trust. In which case the term "Chair" is to be read as a reference to the Chair of other Committee as the context permits, and the term "member" is to be read as a reference to a member of other Committee also as the context permits. (There is no requirement to hold meetings of Committees established by the Trust in public.)



Each such Committee shall have such terms of reference and powers and be subject to such conditions (as to reporting back to the Board), as the Board shall decide and shall be in accordance with any legislation and regulation or direction issued by the Minister for Health. Such terms of reference shall have effect as if incorporated into the Standing Orders. Terms of reference should be reviewed on an annual basis.

4.5. Delegation of powers by Committees to Sub-Committees

Where Committees are authorised to establish Sub-Committees, they may not delegate executive powers to the Sub-Committee unless expressly authorised by the Trust Board.

4.6. Approval of Appointments to Committees

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 members 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 Minister for Health. 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.

4.7. Appointments for Statutory functions

Where the Board is required to appoint persons to a committee and/or to undertake statutory functions as required by the Minister for Health, 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 Minister for Health.

4.8. Committees established by the Trust Board

The Committees, Sub-Committees, and Joint-Committees established by the Board are:

4.8.1. Audit Committee

In line with the requirements of the Cabinet Office's guidance on Codes of Practice for Public Bodies (DF/DFP 03/06), the Audit and Risk Assurance Handbook (NI) 2014, and circular HSS (PDD) 8/94 on Codes of Conduct and Accountability, an Audit Committee will be established and constituted to provide the Trust Board with an independent and objective view of its governance and internal control arrangements. The Terms of Reference will be approved by the Trust Board, they will be reviewed on a periodic basis, and they will be available to the public on request.



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The Committee will be comprised exclusively of non-executive directors, with a minimum of three, of which one must have significant, recent and relevant financial experience. The Trust Chair shall not be a member of the Committee. The Committee will meet on at least three occasions per year.

4.8.2. Remuneration and Terms of Service Committee

In line with the requirements of the Codes of Conduct and Accountability and the Higgs report, a Remuneration and Terms of Service Committee will be established and constituted.

The Committee will be comprised exclusively of the Chair and at least two non-executive directors.

The purpose of the Committee will be set out in formal terms of reference that will be approved by Trust Board and will be available to the public on request. As a minimum, the role of the Committee will be to advise the Trust Board about appropriate remuneration and terms of service for the Chief Executive and other Senior Executives including:

- (i) all aspects of salary (including any performance-related elements);
- (ii) provisions for other benefits, including pensions;
- (iii) arrangements for termination of employment and other contractual terms.

4.8.3 Outcomes and Assurance Committee

In line with the statutory duty of quality which is carried by the Chief Executive, an Outcomes and Assurance Committee will be established and constituted by Trust Board with an independent and objective review of the systems and processes in place to support individuals, teams and officers in discharging their individual accountability for the delivery of patient centred, safe and effective high quality services. The Terms of Reference will be approved by the Trust Board; they will be reviewed on a periodic basis and will be available to the public on request.

The Committee will be comprised of all non-executive directors and attended by the Chief Executive, directors and other key staff. The Committee will meet on four occasions per year.

4.8.4 Charitable Trust Funds Advisory Committee

In line with its role as a corporate trustee for any funds held in trust, either as charitable or non-charitable funds, a Charitable Trust Funds Advisory Committee will be established and constituted to oversee the administration, including banking arrangements, of charitable trust funds, their investment and disbursement. The Terms of Reference will be approved by the Trust Board; they will be reviewed on a periodic basis and will be available to the public on request.



The Board may also establish such other Committees as required to discharge the Trust's responsibilities.

5. ARRANGEMENTS FOR THE EXERCISE OF TRUST FUNCTIONS BY DELEGATION

5.1. Delegation of functions to Committees, Officers or other bodies

- 5.1.1. Subject to such directions as may be given by the Minister for Health, the Board may make arrangements for the exercise, on behalf of the Board, of any of its functions by a Committee, Sub-Committee appointed by virtue of Standing Order 4, or by an officer of the Trust, or by another body as defined in Standing Order 5.1.2 below, in each case subject to such restrictions and conditions as the Trust thinks fit.
- 5.1.2. Section 13, schedule 3 of the HPSS (NI) Order 1991, allows for regulations to provide for the functions of Trusts to be carried out by third parties. In accordance with The HSS Trusts (Membership and Procedure) Regulations (NI) 1994 the functions of the Trust may also be carried out in the following ways:
 - (i) by another Trust or service providing body;
 - (ii) jointly with any one or more of the following: HSC Trusts, Boards, agencies or a Centre of Procurement Expertise;
- 5.1.3. Where a function is delegated by these Regulations to another Trust, then that Trust or health service body exercises the function in its own right; the receiving Trust has responsibility to ensure that the proper delegation of the function is in place.
- 5.1.4. In situations involving the delegation to Committees, Sub-Committees or officers, the Trust delegating the function retains full responsibility.
- 5.1.5. Where a function is to be carried out on behalf of the Trust by a third party, appropriate arrangements will be put in place by contract or Service Level Agreement to ensure performance standards, monitoring arrangements and accountability.

5.2. Emergency Powers and urgent decisions

The powers which the Board has reserved to itself within these Standing Orders (see Standing Order 2.8) may in emergency or for an urgent decision be exercised by the Chair and the Chief Executive after having consulted at least two non-executive members. The exercise of such powers by the Chair and Chief Executive shall be reported to the next formal meeting of the Trust Board in public session for formal ratification.



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5.3. Delegation to Committees

- 5.3.1. The Board shall agree from time to time to the delegation of executive powers to be exercised by other Committees, or Sub-Committees, or Joint-Committees, which it has formally constituted in accordance with directions issued by the Minister for Health. The constitution and terms of reference of these Committees, or Sub-Committees, or Joint Committees, and their specific executive powers shall be approved by the Board.
- 5.3.2. When the Board is not meeting as the Trust in public session it shall operate as a Committee and may only exercise such powers as may have been delegated to it by the Trust in public session.

5.4. Delegation to Officers

- 5.4.1. Those functions of the Trust which have not been retained as reserved by the Board or delegated to other Committee or Sub-Committee or Joint-Committee shall be exercised on behalf of the Trust by the Chief Executive. The Chief Executive shall determine which functions he/she will perform personally and shall nominate officers to undertake the remaining functions for which he/she will still retain accountability to the Trust.
- 5.4.2. The Chief Executive shall prepare a Schedule of Delegated Authority identifying their proposals which shall be considered and approved annually by the Board. The Chief Executive, or in their absence the Deputy Chief Executive or Director of Finance, may approve interim amendments to the Schedule of Delegated Authority which shall be considered and given retrospective approval by the Board at its next annual review.
- 5.4.3. Nothing in the Schedule of Delegated Authority shall impair the discharge of the direct accountability to the Board of the Director of Finance to provide information and advise the Board in accordance with statutory or DOH requirements. Outside these statutory requirements the Director of Finance shall be accountable to the Chief Executive for operational matters.

5.5. Schedule of Matters Reserved to the Board and Scheme of Delegation of powers

- 5.5.1. The arrangements made by the Board as set out in the "Schedule of Matters Reserved to the Board" and "Schedule of Delegated Authority" shall have effect as if incorporated in these Standing Orders.

5.6. Duty to report non-compliance with Standing Orders and Standing Financial Instructions

If for any reason these Standing Orders or the Standing Financial Instructions are not complied with in any significant or material respect full details shall be reported to the Audit Committee. All members of the Trust Board and staff have a duty to disclose any significant or material non-compliance to the Chief Executive as soon as possible.



6. OVERLAP WITH OTHER TRUST POLICY STATEMENTS/PROCEDURES, REGULATIONS AND THE STANDING FINANCIAL INSTRUCTIONS

6.1. Policy Statements: General Principles

The Trust Board will determine an appropriate mechanism for the formal approval of policies and procedures. The formal approval will be recorded in an appropriate minute and will be deemed where appropriate to be an integral part of the Trust's Standing Orders and Standing Financial Instructions.

6.2. Standing Financial Instructions

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

6.3. Specific guidance

Notwithstanding the application of SO 6.1 above, these Standing Orders and Standing Financial Instructions must be read in conjunction with all relevant guidance and legislation.

7. DUTIES AND OBLIGATIONS OF BOARD MEMBERS/DIRECTORS AND SENIOR MANAGERS UNDER THESE STANDING ORDERS

7.1. Code of Conduct and Accountability

7.1.1. The Code of Conduct and Code of Accountability for Board members of Health and Social Care bodies, issued in October 2022, provides the basis on which Board members of HSC bodies should seek to fulfil the duties and responsibilities conferred upon them by DOH. The Code of Conduct and Accountability shall be made available to all Board members. Board members shall subscribe to it and shall be judged upon the manner in which it is observed.

7.1.2. Any staff concerns or complaints in respect of Non-Executive Board members will be subject to the same policies that apply to Trust employed staff, namely, Raising a Concern in the Public Interest Policy, Grievance Policy and Conflict, Bullying and Harassment in the Workplace Policy. Any matters that cannot be resolved under these may be escalated to the Department of Health, as per Appendix 5 of the Partnership Agreement.

7.2. Declaration of Interests

7.2.1. Requirements for Declaring Interests and applicability to Board Members

- (i) The Trust's policy on Standards of Business Conduct requires Trust Board Members to declare interests which are relevant and material to the HSC



Trust of which they are a member. All existing Board members should declare such interests and any Board members appointed subsequently should do so on appointment. Any future relevant and material interests should also be declared immediately by the member upon acquisition.

7.2.2. Interests which are relevant and material

- (i) Interests which should be regarded as "relevant and material" are:
 - (a) Directorships, including Non-Executive Directorships held in private companies or PLCs (with the exception of those of dormant companies);
 - (b) Ownership or part-ownership of private companies, businesses or consultancies likely or possibly seeking to do business with the HSC;
 - (c) Majority or controlling shareholdings in organisations likely or possibly seeking to do business with the Trust;
 - (d) A position of authority in a charity or voluntary organisation in the field of health and social care;
 - (e) Any connection with a voluntary or other organisation contracting for Trust services;
 - (f) Research funding/grants that may be received by an individual or their department;
 - (g) Interests in pooled funds that are under separate management.
- (ii) Where any member of the Trust Board comes to know that the Trust has entered into or proposes to enter into a contract in which he/she or any person connected with him/her (as defined in Standing Order 7.4 below and elsewhere) has any pecuniary interest, direct or indirect, the Board member shall declare their interest by giving notice in writing of such fact to the Trust as soon as practicable.

7.2.3. Advice on Interests

If Board members have any doubt about the relevance of an interest, this should be discussed with the Chair of the Trust or with the Trust's Chief Executive.

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.

7.2.4. Recording of Interests in Trust Board minutes

At the time Board members' interests are declared, they should be recorded in the Trust Board minutes.

Any changes in interests should be declared at the next Trust Board meeting following the change occurring and recorded in the minutes of that meeting. The



Chief Executive is responsible for ensuring that the Trust Register of Interests is duly updated.

7.2.5. Publication of declared interests in Annual Report and Accounts

Where a Board member has an interest in any body which has transacted with the Trust, then the financial quantification of that transaction(s) shall be published in the Trust's Annual Report and Accounts for the year in question together with an appropriate description of the member's interest. The Chief Executive is responsible for ensuring that this information is reflected in the Register of Interests.

7.2.6. Conflicts of interest which arise during the course of a meeting

During a Trust Board meeting, if a conflict of interest is established, the Board member concerned should withdraw from the meeting and play no part in the relevant discussion or decision. (See overlap with SO 7.4)

7.2.7. Declaration of Objectivity and Interests for those Officers Engaged in Award of Contract

Trust Officers participating in the preparation, evaluation and award of contracts must complete a declaration of objectivity and interests during the tendering process to ensure the transparency of the process and that decisions made are not compromised. The administration of the declaration process will be handled by the Trust's procurement provider in accordance with appropriate guidance. Where a potential conflict of interest is apparent, the procurement provider will contact the Chief Executive or Director of Finance to agree an appropriate course of action.

7.3. Register of Interests

7.3.1. The Chief Executive will ensure that a Register of Interests is established to record formally any declarations of interests of Board or Committee members. In particular the Register will include details of all directorships and other relevant and material interests (as defined in SO 7.2.2) which have been declared by both executive and non-executive Trust Board members.

7.3.2. These details will be kept up to date by means of an annual review of the Register in which any changes to interests declared during the preceding twelve months will be incorporated.

7.3.3. The Register will be published on the Trust's website on an annual basis.

7.4. Exclusion of Chair and Members in proceedings on account of pecuniary interest

7.4.1. Definition of terms used in interpreting 'Pecuniary' interest



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For the sake of clarity, the following definition of terms is to be used in interpreting this Standing Order:

- (i) "spouse" shall include any person who lives with another person in the same household (and any pecuniary interest of one spouse shall, if known to the other spouse, be deemed to be an interest of that other spouse);
- (ii) "contract" shall include any proposed contract or other course of dealing.
- (iii) "Pecuniary interest"

Subject to the exceptions set out in this Standing Order, a person shall be treated as having an indirect pecuniary interest in a contract if: -

- (a) he/she, or a nominee of their, is a member of a company or other body (not being a public body), with which the contract is made, or to be made or which has a direct pecuniary interest in the same, or
- (b) he/she is a partner, associate or employee of any person with whom the contract is made or to be made or who has a direct pecuniary interest in the same.

(iv) Exception to Pecuniary interests

A person shall not be regarded as having a pecuniary interest in any contract if: -

- (a) neither he/she nor any person connected with him/her has any beneficial interest in the securities of a company of which he/she or such person appears as a member, or
- (b) any interest that he/she or any person connected with him/her may have in the contract is so remote or insignificant that it cannot reasonably be regarded as likely to influence him/her in relation to considering or voting on that contract, or
- (c) those securities of any company in which he/she (or any person connected with him/her) has a beneficial interest do not exceed £5,000 in nominal value or one per cent of the total issued share capital of the company or of the relevant class of such capital, whichever is the least.

Provided however, that where paragraph (c) above applies the person shall nevertheless be obliged to disclose/declare their interest in accordance with Standing Order 7.2.2 (ii).

7.4.2. Exclusion in proceedings of the Trust Board

- (i) Subject to the following provisions of this Standing Order, if the Chair or a member of the Trust Board has any pecuniary interest, direct or indirect, in any contract, proposed contract or other matter and is present at a meeting



of the Trust Board at which the contract or other matter is the subject of consideration, they shall at the meeting and as soon as practicable after its commencement disclose the fact and shall not take part in the consideration or discussion of the contract or other matter or vote on any question with respect to it.

- (ii) The Minister for Health may, subject to such conditions as he/she may think fit to impose, remove any disability imposed by this Standing Order in any case in which it appears to him/her in the interests of the Health and Personal Social Services that the disability should be removed. (See SO 7.4.3 on the 'Waiver' which has been approved by the Minister for Health).
- (iii) The Trust Board may exclude the Chair or a member of the Board from a meeting of the Board while any contract, proposed contract or other matter in which he/she has a pecuniary interest is under consideration.
- (iv) Any remuneration, compensation or allowance payable to the Chair or a member by virtue of paragraph 9, Schedule 3 of the Health and Personal Social Services (Northern Ireland) Order 1991 shall not be treated as a pecuniary interest for the purpose of this Standing Order.
- (v) This Standing Order applies to a Committee or Sub-Committee and to a Joint Committee or Sub-Committee as it applies to the Trust and applies to a member of any such Committee or Sub-Committee (whether or not he/she is also a member of the Trust) as it applies to a member of the Trust.

7.4.3. Waiver of Standing Orders made by the Minister for Health

(1) Power of the Minister for Health to make waivers

Under regulation 20(2) of the HSS Trusts (Membership and Procedure) Regulations (NI) 1994, DOH may issue waivers if it appears in the interests of the health service that the disability in regulation 11 (which prevents a Chair or a member from taking part in the consideration or discussion of, or voting on any question with respect to, a matter in which he has a pecuniary interest) should be removed. Any waiver that has been agreed will be in line with sub-sections (2) to (4) below.

(2) Definition of 'Chair' for the purpose of interpreting this waiver

For the purposes of paragraph 7.4.3(3) below, the "relevant Chair" is:

- (a) at a meeting of the Trust, the Chair of that Trust;
- (b) at a meeting of a Committee:
 - a. in a case where the member in question is the Chair of that Committee, the Chair of the Trust;
 - b. in the case of any other member, the Chair of that Committee.



(3) Application of waiver

A waiver will apply in relation to the disability to participate in the proceedings of the Trust on account of a pecuniary interest.

It will apply to:

- (i) A member of the Trust, who is a healthcare professional, within the meaning of regulation 5(5) of the Regulations, and who is providing or performing, or assisting in the provision or performance, of –

- (a) services under the Health and Personal Social Services (Northern Ireland) Order 1991; or
 - (b) services in connection with a pilot scheme under the Health and Personal Social Services (Northern Ireland) Order 1991;

for the benefit of persons for whom the Trust is responsible.

- (ii) Where the 'pecuniary interest' of the member in the matter which is the subject of consideration at a meeting at which he is present: -

- (a) arises by reason only of the member's role as such a professional providing or performing, or assisting in the provision or performance of, those services to those persons;

- (b) has been declared by the relevant Chair as an interest which cannot reasonably be regarded as an interest more substantial than that of the majority of other persons who: –

- (i) are members of the same profession as the member in question,

- (ii) are providing or performing, or assisting in the provision or performance of, such of those services as he provides or performs, or assists in the provision or performance of, for the benefit of persons for whom the Trust is responsible.

(4) Conditions which apply to the waiver and the removal of having a pecuniary interest

The removal is subject to the following conditions:

- (a) the member must disclose their interest as soon as practicable after the commencement of the meeting, and this must be recorded in the minutes;
- (b) the relevant Chair must consult the Chief Executive before making a declaration in relation to the member in question pursuant to paragraph 7.4.3 (2) (b) above, except where that member is the Chief Executive;



(c) in the case of a meeting of the Trust:

(i) the member may take part in the consideration or discussion of the matter which must be subjected to a vote and the outcome recorded;

(ii) may not vote on any question with respect to it.

(d) in the case of a meeting of the Committee:

(i) the member may take part in the consideration or discussion of the matter which must be subjected to a vote and the outcome recorded;

(ii) may vote on any question with respect to it; but

(iii) the resolution which is subject to the vote must comprise a recommendation to, and be referred for approval by, the Trust Board.

7.5. Standards of Business Conduct

7.5.1. Trust Policy and National Guidance

All Trust staff and members must comply with the Trust's Policy on Standards of Business Conduct and any current Department of Health guidance as applicable. For Board members, this includes the Department of Health Code of Conduct and Code of Accountability for Board Members of HSC Bodies (October 2022)

7.5.2. Interest of Officers in Contracts

(i) Any Officer or Employee of the Trust who comes to know that the Trust has entered into or proposes to enter into a contract in which he/she or any person connected with him/her (as defined in SO 7.2) has any pecuniary interest, direct or indirect, the Officer or Employee shall declare their interest by giving notice in writing of such fact to the Chief Executive as soon as practicable.

(ii) An Officer or Employee should also declare to the Chief Executive any other employment or business or other relationship of their, or of a cohabiting spouse, that conflicts, or might reasonably be predicted, could conflict with the interests of the Trust.

(iii) The Trust will require interests, employment or relationships so declared to be entered into a Register of Interests of staff.

7.5.3. Canvassing of and Recommendations by Members in Relation to Appointments



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- (i) Canvassing of members of the Trust or of any Committee of the Trust directly or indirectly for any appointment under the Trust shall disqualify the candidate for such appointment. The contents of this paragraph of the Standing Order shall be included in application forms or otherwise brought to the attention of candidates.
- (ii) Members of the Trust shall not solicit for any person any appointment under the Trust or recommend any person for such appointment; but this paragraph of this Standing Order shall not preclude a member from giving written testimonial of a candidate's ability, experience or character for submission to the Trust.

7.5.4. Relatives of Members or Officers

- (i) Candidates for any staff appointment under the Trust shall, when making an application, disclose in writing to the Trust whether they are related to any member or the holder of any office under the Trust. Failure to disclose such a relationship shall disqualify a candidate and, if appointed, render him liable to instant dismissal.
- (ii) The Chair and every member and officer of the Trust shall disclose to the Trust Board any relationship between himself and a candidate of whose candidature that member or officer is aware. It shall be the duty of the Chief Executive to report to the Trust Board any such disclosure made.
- (iii) On appointment, members (and prior to acceptance of an appointment in the case of Executive Directors) should disclose to the Trust whether they are related to any other member or holder of any office under the Trust.
- (iv) Where the relationship to a member of the Trust is disclosed, the Standing Order headed 'Exclusion of Chair and members in proceedings on account of pecuniary interest' (SO 7.4) shall apply.

8. CUSTODY OF SEAL, SEALING OF DOCUMENTS AND SIGNATURE OF DOCUMENTS

8.1. Custody of Seal

The common seal of the Trust shall be kept by the Chief Executive or an Officer nominated by him/her in a secure place.

8.2. Sealing of Documents

Documents will be sealed with the approval of the Chief Executive. A record on the use of the Trust seal will be presented and noted at Trust Board meetings.

When the seal is affixed, it will be in the presence of two senior managers duly authorised by the Chief Executive, and not also from the originating department, and shall be attested by them.



The Chief Executive shall keep a register in which he/she, or another manager of the Trust authorised by him/her, shall enter a record of the sealing of every document.

8.4. Signature of documents

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 or any Executive Director.

In land transactions, the signing of certain supporting documents will be delegated to Managers and set out clearly in the Schedule of Delegated Authority but will not include the main or principal documents effecting the transfer (e.g. sale/purchase agreement, lease, contracts for construction works and main warranty agreements or any document which is required to be executed as a deed).

SECTION C – SCHEME OF RESERVATION AND DELEGATION

1.1 DECISIONS RESERVED TO THE BOARD

DELEGATED TO:	AUTHORITIES / DUTIES DELEGATED:
THE BOARD	General Enabling Provision The Board may determine any matter, for which it has delegated or statutory authority, in full session within its statutory powers.
THE BOARD	Regulations and Control 1. Approve Standing Orders (SOs), a Schedule of Matters Reserved to the Board and Standing Financial Instructions for the regulation of its proceedings and business. 2. Suspend Standing Orders. 3. Vary or amend the Standing Orders. 4. Ratify any urgent decisions taken by the Chair and Chief Executive in public session in accordance with Standing Order 5.2. 5. Approve a Schedule of Delegated Authority from the Board to Committees and Officers. 6. Require and receive the Declaration of Board Members' interests that may conflict with those of the Trust and determine the extent to which that member may remain involved with the matter under consideration. 7. Require and receive the Declaration of Officers' interests that may conflict with those of the Trust. 8. Approve arrangements for dealing with complaints. 9. Adopt the organisation structures, processes and procedures to facilitate the discharge of business by the Trust and to agree modifications thereto. 10. Receive reports from Committees including those that the Trust is required by the Minister for Health or other regulation to establish and to take appropriate action on. 11. Confirm the recommendations of the Trust's Committees where the Committees do not have executive powers. 12. Approve arrangements relating to the discharge of the Trust's responsibilities as a corporate Trustee for Charitable Trust Funds 13. Establish terms of reference and reporting arrangements of all Committees and sub-committees that are established by the Board. 14. Approve arrangements relating to the discharge of the Trust's responsibilities as an Appointee for patients' and clients' property. 15. Authorise use of the seal. 16. Ratify or otherwise instances of failure to comply with Standing Orders brought to the Chief Executive's attention in accordance with Standing Order 5.6.

DELEGATED TO:	AUTHORITIES / DUTIES DELEGATED:
	17. Initiate disciplinary procedures against members of the Board or employees who are in breach of statutory requirements or Standing Orders.
THE BOARD	Appointments/ Dismissal 1. Appoint the Vice Chair of the Board. 2. Appoint and dismiss Committees (and individual members) that are directly accountable to the Board. 3. Appoint, appraise, discipline and dismiss Senior Executives (subject to Standing Order 2.2). 4. Confirm appointment of members of any Committee of the Trust as representatives on outside bodies. 5. Appoint, appraise, discipline and dismiss the Secretary (if the appointment of a Secretary is required under Standing Orders).
THE BOARD	Strategy, Plans and Budgets 1. Define the strategic aims and objectives of the Trust and approve any associated plans. 2. Approve proposals for ensuring quality and developing clinical and social care governance in services provided by the Trust, having regard to any guidance issued by the Minister for Health. 3. Approve the Trust's policies and procedures for the management of risk. 4. Approve Outline and Final Business Cases for Capital Investment. 5. Approve budgets. 6. Approve the Trust's organisational development proposals. 7. Approve proposals for acquisition, disposal or change of use of land and/or buildings. 8. Approve PFI proposals. 9. Approve the opening of bank accounts and Trust banking arrangements. 10. Approve proposals on individual contracts (other than HSC contracts) of a capital or revenue nature in accordance with the Scheme of Delegation. 11. Approve proposals in individual cases for the write-off of losses or making of special payments in accordance with the Scheme of Delegation. 12. Approve individual compensation payments in accordance with the Scheme of Delegation. 13. Approve proposals for action on litigation against or on behalf of the Trust in accordance with the Scheme of Delegation.
THE BOARD	Policy Determination 1. Ratify policies incorporating the arrangements for the appointment, removal and remuneration of executive directors.
THE BOARD	Audit 1. Receive the annual Report To Those Charged With Governance from the external auditor and agree proposed action, taking account of the advice, where appropriate, of the Audit Committee.

DELEGATED TO:	AUTHORITIES / DUTIES DELEGATED:
THE BOARD	Annual Reports and Accounts 1. Receive and approve the Trust's Annual Report and Accounts. 2. Receive and approve the Accounts for Charitable Trust Funds.
THE BOARD	Monitoring 1. Receipt of such reports as are required by statute or DOH regulation and other such reports as the Board sees fit from Committees in respect of their exercise of powers delegated. 2. Continuous appraisal of the affairs of the Trust by means of the provision to the Board as the Board may require from Directors, Committees, and Officers of the Trust as set out in management policy statements. All monitoring returns required by the DOH shall be reported, at least in summary, to the Board. 3. Receive reports on financial performance against budget and Trust Delivery Plan, including progress in meeting specific strategic, HSCB and DOH objectives and targets.
THE BOARD	Approve procedure for declaration of hospitality and sponsorship.
THE BOARD	Ensure proper and widely publicised procedures for voicing complaints, concerns about misadministration, breaches of Code of Conduct, and other ethical concerns.
THE BOARD	Board members share corporate responsibility for all decisions of the Board.
THE BOARD	The Board has six key functions for which it is held accountable by the DOH on behalf of the Minister for Health: 1. to ensure effective financial stewardship through value for money, financial control and financial planning and strategy; 2. to ensure that high standards of corporate governance and personal behaviour are maintained in the conduct of the business of the whole organisation; 3. to appoint, appraise and remunerate senior executives; 4. to ratify the strategic direction of the organisation within the overall policies and priorities of the Government and the HSC, define its annual and longer-term objectives and agree plans to achieve them; 5. to oversee the delivery of planned results by monitoring performance against objectives and ensuring corrective action is taken when necessary; 6. to ensure effective dialogue between the organisation and the local community on its plans and performance and that these are responsive to the community's needs.
THE BOARD	It is the Board's duty to:

DELEGATED TO:	AUTHORITIES / DUTIES DELEGATED:
	1. act within statutory financial and other constraints; 2. be clear what decisions and information are appropriate to the Board and draw up Standing Orders, a Schedule of Decisions Reserved to the Board and Standing Financial Instructions to reflect these, ensure that management arrangements are in place to enable responsibility to be clearly delegated to Senior Executives for the main programmes of action and for performance against programmes to be monitored and Senior Executives held to account; 3. establish performance and quality measures that maintain the effective use of resources and provide value for money; 4. specify its requirements in organising and presenting financial and other information succinctly and efficiently to ensure the Board can fully undertake its responsibilities; 5. establish Audit, Governance, Charitable Trust Funds and Remuneration Committees on the basis of formally agreed terms of reference that set out the membership of the sub-committee, the limit to their powers, and the arrangements for reporting back to the main Board.



Northern Health
and Social Care Trust