

Corporate Governance Manual

April 2024
V13.0

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1. Foreword

- 1.1 Corporate governance is the system by which an organisation is directed and controlled at its most senior levels, to achieve its objectives and meet the necessary standards of accountability and probity. Effective corporate governance, along with clinical governance, is essential for a Foundation Trust to achieve its clinical, quality, and financial objectives. Fundamental to effective corporate governance is having the means to verify the effectiveness of this direction and control which is achieved through independent review and assurance.
- 1.2 NHS Foundation Trusts (FT) are created as legal entities in the form of public benefit corporations by the NHS Act 2006. The legislation constitutes NHS FTs with a governance regime that enables the NHS FT boards of directors to have autonomy to make financial and strategic decisions. They also have a framework of local accountability to members through a Council of Governors. Externally, whilst remaining part of the NHS, FTs are authorised by, and accountable for the operation of their licence to NHS England, rather than the Secretary of State for Health & Social Care. FTs are free to decide locally how to meet their obligations. They have specified powers to enter contracts in their own name and to act as Corporate Trustees, in which role they are accountable to the Charity Commission for those funds deemed to be charitable.
- 1.3 Effective corporate governance is a fundamental cornerstone for the success of Liverpool Women's NHS Foundation Trust (the Trust). The autonomy that the Trust enjoys, its public service purpose and the fact it is entrusted with public funds demands that the Board of Directors, the Council of Governors, and all Trust employees operate according to the highest standards of corporate governance. It is essential, therefore, that all employees, especially those operating at a senior level clearly understand the key principles of good governance and how to apply them. To this end, this Manual is available on the Trust's intranet with directors and relevant senior managers required to ensure that all staff for whom they are responsible are advised of its existence.
- 1.4 *The Corporate Governance Manual*
- 1.5 The Corporate Governance Manual serves as a comprehensive guide for outlining the control framework essential for achieving the Trust's objectives, operating within a legal and regulatory framework as defined by the Trust's Constitution and Provider License. This Manual is aligned with the revised Code of Governance for Provider Trusts (October 2022), as published by NHS England, providing an overarching governance and assurance framework for NHS foundation trusts. It emphasises the importance of statutory and regulatory compliance, incorporating key documents like the Accountable Officer Memorandum, Standards of Business Conduct, and Standing Orders and Financial Instructions for robust internal and financial governance.
- 1.6 This framework is enriched by integrating best practices in governance and performance management, drawing from both within and outside the NHS Foundation Trust sector. It focuses on utilising strategic and operational information and intelligence to enhance service delivery and manage delivery risks. This is complemented by detailed documentation of the governance and performance management processes established by the Board and Executive. These processes are designed to ensure that the Trust is well-led, operates efficiently, achieves its strategic objectives, and delivers optimal care to its patients.
- 1.7 The Manual aims to not only adhere to the existing legal and regulatory obligations but also encapsulates a clear explanation of governance, performance management, and delivery mechanisms.

- 1.8 *How to get the most from the Corporate Governance Manual (and how it is structured)*
- 1.9 This document will provide a comprehensive overview of governance and performance management structures and mechanisms in the Trust and the contents page will allow navigation through the relevant sections. It is structured in four sections:
- 1) *Definitions and Interpretations* – **Section 2** outlines common terms used throughout the document in order to provide clarity on meaning and references.
 - 2) *Corporate Governance* - The Board of Directors leads the Corporate Governance oversight within the organisation, providing both internal and external assurance about our work. It achieves that by oversight of the Trust's management and operational processes. **Section 3** of this document describes the Trust's Corporate Governance processes, the context within which the Trust operates and how it identifies and manages risk.
 - 3) *Behaviours and Standards* - Behaviours and standards are pivotal elements of corporate governance as they establish the ethical foundation and operational integrity within an organisation. These principles guide the conduct of individuals at all levels, from the boardroom to the front lines, ensuring decisions and actions align with the organisation's values and regulatory requirements. They serve as a benchmark for accountability, fostering a culture of transparency, responsibility, and ethical decision-making. By embedding high standards of behaviour into the corporate governance framework, organisations can enhance trust among stakeholders, mitigate risks, and optimise performance. **Section 4** of this document outlines the Trust's approach to managing conflicts of interest, the Code of Conduct for Board members, managers and Governors and standards expected in all Trust meetings.
 - 4) *How we conduct Trust business* - To support the Trust's Governance and Performance Frameworks, it is vital to ensure that meetings are: effective (carry out actions); timely; attended by the right people; and recorded. **Section 5** of this document outlines a standardised approach to Trust meeting and provides templates to be used across the organisation.
- 1.10 It is essential that all Directors, Governors, officers and employees know of the existence of these documents and are aware of their responsibilities include within. A copy of this manual is available on the Trust's website and intranet and has been explicitly brought to the attention of key staff within the organisation and to all staff via the internal communication routes.
- 1.11 Any queries relating to the contents of these documents should be directed to the Chief Finance Officer, Trust Secretary or myself who will be pleased to provide clarification.

James Sumner
Chief Executive
April 2024

2. Definition and interpretation

- 2.1. Unless the contrary intention appears or the context otherwise requires, words or expressions contained in this corporate governance manual bear the same meaning as in the NHS Act 2006 and the Constitution. References to legislation include all amendments, replacements, or re-enactments made.
- 2.2. Headings are for ease of reference only and are not to affect interpretation. Words importing the masculine gender only shall include the feminine gender; words importing the singular shall include the plural and vice-versa.
- 2.3. In this corporate governance manual, the following definitions apply:

	Definition
The 2022 Act	The Health and Care Act 2022
The 2012 Act	The Health and Social Care Act 2012
The 2006 Act	The National Health Service Act 2006
The 1977 Act	The National Health Service Act 1977
Accounting Officer	The person who from time to time discharges the functions specified in paragraph 25(5) of Schedule 7 to the 2006 Act; they shall be the Officer responsible and accountable for funds entrusted to the Foundation Trust in accordance with the NHS Foundation Trust Accounting Officer Memorandum. They are responsible for ensuring the proper stewardship of public funds and assets. The NHS Act 2006 designates the Chief Executive of the NHS Foundation Trust as the Accounting Officer
Agenda Item	<ul style="list-style-type: none">• Board of Directors - an item from a Board member (notice of which has been given) about a matter over which the Board has powers or duties or which affects the services provided by the Foundation Trust• Council of Governors – an item from a Governor or Governors (notice of which has been given) about a matter over which the Council has powers or duties or which affects the services provided by the Foundation Trust
Appointing organisations	Those organisations named in the constitution who are entitled to appoint governors
Authorisation	An authorisation given by NHS England under Section 35 of the 2006 Act
The Board	The Board of Directors of the Foundation Trust as constituted in accordance with the Trust's constitution
Bribery Act	The Bribery Act 2010
Budget	A resource, expressed in financial or workforce terms, proposed by the Board of Directors for the purpose of carrying out, for a specific period, any or all of the functions of the Foundation Trust
Budget holder	The Director or employee with delegated authority to manage finances (income and expenditure) for a specific area of the organisation
The Chair	Is the person appointed by the Council of Governors to lead the Board and ensure it successfully discharges its overall responsibility for the Foundation Trust as a whole. It means the Chair of the Foundation Trust, or, in relation to the function of presiding at or chairing a meeting where another person is

	Definition
	carrying out that role as required by the Constitution, such person
Chief Executive	The chief officer of the Foundation Trust
Committee	A committee or subcommittee created and appointed by the Foundation Trust
Constitution	The constitution of the Foundation Trust as amended from time to time. Describes the type of organisation, its primary purpose, governance arrangements and membership
Contracting and procuring	The systems for obtaining the supply of goods, materials, manufactured items, services, building and engineering services, works of construction and maintenance and for disposal of surplus and obsolete assets
Council of Governors	The Council of Governors of the Foundation Trust as constituted in accordance with the Trust's constitution
Director	A member of the Board of Directors
Chief Finance Officer	The chief finance officer of the Foundation Trust
External auditor	The person appointed to audit the accounts of the Foundation Trust, who is called the auditor in the 2006 Act
Financial year	Successive periods of twelve months beginning with 1 April
Foundation Trust	Liverpool Women's NHS Foundation Trust
Foundation Trust contract	Agreement between the Foundation Trust and Clinical Commissioning Groups and/or others for the provision and commissioning of health services
Funds held on Trust	Those trust funds which the Foundation Trust holds at its date of incorporation, receives on distribution by statutory instrument, or chooses subsequently to accept under powers derived under the 2006 Act. Such funds may or may not be charitable
Governor	An elected or appointed member of the Council of Governors
Legal advisor	A properly qualified person appointed by the Foundation Trust to provide legal advice
Licence	The document issued by the sector regulator setting out the conditions of operation for a Foundation Trust
NHS England (previously known as NHS Improvement and/or Monitor)	The independent regulator (NHS Improvement) took over the responsibilities of its predecessors responsibilities from [1 April 2016] NHS Improvement became part of NHS England in July 2022.
Meeting	<ul style="list-style-type: none"> • Board of Directors – a duly convened meeting of the Board of Directors • Council of Governors - a duly convened meeting of the Council of Governors
Member	A member of the Foundation Trust
Motion	A formal proposition to be discussed and voted on during the course of a meeting
Nominated Officer	An officer charged with the responsibility for discharging specific tasks within Standing Orders and Standing Financial Instructions
Non commissioner contract	Agreements with non Clinical Commissioning Group to organisations covering the variety of services that the Foundation Trust provides and charges for
Officer	An employee of the Foundation Trust

	Definition
Partner	In relation to another person, a member of the same household living together as a family unit
Protected property	Property identified in the Licence as being protected. This will generally be property that is required for the purposes of providing the mandatory goods and services and mandatory training and education
Registered medical practitioner	A fully registered person within the meaning of the Medicines Act 1983 who holds a licence to practice under that Act
Registered nurse or midwife	A nurse, midwife or health visitor registered in accordance with the Nurses, Midwives and Health Visitors Act 1997
Secretary	The Secretary appointed under the constitution, the Secretary of the Foundation Trust or any other person appointed to perform the duties of the Secretary, including a joint, assistant or deputy secretary
Standing Financial Instructions	(SFIs) regulate the conduct of the Trust's financial matters
Standing Orders	(SOs) incorporate the Constitution and regulate the business conduct of the Foundation Trust

3. Corporate Governance

3.1 Regulatory Framework

- 3.1.1 Proportionate, risk-based regulation plays an important role in building public confidence in the NHS.
- 3.1.2 Two main regulators hold NHS Foundation Trusts to account for the quality of care they deliver and how they are run.
- The **Care Quality Commission** is the independent regulator of health and social care services, they register, inspect and monitor providers of health services including NHS Foundation Trusts, and enforce action where necessary
 - **NHS England** is responsible for overseeing providers of NHS funded care acting as both an economic regulator and supporting providers to meet standards set by the CQC.
- 3.1.3 The NHS oversight framework replaced the NHS system oversight framework for 2021/22, which described NHS England and NHS Improvement's approach to oversight of integrated care boards (ICBs) and trusts.
- 3.1.4 This framework outlines NHS England's approach to NHS oversight and is aligned with the ambitions set out in the NHS Long Term Plan and the NHS operational planning and contracting guidance. It also reflects the significant changes enabled by the Health and Care Act 2022 including the formal establishment of integrated care boards and the merging of NHS Improvement (comprising of Monitor and the NHS Trust Development Authority) into NHS England.
- 3.1.5 The framework describes how the oversight of NHS trusts, foundation trusts and integrated care boards will operate. This supports the ambition for system-led delivery of integrated care in line with the direction of travel set out in the NHS Long Term Plan, Integrating care: next steps to building strong and effective integrated care systems across England and the government's white paper on integration – Joining up care for people, places and populations.
- 3.1.6 The Trust is also subject to regulation from the **Human Fertilisation & Embryology Authority (HFEA)**. This is a Government regulator responsible for making sure fertility clinics and research centres comply with the law.
- 3.1.7 Good governance of the organisation ensures that the Board can give an account to stakeholders of its strategic and operational management of the organisation. Our improvement plan, strategic objectives and performance measures are therefore aligned to this framework.

3.2 Integrated Care Board and Provider Collaboratives

- 3.2.1 Integrated Care Boards (ICBs) are statutory NHS organisations responsible for developing a plan in collaboration with NHS trusts/foundation trusts and other system partners for meeting the health needs of the population, managing the NHS budget and arranging for the provision of health services in the defined area.
- 3.2.2 ICBs were established in July 2022 as part of the Health and Care Act 2022. They replaced clinical commissioning groups (CCGs) and some of the direct commissioning functions of NHS England.

3.2.3 Each ICB is responsible for a defined geographical area, known as an integrated care system (ICS). ICSs are partnerships of NHS bodies and local authorities, working with other relevant local organisations, that come together to plan and deliver joined up health and care services to improve the lives of people in their area.

3.2.4 *What does this mean for the Trust?*

3.2.5 NHS providers are increasingly being expected to look beyond their organisational priorities to focus on system-wide objectives and improving outcomes and reducing inequalities for the communities they serve. While the legal functions and duties of NHS trusts and foundation trusts remain largely unchanged under the recent reforms, they are also expected to participate in multiple collaborative forums, including membership of the ICB and forming collaboratives with other providers. NHS trusts and foundation trusts are also now bound by a new duty to collaborate with local partners and a shared duty to promote the triple aim*.

3.2.6 Liverpool Women's NHS Foundation Trust is part of the NHS Cheshire & Merseyside ICB and is also a member of the Cheshire & Merseyside Acute and Specialist Trust (CMASST) Provider Collaborative. As part of this membership, the Trust has formed a committee-in-common** and signed a Joint Working Agreement. The committee-in-common reports to the Board.

3.2.7 *The triple aim is a legal duty on NHS bodies which requires them to consider the effects of their decisions on:

- the health and wellbeing of the people of England (including inequalities in that health and wellbeing)
- the quality of services provided or arranged by both themselves and other relevant bodies (including inequalities in benefits from those services)
- the sustainable and efficient use of resources by both themselves and other relevant bodies.

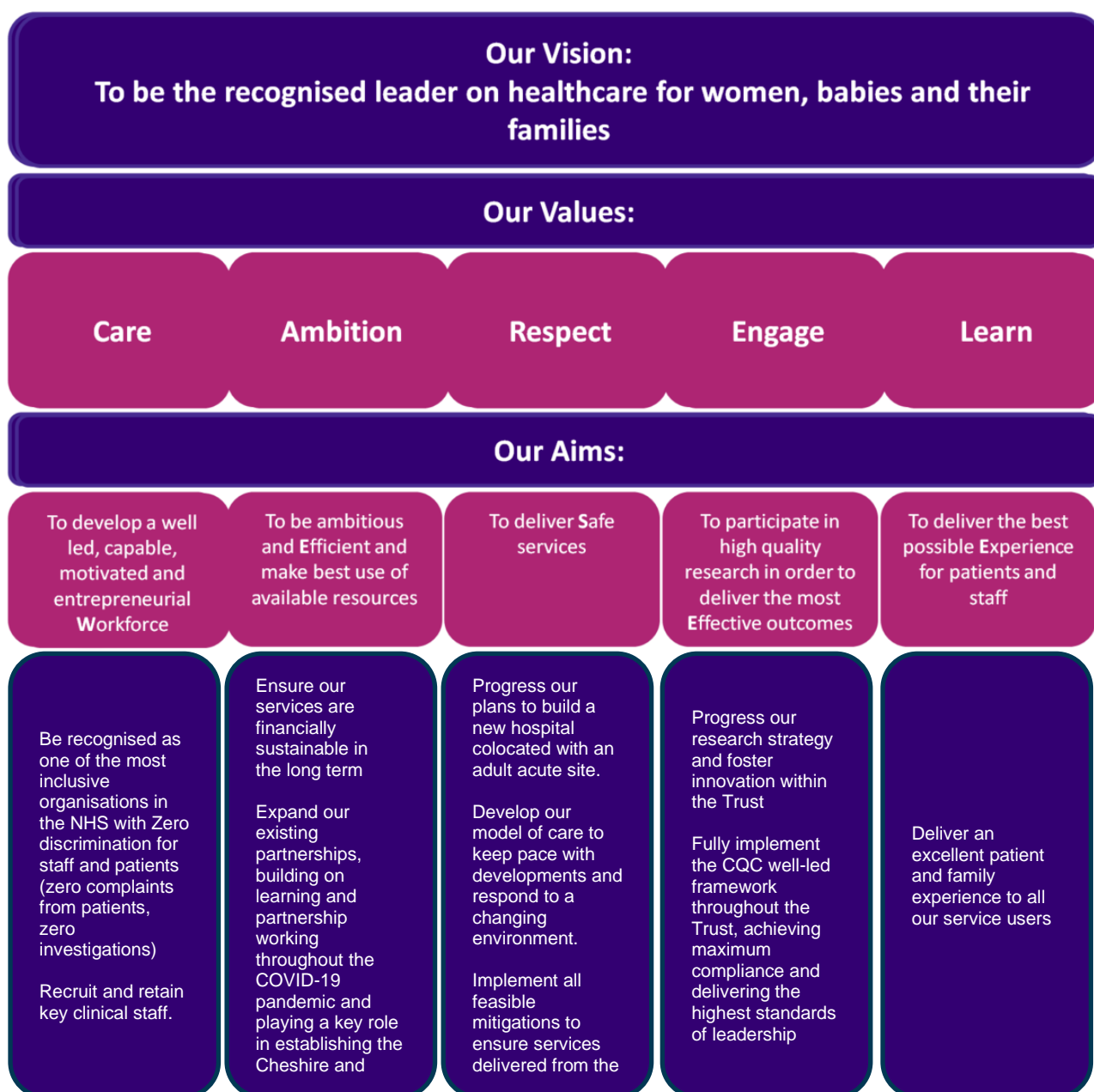
3.2.8 ** A Committee in Common (CiC) in the NHS is a joint committee that is made up of representatives from two or more NHS organisations, usually NHS Trusts or NHS Foundation Trusts. The purpose of a CiC is to provide a forum for collaboration and decision-making between the participating organizations on matters of mutual interest or concern.

3.2.9 CiCs are typically established to oversee joint initiatives, share resources, or coordinate services between NHS organisations. CiCs are an important mechanism for promoting collaboration and partnership working between NHS organizations. By working together in this way, NHS organizations can achieve economies of scale, share knowledge and expertise, and provide better services to patients.

3.3 **Our Vision and Strategic Objectives**

3.3.1 One of the hallmarks of a well led organisation is a compelling organisational vision that puts quality of care and the safety of its patients central to all of its activities, having been agreed in consultation with stakeholders, patients and staff. The Trust's vision and strategic objectives are explicitly stated and are detailed below.

3.3.2 The Vision and Objectives are the framework against which the Board is able to measure organisational success and to effectively scrutinise performance and to hold management to account through the Board Assurance Framework (BAF). The BAF therefore enables the Board to monitor and drive overall improvement.



3.4 Authoritative Bodies

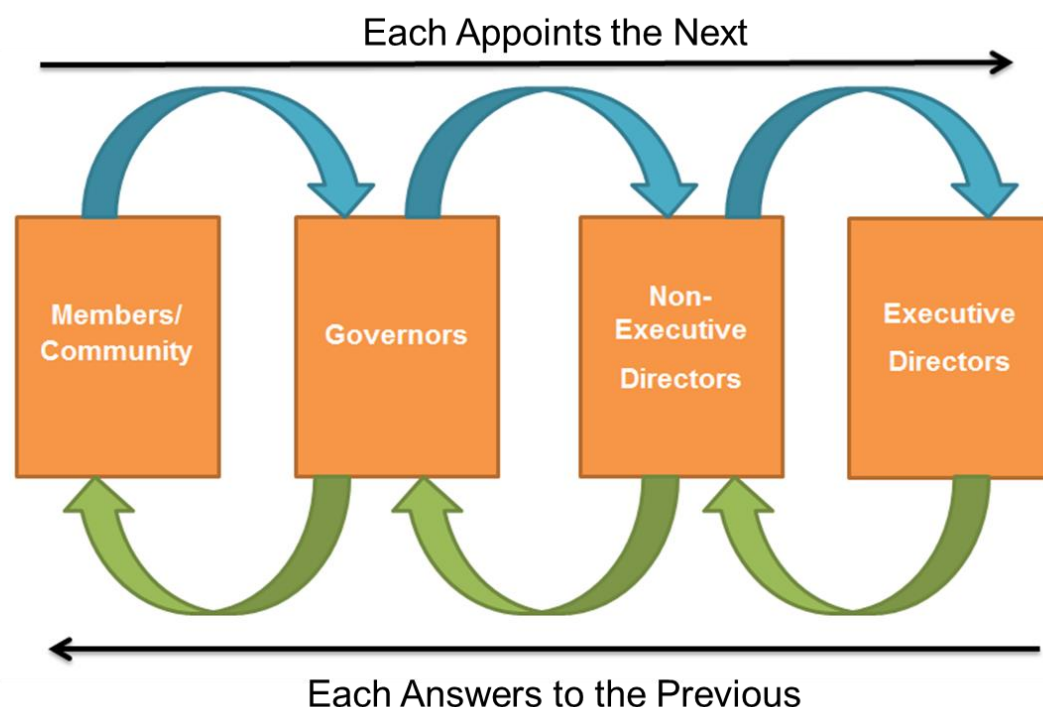
3.4.1 Foundation Trust Governance Structure

3.4.1.1 Accountability from the Trust flows outwards to national healthcare regulators as well as to the public who access services locally. The Council of Governors, collectively, is the body that connects the Trust with its patients, staff and wider stakeholders in the community that it serves. It comprises governors who are elected by the public and staff members. It also includes stakeholder governors who are appointed by organisations who have an important relationship with the Trust.

3.4.1.2 Governors have key statutory duties to hold the non-executives, individually and collectively, to account for the performance of the Board of Directors and to represent the interests of the Members and the public. Governors therefore need to understand how the Board of Directors uses information and intelligence to understand and be assured that the Trust provides high

quality sustainable services. This depends on a good flow of information between the Board of Directors and Council of Governors in order to support effective and informed dialogue and debate.

- 3.4.2 The interaction between the Council of Governors and the Board of Directors is therefore a key relationship in the governance of foundation trusts and the Trust Chair leads both the Council of Governors and the Board of Directors.



3.4.3 The Board of Directors

3.4.3.1 The Role

- 3.4.3.2 The Board takes corporate responsibility for all activities of the Trust considering the new general duties on Directors as identified in the Health & Social Care Act 2022 (referenced in the Trust Constitution).

3.4.3.3 The Board's main duties are:

- Setting the organisations strategic aims, taking into consideration the views of the Council of Governors, ensuring the necessary financial and human resources are in place for it to meet its objectives, and reviewing management performance
- Collective responsibility for ensuring the quality and safety of healthcare services, education, training, and research delivered by the Trust and applying the principles and standards of clinical governance set out by the Department of Health & Social Care, the Care Quality Commission and other relevant NHS bodies.
- Collective responsibility for adding value to the organisation by promoting its success through the direction and supervision of its affairs.
- Providing proactive leadership within a framework of prudent and effective controls which enable risk to be assessed and managed.

- Setting and maintaining the organisation's vision, values, and standards of conduct, whilst ensuring its obligations to members, patients and other stakeholders including the local community and the Secretary of State are understood and met.

3.4.3.4 The Board is expected to bring about change by making best use of all its resources – financial, staffing, physical infrastructure, and knowledge – and working with staff and partner organisations to meet the public's and patient's expectations. As leaders, board members are expected to understand opportunities for improving services and motivate others to bring them about.

3.4.3.5 The Board makes plans to achieve the Government's objectives for healthcare, guided by the targets and delivery dates set out in the NHS System Oversight Framework. The Board also signs off an annual plan, setting out the year's objectives, and it is the function of the Board to ensure progress.

3.4.3.6 Membership

3.4.3.7 The Board consists of Executives, Non-Executive Directors, and a Chair. The Chair and Non-Executive Directors include lay people drawn from the local community and are selected with a view to ensuring a balance of skills and experience. They are accountable to the Council of Governors.

3.4.3.8 The Chair and Chief Executive - There is a clear division of responsibility between the chairing of the Board of Directors and Council of Governors on the one hand and the executive responsibility for the running of the Trust's business on the other.

3.4.3.9 The overall role of the Chair is one of enabling and leading so that the attributes and specific roles of the Executive team and the Non-Executives are brought together in a constructive way.

The Chair is responsible for:

- providing leadership of the Board of Directors and the Council of Governors, ensuring their effectiveness on all aspects of their role, and setting their agenda
- ensuring that the Board and the Council work together effectively
- ensuring that directors and governors receive accurate, timely and clear information that is appropriate for their respective duties
- ensuring that there is effective communication with patients, members, staff, and other stakeholders
- facilitating the effective contribution of all executive and non-executive directors to the Board's affairs and ensuring that the Board acts as a team
- appraising the performance of the Chief Executive and the Non-Executive Directors.

3.4.3.10 The Chief Executive is accountable to the Chair and Non-Executive Directors for ensuring that the Board is empowered to govern the Trust and that the objectives it sets are accomplished through effective and properly controlled executive action. The Chief Executive should be allowed full scope, within clearly defined delegated powers, for action in fulfilling the decisions of the Board.

The Chief Executive is responsible for:

- performing the duties of 'Accountable Officer' as set out in the NHS Act 2006
- overseeing risk management within the Trust and signing the Annual Governance Statement
- organising, managing, and staffing the Trust

- developing and maintaining procedures for the Trust
- protecting the Trust's reputation and integrity locally and nationally, by ensuring the Trust is open and honest in its communications and through the development of strong partnerships with all stakeholders
- ensuring the quality-of-service provision.

3.4.3.11 Non-Executive Directors - As members of a unitary board, Non-Executive Directors have a duty to ensure that there is constructive challenge of the decisions of the Board. Non-Executive Directors are responsible for:

- bringing independent judgement to bear on issues of strategy, performance, risk management and key appointments
- satisfying themselves as to the integrity and robustness of financial, clinical, and other information
- determining appropriate levels of remuneration of Executive Directors (through the Nominations & Remuneration Committee)
- appointing and where necessary removing Executive Directors, and succession planning
- ensuring that 'the Board acts in the best interests of the public and is fully accountable to the public for the services provided by the Trust and the public funds its uses'
- undertaking the work of the Audit Committee
- providing the Council of Governors with accurate, timely and clear information on the Trust's key quality, performance, and financial indicators.

3.4.3.12 A Non-Executive Director will be appointed Chair of the Audit Committee. Other appointments include the Senior Independent Director and Deputy Chair.

3.4.3.13 Enhancing Board Oversight

3.4.3.14 The Board of Directors may designate lead responsibility to a Non-Executive Director where there is a specific requirement for an individual Non-Executives to be identified or where the Trust has determined that this would provide additional assurance as specified within the Trust's governance arrangements. This designation does not contradict the overall, collective responsibility of the Board to discharge its duties and function as a unitary board; and does not require that the Non-Executive assumes operational matters.

3.4.3.15 In December 2021, NHS England issued guidance which set out a new approach to ensuring board oversight of important issues by discharging the activities and responsibilities previously held by some Non-Executive 'Champion Roles', through committee structures. Roles and responsibilities have been aligned to Non-Executives where required, and within the Trust's Corporate Governance structure.

3.4.3.16 The list of current Board Champions/ Nominated Leads roles are:

- Whistleblowing (Freedom to Speak Up)
- Safeguarding
- Board Maternity Safety Champion
- Wellbeing

3.4.3.17 Executive Directors

3.4.3.18 The Trust's Executive Directors are:

- Chief Executive Officer

- Chief Finance Officer
- Chief Nurse
- Chief Medical Officer
- Chief Operating Officer
- Chief People Officer

3.4.3.19 The above Executive Directors hold voting rights on the Board of Directors.

- Chief Digital Information Officer
- Chief Transformation Officer

3.4.3.20 The above Executive Directors do not hold voting rights on the Board of Directors.

3.4.3.21 Each Executive Director has responsibilities as a member of the Board of Directors and as one of the most senior managers of the operations of the Trust.

3.4.3.22 The Standing Orders of the Board of Directors are in the Trust's Constitution. This can be located via <https://www.liverpoolwomens.nhs.uk/media/5250/constitution-september-2023-final.pdf>

3.4.3.23 The Code of Conduct for Board Members can be found in Section 4.

3.4.4 Council of Governors

3.4.4.1 The Council of Governors comprises elected and appointed governors. Elected governors represent two main groups: staff and members of the public. The staff group is divided into constituencies as detailed within the Constitution. Appointed governors represent key stakeholders of the Trust.

3.4.4.2 In broad terms, the Council of Governors is responsible for representing the interests of the Trust's members and the partner organisations in the communities served by the Trust. To this end, it prepares and, from time to time, reviews the Trust's Membership and Engagement Strategy.

3.4.4.3 Governors provide their views to the Board on the Trust's forward plans and are presented with the Annual Report and Accounts, and the Quality Account. Responsibilities of the Council are:

- appoint or remove the Chair and the other Non-Executive Directors
- decide the remuneration and allowances, and the other terms and conditions of office, of the Chair and the other Non-Executive Directors
- approve the appointment of the Chief Executive
- hold the Non-Executive Directors individually and collectively to account for the performance of the Board of Directors
- approve 'significant transactions' and any application by the Trust to enter into a merger, acquisition, separation or dissolution
- approve any proposed increases in private patient income of 5% or more (in proportion to the Trust's total income) in any financial year
- approve amendments to the Trust's Constitution
- appoint or remove the Trust's auditor
- receive the FT's annual accounts, any report of the auditor on them and the annual report
- represent the interests of the members of the Trust as a whole and the interests of the public.

3.4.4.4 Further details on the Council of Governors are to be found in the Trust's Constitution, including additional provisions in Annex 5 and within the Standing Orders located in Annex 7.

3.4.4.5 The Code of Conduct for Governors can be found in section 4.

3.5 Corporate Governance Structure

3.5.1 Board Committees

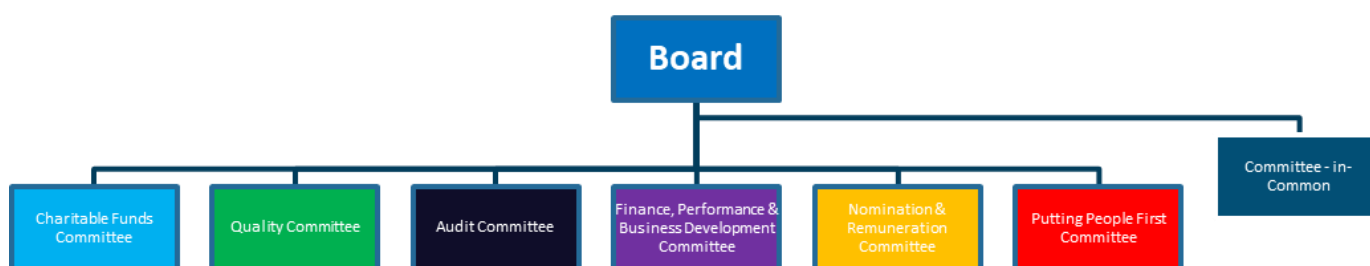
3.5.2 The Trust has governance structures across the Trust to ensure that decisions are made in the right place and that risks and issues can be escalated and managed effectively from line of sight (ward) to Board.

3.5.3 The governance structures create a clear and standardised reporting process and give us greater assurances about the decisions that are being made – that they are made at the correct level, that they align with our strategy and that they enable us to progress on our improvement journey.

3.5.4 The Board has established the following committees:

- Audit Committee
- Nomination & Remuneration Committee
- Charitable Funds Committee
- Finance, Performance & Business Development Committee
- Quality Committee
- Putting People First Committee

3.5.5 The diagram below outlines the Board's Committee structure:



3.5.6 The terms of reference of these committees are approved by the Board on an annual basis, and can be found in Appendix D.

3.5.7 A brief description of their role follows:

3.5.8 *Audit Committee*

3.5.9 The Audit Committee serves a crucial oversight role, primarily focused on enhancing the Trust's governance, risk management, and internal control frameworks. Its core purpose includes overseeing the integrity of financial statements, ensuring the effectiveness of the internal audit function, monitoring compliance with legal and regulatory requirements, and assessing the independence and performance of external auditors. By scrutinizing financial

reporting processes, internal controls, and the management of financial and operational risks, the Audit Committee helps to ensure that the Trust operates in a transparent, efficient, and accountable manner, thereby contributing to the Trust's overall integrity and public confidence in its operations.

3.5.10 Nomination & Remuneration Committee

3.5.11 The Nomination & Remuneration Committee's primary responsibilities include overseeing the processes for recruiting and appointing senior leadership positions within the Trust, ensuring there is a transparent and merit-based selection process. Additionally, the committee is tasked with developing and reviewing policies related to the remuneration, incentives, and terms of service for the executive directors and senior management, ensuring these are fair, competitive, and capable of attracting and retaining the high-calibre talent necessary for the Trust's success.

3.5.12 Charitable Funds Committee

3.5.13 The Committee's primary purpose is to:

- Oversee the management and monitoring of the charitable funds held by the Trust on behalf of the Charity.
- Provide assurance to the Board that the administration of the Charity is conducted in accordance with:
 - Applicable legislation, including the Charity Commission Act 2011, the Trustee Act 2000, and any relevant NHS regulations.
 - The Charity's governing document.
 - Principles of good governance and financial management.
- Support the achievement of the Charity's objectives, as outlined in its governing document, to enhance patient care and services provided by the Trust.

3.5.14 Finance, Performance & Business Development Committee

3.5.15 The Committee exists on behalf of the Board of Directors to seek, review and scrutinise assurances that strategic priorities for finance, performance and business development have been identified, and that effective and appropriate systems are in place to drive evidence-based improvement and outcomes.

3.5.16 Quality Committee

3.5.17 The Committee exists on behalf of the Board of Directors to:

- Seek, review and scrutinise assurances that strategic priorities for quality have been identified, and that effective and appropriate systems are in place to drive evidence-based quality improvement and clinical outcomes.
- Seek, review and scrutinise assurances that patients, carers and families are receiving outstanding services that are safe, compassionate, fair and consistent in quality.

3.5.18 Putting People First Committee

3.5.19 The Committee exists on behalf of the Board of Directors to seek assurance regarding the development, implementation and effectiveness of the Trust's People, and Equality, Diversity

and Inclusion strategies that supports the Trust's vision, values and overarching strategic direction.

3.5.20 Trust Wide Governance

3.5.21 In a review of Board and Committee Effectiveness in March 2024, it was agreed that the structure of providing the Board with oversight and comprehension of essential operational issues would be strengthened. The development of an Executive Risk and Assurance Group (ERAG) is a fundamental element of this process.

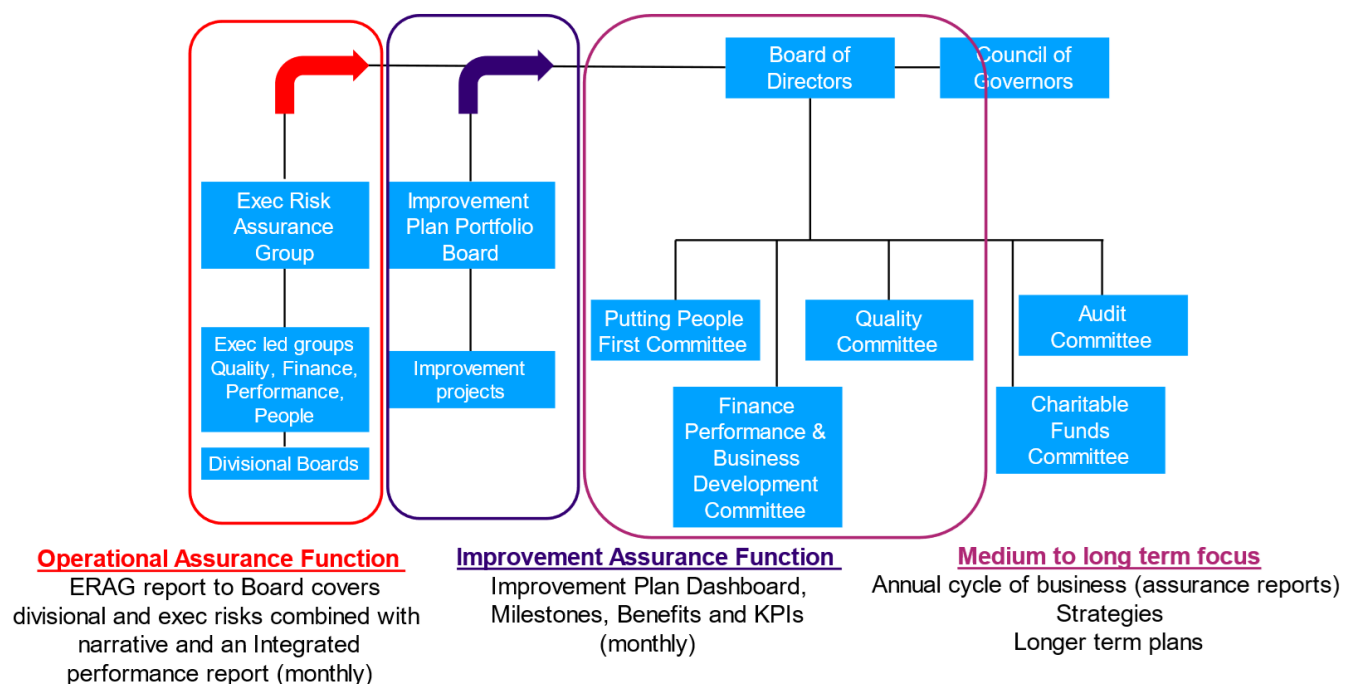
3.5.22 *Executive Risk and Assurance Group (ERAG)*

3.5.23 The ERAG provides advice and assurance to the Chief Executive and the Board of Directors about the effectiveness of operational management of the Trust, with specific reference to risk. The ERAG takes on the role of the operational leadership of the Trust, ensuring delivery of strategy and effective management of the Trust's key risks through interrogation of evidence about the effectiveness of risk treatment actions. The ERAG also provides a corporate view on Trust-wide issues of current concern ensuring co-ordination between Divisions. Ultimately, the ERAG provides the formal mechanism to support the Chief Executive in effectively discharging his responsibilities as Accountable Officer. To fulfil this role, the ERAG has an underpinning reporting structure, led thematically by Executives.

3.5.24 *Improvement Portfolio Governance*

3.5.25 Improvements across the Trust are made via a series of agreed improvement projects that are led by a Senior Responsible Officer and will report into the Improvement Programme Portfolio Board. Updates the Improvement Plan are monitored via the Board of Directors.

3.5.26 The overall governance and assurance framework can be summarised in the diagram below:



3.5.27 Executive and Senior Management Meetings

3.5.28 Executive Directors Group (EDG)

3.5.29 Chaired by the Chief Executive and made up of the Executive Directors of the Board of Directors, meeting weekly. The EDG is the approval forum for all issues that cannot be delegated to Divisions. It triages key issues to (and from) the Trust Management Group and Senior Leadership Forum. Key issues from EDG are reported to the Board through Board Chief Executive's report. The EDG takes decisions on strategic communications, regulatory management, and reportable issues.

3.5.30 Trust Management Group (TMG)

3.5.31 Chaired by the Chief Executive and made up of the Executive Directors, Deputies, Divisional Senior Leadership Teams and the Heads of Service. Meeting bi-monthly, the TMG is a key place for the discussion of issues that cannot be decided by a single Division or service. It will consider Trust-wide corporate business cases and/or proposals, policies and procedures, and receive key updates from meetings which have a Trust-wide focus.

3.5.32 Senior Leadership Forum (SLF)

3.5.33 The SLF Is a development forum made up of the most senior leaders in the Trust. It is the platform for strategic communications to be delivered in the first instance for onward communication across the Trust, protected development time for key elements of Learning Enhancement Frameworks and an engagement group to discuss new ideas and proposals.

3.6 Internal Control

3.6.1 Internal control entails having in place processes and procedures which together ensure that the Trust is meeting the terms of its authorisation, running effectively, smoothly, and safely, and keeping risks to a minimum. Internal control also entails the Trust having clearly identifiable objectives and identifying the risks to achieving those.

3.6.2 Board Assurance Framework

3.6.3 The Board needs to be confident that the systems, policies, and people it has put in place are operating in a way that is effective in driving the delivery of strategic objectives. This needs an overarching focus on understanding key factors involved and minimising risk. The Board has a key role in needing to demonstrate that it has been properly informed about the totality of its risks, both clinical and non-clinical.

3.6.4 To do this, the Board needs to be able to provide evidence that it has systematically identified its objectives and managed the principal risks to achieving them. The Board Assurance Framework (BAF) fulfils this purpose. The BAF provides the Trust with a simple but comprehensive method for the effective and focused management of the principal risks to meeting its objectives. It also provides a structure for the evidence to support the Annual Governance Statement.

3.6.5 The Board must:

- establish key goals (strategic & directorate)
- identify the principal risks that may threaten the achievement of these objectives
- identify and evaluate the design of key controls intended to manage these principal risks
- set out the arrangements for obtaining assurance on the effectiveness of key controls across all areas of principal risk
- evaluate the assurance across all areas of principal risk (assurances can be internal or external)
- identify positive assurances and areas where there are gaps in controls and/or assurances
- put in place plans to take corrective action where gaps have been identified in relation to principal risks
- maintain dynamic risk management arrangements including a well-founded risk register.

3.6.6 For the BAF to be effective, the Executive Directors take the lead for risks assigned to them and ensure that the relevant information is kept up to date and available for reporting to the Board. Each Executive Director has assigned an appropriate risk lead officer from their senior staff to co-ordinate on their behalf. This is a senior individual who is well-placed to access and interpret relevant risk information and assurance evidence. At the end of each financial year, the Chief Executive considers the BAF and other sources of assurance to complete the Annual Governance Statement. This document is contained within the Trust's Annual Report and is made available to the public.

3.6.7 Processes and Procedures

3.6.8 There are two broad categories of internal processes and procedures which ensure the proper running of the Trust. First, there are those which provide a comprehensive framework for the proper conduct of business:

- Standing Orders of the Board of Directors including the Matters Reserved to the Board (Appendix A) and the Scheme of Delegation (Appendix B).
- Standing Orders of the Council of Governors (outlined within the Trust's Constitution)
- Standing Financial Instructions (Appendix C).

3.6.9 All Board members and managers should be aware of the existence of these documents and, where appropriate, should be familiar with the detailed provisions. Staff should pay attention to the detailed scheme of delegation as any action that they take which is outside of their delegated authority could have serious consequences for both the Trust and the individual.

3.6.10 Secondly, there are the internal risk management processes and procedures which together constitute the Board Assurance Framework.

3.6.11 Risk Management

3.6.12 Risk management is the key system through which clinical, organisational, and financial risks are managed by all staff to the benefit of patients, visitors, staff, and other stakeholders.

3.6.13 The Trust has a Risk Management Strategy and an associated Policy which:

- Is approved by the Board
- Sets out the approach to setting the Trust's risk appetite
- Defines the structures for the management, ownership, and oversight of risk defines the management of situations in which the failure of controls leads to material realisation of risks
- Specifies how both new and existing activities are assessed for risk and incorporated into risk management structures
- Ensures common understanding of terminology used in relation to risk
- Defines the processes and considerations which inform the assessment of risk
- Defines the way in which the risk register is regularly reviewed.

3.6.14 The Trust's Risk Register is a database of all the risks which are recorded within the Trust, from individual site, divisional and support service risk register. This includes individual departments and ward risks. It identifies which staff member is leading on the management of that risk and identifies the risk grading. It is the totality of all risks recorded on Ulysses. The Register also includes details of action plans to mitigate the risks and identify progress against these plans.

3.6.15 Performance

3.6.16 The Board will review an Integrated Performance Report (IPR) covering financial, activity and quality performance data including workforce, operational, and research and innovation activity. These will include key relevant national priority and regulatory indicators. More detailed reports on performance will be considered by relevant Board committees to ensure corporate oversight across key functions to include all metrics.

3.6.17 Annual Governance Statement (AGS)

3.6.18 The Board needs to demonstrate that it has reviewed and been properly informed about the totality of its risks. The Chief Executive is required to sign an Annual Governance Statement, as part of the statutory Annual Report & Accounts, confirming that the Board and the Chief

Executive have reviewed the system of internal control within the Trust and have received assurance on that system.

3.6.19 The AGS is submitted annually to NHS England and covers the following:

- the scope of the responsibility of the Accountable Officer (Chief Executive)
- the purpose of the system of internal control
- the Trust's capacity to handle risk
- the risk and control framework
- the process used to ensure that resources are used economically, efficiently, and effectively
- confirmation that a review of effectiveness has been undertaken and that a plan is in place to address any weaknesses
- the process for maintaining the system of internal control and details of actions planned or taken to deal with any significant internal control issues. These might include:
 - an issue which seriously prejudiced or prevented achievement of a principal objective
 - an issue which resulted in a need to seek additional funding, or in a significant diversion of resources
 - an issue which the External Auditor or the Head of Internal Audit or the Audit Committee considers to be significant
- an issue which attracted significant adverse public interest or seriously damaged the reputation of the Trust.

3.6.20 The AGS is signed off by the Chief Executive, as Accountable Officer, on behalf of the Board of Directors. The Head of Internal Audit provides an annual opinion on the adequacy and effectiveness of the risk management, control, and governance processes to support the AGS.

3.6.21 The full AGS can be found in the Annual Report & Accounts.

3.6.22 *Custody of Seal and Sealing of Documents*

3.6.23 Custody of Seal - The Common Seal of the Trust shall be kept by the Chief Executive or the Trust Secretary in a secure place.

3.6.24 Sealing of Documents - The seal of the Trust shall not be fixed to any documents unless the sealing has been authorised by a resolution of the Board or of a Committee, where the Board has delegated its powers. Before any building, engineering, property or capital document is sealed it must be approved and signed by the Chief Finance Officer (or an Officer named by them) and authorised and countersigned by the Chief Executive (or an Officer nominated by them who shall not be within the originating directorate).'

3.6.25 Register of Sealing - An entry of every sealing shall be made and numbered consecutively in a register provided for that purpose and shall be signed by the persons who shall have approved and authorised the document and those who attested the seal. The register shall contain details of the seal number, the description of the document and date of sealing.

3.7 **Independent Control and Regulation**

3.7.1 *Internal Audit*

- 3.7.2 The Internal Audit Terms of Reference provide the Trust with the framework for the provision and conduct of an Internal Audit service, in accordance with the requirements of the NHS Internal Audit Standards, the NHS Audit Committee Handbook (2018) and the Trust's Standing Financial Instructions.
- 3.7.3 Internal Audit is an independent and objective assurance service which has no executive responsibilities within the line management structure. It has an annual plan focused on key aspects of risk management, control or governance agreed by the Trust's Audit Committee which is kept under review to consider any significant changes to the Trust's risk profile.
- 3.7.4 Internal Audit embraces two key areas:
- The annual provision of an independent and objective opinion to the Accountable Officer, the Board, and the Audit Committee on the degree to which risk management, control and governance support the achievement of the Trust's agreed objectives
 - The provision of an independent and objective advisory service specifically to help line management improve the Trust's risk management, control, and governance arrangements.
- 3.7.5 The Head of Internal Audit's annual report presents the opinion on the overall adequacy and effectiveness of the Trust's risk management, control, and governance processes. This encompasses an opinion on the Trust's Assurance Framework and other mandated work alongside the conclusions arising from the risk based internal audit assignments within the plan. The degree to which previous audit recommendations have been acted on also forms part of the opinion.
- 3.7.6 In addition to the formal annual report, the Head of Internal Audit reports interim progress to the Audit Committee and Accountable Officer in the year. Such interim reports detail objectives, findings, and performance against plan. Additionally, progress against the implementation of agreed recommendations is followed up and reported to the Audit Committee on a regular basis.
- 3.7.7 Head of Internal Audit*
- 3.7.8 The Head of Internal Audit reports to the Audit Committee, with the Chief Finance Officer taking executive oversight for the provision of the Internal Audit service (except when this may impinge on the objectivity of the audit).
- 3.7.9 The Head of Internal Audit, or an appropriate representative of the internal audit team, attends meetings of the Audit Committee unless, exceptionally, the Audit Committee decides that they should be excluded from either the whole meeting or for agenda items.
- 3.7.10 The Head of Internal Audit has an independent right of access to the Chair of the Audit Committee. In exceptional circumstances, where normal reporting channels may be seen to impinge on the objectivity of the audit, he/she may report directly to the Chair of the Trust.
- 3.7.11 If the Head of Internal Audit considers that the level of audit resources or the terms of reference in any way limit the scope of internal audit, or prejudice the ability to deliver a satisfactory service, he/she will advise the Audit Committee accordingly.
- 3.7.12 Fraud and Probity*
- 3.7.13 Managing the risk of fraud is the responsibility of Trust management. To support this endeavour, the Trust has in place a comprehensive Anti-Fraud & Bribery Policy, and a nominated Local Counter Fraud Specialist who raises awareness, undertakes preventative

work, and investigates allegations of fraud. Key information resources to support staff are available on the Trust's intranet and website.

3.7.14 The relationship between the Trust's Local Counter Fraud Specialist, the Head of Internal Audit and the Trust's Chief Finance Officer are conducted in accordance with the requirements of the Government Functional Standard GovS 013: Counter Fraud.

3.7.15 *External Audit*

3.7.16 All foundation trusts must have their accounts audited by independent external auditors who are appointed by the Council of Governors. The audited annual accounts must be laid before Parliament.

3.7.17 The External Auditor's opinion on the annual accounts reports on whether:

- the financial statements give a true and fair view, in accordance with the accounting policies directed by NHS England of the state of the Trust's affairs and of its income and expenditure for the year as then ended.
- the part of the Remuneration Report to be audited has been properly prepared in accordance with the accounting policies directed by NHS England.
- information included within the Annual Report is consistent with the financial statements.

4 Behaviours and Standards

4.1 Overview

4.1.1 Behaviours and standards are pivotal elements of corporate governance as they establish the ethical foundation and operational integrity within an organisation. These principles guide the conduct of individuals at all levels, from the boardroom to the front lines, ensuring decisions and actions align with the organisation's values and regulatory requirements. They serve as a benchmark for accountability, fostering a culture of transparency, responsibility, and ethical decision-making. By embedding high standards of behaviour into the corporate governance framework, organisations can enhance trust among stakeholders, mitigate risks, and optimise performance. This section outlines the public sector equality duties, the Trust's approach to managing conflicts of interest, the Code of Conduct for Board members, managers and Governors and standards expected in all Trust meetings.

4.2 Public Sector Equality Duties

4.2.1 The Public Sector Equality Duty was created by the Equality Act 2010. The duty covers age, disability, sex, gender reassignment, pregnancy and maternity, race, religion or belief and sexual orientation. It applies in England, Scotland and in Wales. The general equality duty is set out in section 149 of the Equality Act 2010.

4.2.2 The aim of the general equality duty is to integrate considerations of the advancement of equality into the day-to-day business of public authorities. In summary, those subject to the equality duty, must in the exercise of their functions, have due regard to the need to:

- Eliminate unlawful discrimination, harassment and victimisation and other conduct that is prohibited by the Act.

- Advance equality of opportunity between people who share a characteristic and those who don't
 - Foster good relations between people who share a characteristic and those who don't
- 4.2.3 Liverpool Women's NHS Foundation Trust, as a public authority, is also subject to specific duties which help meet the general duty. This requires us to publish information to demonstrate our compliance with the general equality duty. This information must include information relating to people who share a protected characteristic who are its employees or affected by its policies and practices.
- 4.2.4 The Board of Directors, its Board Committees and operational groups are all required to take the equality duties into consideration to ensure they comply with relevant legislation and best practice in the conduct of their duties. The hyperlink to the Public Sector Equality Duty can be found below.

[Public Sector Equality Duty | Equality and Human Rights Commission](#)

4.3 **Managing Conflicts of Interest**

- 4.3.1 Liverpool Women's NHS Foundation Trust (the 'Trust') and the people who work with and for the Trust, collaborate closely with other organisations in the delivery of high-quality care to our patients. These partnerships have many benefits and should help ensure that public money is spent efficiently and wisely. However, there is a risk that conflicts of interest may arise because of these collaborative activities. Providing best value for taxpayers and ensuring that decisions are taken transparently and clearly, are both key principles on the NHS Constitution. The Trust is committed to maximising its resources for the benefit of the whole community. As an organisation, and as individuals, the Trust has a duty to ensure that all its dealings are conducted with the highest standards of integrity and that NHS monies are used wisely so that the Trust is using its finite resources in the best interests of patients.
- 4.3.2 In 2017, NHS England produced national policy and guidance in relation to Managing Conflicts of Interests in the NHS. The national policy required all NHS organisations to adopt a consistent approach to local policy content and, in 2019/20, NHS Foundation Trusts were required to publish a statement of compliance in the Annual Governance Statement confirming that a policy consistent with national guidance and that a register of interests for 'decision making staff' was available to members of the public. The Trust has made positive declarations of compliance in the Annual Governance Statement from 2019/20 onwards.
- 4.3.3 Work has continued to strengthen the Trust's approach to managing conflicts of interest in two main areas. Firstly, by attempting to ensure that all relevant information is being made available in a transparent way i.e., declarations are being made and secondly by looking to take effective action to improve the probity and transparency of decision-making utilising the available information. These actions were collated into a Standard Operating Procedure – agreed by the Audit Committee in July 2021. Both the policy and Standard Operating Procedure are available on the Trust's intranet.

4.4 **Code of Conduct for Board Members**

- 4.4.1 Introduction
- 4.4.2 High standards of corporate and personal conduct are an essential component of public services. As an NHS foundation trust, Liverpool Women's NHS Foundation Trust is required to comply with the principles of best practice applicable to corporate governance in the

NHS/health sector and with any relevant code of practice. The purpose of this code is to provide clear guidance on the standards of conduct and behaviour expected of all directors.

- 4.4.3 This code, with the Trust's Constitution, Corporate Governance Framework and Code of Conduct for Governors forms part of the framework designed to promote the highest possible standards of conduct and behaviour within the foundation trust. The code is intended to operate in conjunction with the principles of the NHS Foundation Trust Code of Governance, the NHS Constitution, requirements set out within the 2006 Health and Social Care Act, and all subsequent amendments, and Regulation 5 of the new Health and Social Care Act 2008 (Regulated Activities) Regulations 2014 - Fit and Proper Persons: Directors. The code applies at all times when directors are carrying out the business of the foundation trust or representing the foundation trust.
- 4.4.4 Principles of public life
- 4.4.5 All directors are expected to abide by the Nolan principles of: selflessness, integrity, objectivity, accountability, honesty, transparency and leadership:
- 4.4.6 Selflessness - Holders of public office should act solely in terms of the public interest: they should not do so in order to gain financial or other benefits for themselves, their family or their friends.
- 4.4.7 Integrity - Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties.
- 4.4.8 Objectivity - In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit alone.
- 4.4.9 Accountability - Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.
- 4.4.10 Openness - Holders of public office should be as open as possible about all the decisions and actions they take: they should give reasons for their decisions and restrict information only when the wider public interest clearly demands.
- 4.4.11 Honesty - Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.
- 4.4.12 General principles
- 4.4.13 Foundation Trust Boards of Directors have a duty to conduct business with probity, to respond to staff, patients and suppliers impartially, to achieve value for money from the public funds with which they are entrusted and to demonstrate high ethical standards of personal conduct. The general duty of the Board of Directors, and of each director individually, is to act with a view to promoting the success of the Trust so as to maximise the benefits for the members of the Trust as a whole and for the public. The Board of Directors therefore undertakes to set an example in the conduct of its business and to promote the highest corporate standards of conduct. The Board of Directors will lead in ensuring that the provisions of the Constitution, the Standing Orders, Standing Financial Instructions and accompanying Scheme of Delegation conform to best practice and serve to enhance

standards of conduct. The Board of Directors expects that this Code will inform and govern the decisions and conduct of all directors.

4.4.14 Confidentiality & access to information

4.4.15 Directors must comply with the Foundation Trust's confidentiality policies and procedures. Directors must not disclose any confidential information, except in specified lawful circumstances.

4.4.16 Information on decisions made by the Board of Directors and information supporting those decisions should be made available in a way that is understandable. Positive responses should be given to reasonable requests for information and in accordance with the Freedom of Information Act 2000 and other applicable legislation and directors must not seek to prevent a person from gaining access to information to which they are legally entitled.

4.4.17 The Foundation Trust has adopted policies and procedures to protect confidentiality of personal information and to ensure compliance with the Data Protection Act, the Freedom of Information Act and other relevant legislation which will be followed at all times by directors.

4.4.18 Register of interests

4.4.19 Directors are required to register all relevant interests on the Board of Directors' Register of Interests in accordance with the provisions of the Trust's Constitution. It is the responsibility of each director to update their register entry if their interests change. The register is held by the Trust Secretary. Directors must send notification of any updates to the Trust Secretary and request confirmation that the register has been updated. Failure to register a relevant interest in a timely manner may constitute a breach of this Code.

4.4.20 Conflicts of interest

4.4.21 Directors have a statutory duty to avoid a situation in which they have (or can have) a direct or indirect interest that conflicts (or possibly may conflict) with the interests of the Foundation Trust. Directors have a further statutory duty not to accept a benefit from a third party by reason of being a director or for doing (or not doing) anything in that capacity.

4.4.22 If a director has in any way a direct or indirect interest in a proposed transaction or arrangement with the Trust, the director must declare the nature and extent of that interest to the Chairman or Trust Secretary. If such a declaration proves to be, or becomes, inaccurate or incomplete, a further declaration must be made. Any such declaration must be made at the earliest opportunity and before the Trust enters into the transaction or arrangement.

4.4.23 The Chairman will advise directors in respect of any conflicts of interest that arise during Board of Directors meetings, including whether the interest is such that the director should withdraw from the meeting for the period of the discussion. In the event of disagreement, it is for the Board of Directors to decide whether a director must withdraw from the meeting. The Trust Secretary will provide advice on any conflicts that arise between meetings.

4.4.24 Bribery

4.4.25 The Bribery Act 2010 introduces a new, clearer regime for tackling bribery that applies to all businesses (including NHS organisations) based or operating in the UK. It covers all sorts of bribery, the offering and receiving of a bribe, directly or indirectly, whether or not it involves a public official, in the UK or abroad.

4.4.26 The Board of Directors has a responsibility to protect both the Trust and the wider NHS from bribery or corruption. Directors shall at all times comply with the Bribery Act 2010 and with the Trust's policy. Directors will not request or receive a bribe from anybody, nor imply that such an act might be considered. This means not agreeing to receive or accept a financial or other advantage from any source as an incentive or reward to perform improperly the function or activities of the Liverpool Women's NHS Foundation Trust.

4.4.27 Gifts & hospitality

4.4.28 The Board of Directors will set an example in the use of public funds and the need for good value in incurring public expenditure. The use of the Foundation Trust for hospitality and entertainment, including hospitality at conferences or seminars, will be carefully considered. All expenditure on these items should be capable of justification as reasonable in the light of the general practice in the public sector. The Board of Directors is conscious of the fact that expenditure on hospitality or entertainment is the responsibility of management and is open to be challenged by the internal and external auditors and that ill-considered actions can damage the reputation of the Foundation Trust in the eyes of the community.

4.4.29 The Board of Directors has adopted a policy on gifts and hospitality, within its Standards of Business Conduct, which will be followed at all times by directors. Directors must not accept gifts or hospitality other than in compliance with this policy.

4.4.30 Whistleblowing

4.4.31 The Board of Directors acknowledges that staff must have a proper and widely publicised procedure for voicing complaints or concerns about maladministration, malpractice, breaches of this Code and other concerns of an ethical nature. The Trust has adopted a whistle-blowing policy (concerns reporting procedure) that is available for staff.

4.4.32 This policy reflects the provisions of the Public Interest Disclosure Act 1998, which gives protection from dismissal, harassment, fear of reprisal or other detrimental treatment to "workers" (this term means Trust employees, agency or bank staff, the staff of one of our contractors, or volunteers) who wish to report information, which they reasonably believe, is in the patient or public interest. This enables staff to express concerns safely, so that issues are raised at an early stage and in the right way. Directors will understand and fulfil their responsibilities in respect of the Trust's Whistleblowing Policy and the Public Interest Disclosure Act 1998.

4.4.33 Personal conduct

4.4.34 Directors are expected to conduct themselves in a manner that reflects positively on the Foundation Trust and not to conduct themselves in a manner that could reasonably be regarded as bringing their office or the Foundation Trust into disrepute.

4.4.35 Specifically directors must:

- Act in the best interests of the Foundation Trust and adhere to its Values, expected Behaviours and this Code of Conduct.
- Respect others and treat them with dignity and fairness.
- Seek to ensure that no one is unlawfully discriminated against and promote equal opportunities and social inclusion.
- Be honest and act with integrity and probity.
- Contribute to the workings of the Board of Directors as a Board of Directors member in order for it to fulfil its role and functions.

- Recognise that the Board of Directors is collectively responsible for the exercise of its powers and the performance of the foundation trust
- Raise concerns and provide appropriate challenge regarding the running of the Trust or a proposed action where appropriate.
- Recognise the differing roles of the Chairman, Vice-Chairman, Senior Independent Director, Chief Executive, Executive Directors and Non-Executive Directors.
- Make every effort to attend statutory meetings.
- Adhere to good practice in respect of the conduct of meetings and respect the views of others.
- Take and consider advice on issues where appropriate.
- Acknowledge the responsibility of the Council of Governors to represent the interests of the Foundation Trust's members and partner organisations in the governance and performance of the Foundation Trust and to hold Non-Executive Directors to account for the performance of the Board of Directors, and to have regard to the views of the Council of Governors.
- Not use their position for personal advantage or seek to gain preferential treatment; nor seek improperly to confer an advantage or disadvantage on any other person.
- Accept responsibility for their performance, learning and development.

4.4.36 Eligibility Criteria

4.4.37 The Trust's Provider Licence requires that the Trust will not appoint as a director any person who is an unfit person, and shall ensure termination is enforced promptly on discovering any director to be an unfit person, except with the approval in writing of Monitor (NHS England).

4.4.38 The Trust's Constitution also sets the approved criteria, which deem a person to be an unfit person to become or continue as a Director of the Foundation Trust, as follows:

- s/he is a member of the Council of Governors, or a Governor of an NHS body or another NHS Foundation Trust;
- s/he is a member of a Local Involvement Network, its successor organisation, Local Healthwatch, or any of its successor organisations;
- s/he is the spouse, partner, parent or child of a member of the Board of Directors of the Trust;
- s/he is a member of a Local Authority's committee which scrutinises health matters.;
- s/he is a Director or member of a Clinical Commissioning Group with whom the Trust contracts;
- s/he been adjudged bankrupt or her estate has been sequestrated and in either case s/he has not been discharged;
- s/he has made a composition or arrangement with, or granted a Trust deed for, her creditors and has not been discharged in respect of it;
- s/he is the subject to a sex offender order;
- s/he has within the preceding five years been convicted in the British Islands of any offence:
 - against a woman or child; or
 - any other offence for which a sentence of imprisonment (whether suspended or not) for a period of three months or more (without the option of a fine) was imposed
- s/he is the subject of a disqualification order made under the Company Directors Disqualification Act 1986;
- in the case of a non-executive Director, s/he is no longer a member of one of the public constituencies or an individual exercising functions for a University providing a medical or dental school to a hospital of the Trust;

- s/he is a person whose tenure of office as a Chair or as a member or Director of a health service body has been terminated on the grounds that her appointment is not in the interests of the health service, for non-attendance at meetings, or for non-disclosure of a pecuniary interest;
- s/he has within the preceding two years been dismissed, otherwise than by reason of redundancy, from any paid employment with a health service body;
- in the case of a non-executive Director s/he has refused without reasonable cause to fulfil any training requirement established by the Board of Directors; or
- s/he has refused to sign and deliver to the Secretary a statement in the form required by the Board of Directors confirming acceptance of the code of conduct for Directors.

4.4.39 In addition, Regulation 5 of the new Health and Social Care Act 2008 (Regulated Activities) Regulations 2014 - Fit and Proper Persons Directors states that Directors should be of good character, have the required skills, experience and knowledge and as such that their health enables them to fulfil the management function.

4.4.40 Furthermore, Directors would be excluded from office if they have been responsible for, been privy to, contributed to or facilitated any serious misconduct or mismanagement (whether lawful or not) in the course of carrying out a regulated activity, or discharging any functions relation to any office or employment with a service provider.

4.4.41 Directors will notify the Trust Secretary immediately if any of the above criteria apply to their personal or professional circumstances.

4.4.42 Removal of a Director under the Fit and Proper Person Test

4.4.43 In addition to the Trust Disciplinary Rules which apply to all staff there is a requirement for Directors to be Fit and Proper Persons and to meet the Care Quality Commission Fit and Proper Person Test (FPPT) on an ongoing basis under Regulation 5 of the Health and Social Care Act 2008 (Regulated Activities) Regulations 2014.

4.4.44 Where a Director fails to meet the FPPT then consideration will be given to removing that person from their role of Director.

4.4.45 Directors should be of good character, have the required skills, experience and knowledge and as such that their health enables them to fulfil the management function. To pass the FPPT none of the criteria of unfitness should apply, which include bankruptcy, sequestration and insolvency, appearing on a barred list and being prohibited from holding Directorships under other laws. Directors should not have been involved or complicit in any serious misconduct, mismanagement or failure of care in carrying on a regulated activity.

4.4.46 An individual can be appointed as a Director with the expectation that they develop specific competence to undertake the role within specified timescales. Failure to do so may result in the FPPT not being met.

4.4.47 Where information is discovered that suggests an individual is not of good character after appointment to a role (e.g. through annual checks or through information provided to, or discovered by, the Trust) then appropriate and timely action will be taken to investigate and rectify the matter. Immediate action will be taken to protect people receiving services from risk or potential risk.

4.4.48 In such cases the Chair or Deputy Chairman may suspend a Non-Executive Director or the Chief Executive where this is deemed appropriate. The Chief Executive may suspend an

Executive Director and he/she, will notify the Chair of the reasons for this decision and the Chair shall forthwith call a meeting of the Board Nominations and Remuneration Committee to consider what actions should be taken. All concerns will be investigated quickly and due diligence in all such investigations demonstrated.

- 4.4.49 For concerns regarding a Non-Executive Director the Council of Governors Nominations and Remuneration Committee, supported by the Chief People Officer or other nominated person, will investigate the concerns and make a recommendation to the Chair and to the Council of Governors on the continued fitness of the Director where concerns are substantiated. Where the Director is deemed not to be a fit and proper person then action, as is proportionate, up to and including the termination of their engagement with immediate effect will be considered.
- 4.4.50 For concerns regarding an Executive Director or other Director level appointment, then an investigating officer will be appointed by the Chief Executive or Chief People Officer. The Investigating Officer may be an employee or Director of the Trust or may be a person or organisation engaged to undertake this role. They will investigate and present a case to a Director or Chief Executive of the Trust who will determine an outcome to be recommended in the first instance to the Board Nominations and Remuneration Committee and thereafter to the Board of Directors. Proportionate action up to summary dismissal will be taken as appropriate.
- 4.4.51 Where concerns are substantiated but an individual is retained as a Director, the rationale for this will be recorded and made available to those that need to be aware of this.
- 4.4.52 Where an individual appointment is terminated because they no longer meet the FPPT then this will be reported to the Regulator and to any appropriate professional body.
- 4.4.53 Compliance
- 4.4.54 All Directors will be required to:
- 4.4.55 prior to appointment, and annually thereafter, give an undertaking to abide by the provisions of this Code of Conduct by signing the declaration below.

4.5 Code of Conduct for the Council of Governors

- 4.5.1 This Code seeks to outline appropriate conduct for the Council of Governors and addresses both the requirements of office and the personal behaviour of individual Governors. Ideally any sanctions for non-compliance would never need to be applied, however a Code is considered an essential guide for Foundation Trust (FT) Governors. The Code is intended to operate in conjunction with the Code of Governance, the constitution, with standing orders and 'Your Statutory Duties, A reference guide for Foundation Trust Governors', Monitor August 2013.
- 4.5.2 As a member of the Council of Governors sometimes dealing with difficult and confidential issues, Governors are required to act with discretion and care in the performance of their role. They will be required to maintain confidentiality with regard to information gained via their involvement with the Trust.
- 4.5.3 Qualifications for Office
- 4.5.4 Governors must continue to comply with the qualifications required to hold office throughout their period of tenure. The Trust Secretary should be advised of any changes in

circumstances which disqualify the Governor from continuing in office. An example of this would be if a public Governor joined the Trust as an employee, at which point they would no longer be able to hold office as a public Governor.

4.5.5 All Governors will be expected to understand, agree and promote the Trust's Equal Opportunities policy in every area of their work.

4.5.6 One of the key objectives of the governing body is to promote social inclusion through its activities and as such the development and delivery of initiatives should not prejudice any part of the community on the grounds of age, race, disability, marital status, sexual orientation or religious belief.

4.5.7 Role of Governors and the Council of Governors

- To hold the Non-Executive Directors (NEDs) individually and collectively to account for the performance of the Board of Directors
- To represent the interests of the members of the Foundation Trust as a whole and the interests of the public, bringing a fair and open-minded view on all issues
- To appoint and, if appropriate, remove the Chair
- To appoint and, if appropriate, remove the other Non-Executive Directors
- To decide the remuneration and allowances and other terms and conditions of office of the Chair and the other Non-Executive Directors
- To approve the appointment of the Chief Executive
- To appoint and, if appropriate, remove the NHS Foundation Trust's auditor
- To receive the NHS Foundation Trust's annual accounts, any report of the auditor on them, and the annual report.
- Put forward views on the Foundation Trust's forward plan and communicate the Trust's plans to members
- To adhere to the seven principles of public life, as defined by the Nolan Committee (further information at www.public-standards.org.uk). The seven principles are:
 - Selflessness
 - Integrity
 - Objectivity
 - Accountability
 - Openness
 - Honesty
 - Leadership
- To actively support and promote the principles of the Foundation Trust and contribute to its success
- To adhere to the Trust's policies and procedures and support its objectives
- To lead the Trust's membership strategy, including membership recruitment
- To engage and consult with the membership of the Trust
- To encourage members to become future Governors
- To recognise that their role is a collective one whereby Governors exercise collective decision making in the meeting room which is recorded in the minutes. Outside the meeting room a Governor has no more rights and privileges than any other member.
- To undertake an advisory role to the Board of Directors.

4.5.8 In addition, individual Governors are required:

- To attend Council of Governor meetings
- To contribute to the workings of the Council, ensuring that it fulfils its role and functions.

- 4.5.9 It should be noted that the functions allotted to the Council of Governors are not of a managerial nature.
- 4.5.10 Confidentiality
- 4.5.11 In the course of their duties Governors may receive information which is confidential. All Governors are required to respect the sensitivity of the information they are made privy to as a result of their position and to adhere to the Trust's policy in this regard. Information made available to Governors in confidence must remain confidential. Failure to maintain confidentiality may result in removal from the Council of Governors.
- 4.5.12 Conflicts of Interest
- 4.5.13 Governors should act with the utmost integrity and objectivity and in the best interests of the Trust in performing their duties. They should not use their position for personal advantage or seek to gain preferential treatment. They should declare any conflicts of interest which may arise at the earliest opportunity. If such a declaration proves to be, or becomes, inaccurate or incomplete, a further declaration must be made. It is then for the Chair to advise whether it is necessary for the governor to refrain from participating in discussion of the item or withdraw from the meeting. If in any doubt they should seek advice from the Trust Secretary. It is important that conflicts of interest are addressed and are seen to be actioned in the interests of the Trust and all individuals concerned.
- 4.5.14 Register of Interests
- 4.5.15 There is a Register of Interests which records any pecuniary and non-pecuniary interests declared by Governors that might create a conflict of interest. It also records 'nil' returns. It is the responsibility of each governor to update their register entry if their interests change following initial completion at induction and on an annual basis. A pro forma is available from the Trust Secretary. Failure to declare interests may result in removal from the Council of Governors.
- 4.5.16 Council of Governor meetings
- 4.5.17 Governors have a responsibility to attend meetings of the Council of Governors. When this is not possible they should submit an apology to the Trust Secretary in advance of the meeting.
- 4.5.18 Absence from the Council of Governor meetings without good reason established to the satisfaction of the Council of Governors is grounds for disqualification. Absence from three consecutive meetings will result in the member being deemed to have resigned their position unless the grounds for absence are deemed to be satisfactory by the Council of Governors.
- 4.5.19 Governors are expected to attend for the duration of each meeting.
- 4.5.20 Personal Conduct
- 4.5.21 Governors are required to adhere to the highest standards of conduct in the performance of their duties. In respect of their interaction with others they are required to:
- Adhere to good practice in respect of the conduct of the meetings and respect the views of their fellow members, both elected and appointed
 - Be mindful of conduct which could be deemed to be unfair or discriminatory

- Treat the Trust's employees and fellow members with respect and in accordance with the Trust's policies
- Recognise that the Council of Governors and the Board of Directors and its management team have a common purpose, i.e. the success of the Trust, and to work together as a team to this end

4.5.22 Governors should conduct themselves in such a manner as to reflect positively on the Trust and in accordance with the seven principles of public life (see above). When attending external meetings or any other events at which they are present, it is important for Governors to be ambassadors for the Trust.

4.5.23 Fit and Proper Person

4.5.24 In order to comply with the Trust's Provider Licence, Governors are asked to confirm the following:

4.5.25 I have not been adjudged bankrupt or my estate has not been sequestrated and (in either case) has not been discharged

4.5.26 I have not made a composition or arrangement with, or granted a trust deed for, my creditors and have not been discharged in respect of it

4.5.27 I have not within the preceding five years been convicted in the British Islands of any offence and a sentence of imprisonment (whether suspended or not) for a period of not less than three months (without the option of a fine) was imposed on me

4.5.28 I am not subject to an unexpired disqualification order made under the Company Directors' Disqualification Act 1986

4.5.29 Accountability

4.5.30 Governors are accountable to the membership and should demonstrate this by attending members' meetings and other key events which provide opportunities to interface with their electorate in order to best understand their views.

4.5.31 Training and Development

4.5.32 Training and development are essential for the Council of Governors in respect of the effective performance of their role and Governors will be expected to both contribute to the formulation of a training programme for the Council and to actively participate in training events which are arranged for them. Governors may be removed from the Council of Governors if they have refused without reasonable cause to undertake any training which the Council of Governors requires all Governors to undertake.

4.5.33 Visits to Trust premises

4.5.34 Where the Governors wish to visit the premises of the Trust in a formal capacity as opposed to individuals in a personal capacity, the Council of Governors should liaise with the Trust Secretary to make the necessary arrangements. When attending Trust premises in the formal capacity of Governor, Governors must wear their identity badge which clearly indicates that they are a Governor of Liverpool Women's NHS Foundation Trust.

4.5.35 Non-compliance with the Code of Conduct

4.5.36 Non-compliance with this Code may result in action being taken as follows:

- Where misconduct takes place, the Chair shall be authorised to take such action as may be immediately required, including the exclusion of the person concerned from a meeting.
- Where such misconduct is alleged, it shall be open to the Council of Governors to decide by simple majority of those in attendance, to lay a formal charge of misconduct
- The individual will be notified in writing of the charge/s, detailing the specific behaviour which is considered to be detrimental to the Trust and inviting their response for consideration by the Council of Governors within a defined timescale
- The Governor will be invited to address the Council in person if the matter cannot be resolved satisfactorily through correspondence
- The Council of Governors will decide by simple majority of those present and voting whether to uphold the charge of conduct detrimental to the Trust
- The Council of Governors may impose such sanctions as shall be deemed appropriate, ranging from the issuing of a written warning as to the member's future conduct, to the removal of the individual from office.

4.5.37 In order to aid participation by all parties it is imperative that all Governors observe the points of view of others and conduct likely to give offence will not be permitted. The Chair will reserve the right to ask any member of the Council who, in his or her opinion, fails to observe the Code to leave the meeting.

4.5.38 This Code of Conduct does not limit or invalidate the right of the Council of Governors or the Trust to act under the Constitution.

4.5.39 All Governors will be required to prior to appointment, and upon reappointment, give an undertaking to abide by the provisions of this Code of Conduct by signing the declaration below.

4.5.40 Acceptance and Declaration

I, _____ (print name) confirm that I have received, read and understood the Code of Conduct of Liverpool Women's NHS Foundation Trust.

I confirm that I agree to abide by the Code of Conduct of Liverpool Women's NHS Foundation Trust and understand that failure to do so may result in removal from the Council of Governors.

Position: _____

Signature: _____

Date: _____

4.6 Code of Conduct for NHS Managers

4.6.1 Introduction

4.6.2 The Code of Conduct for NHS Managers sets out the standards of conduct expected of NHS Managers. It serves two purposes:

- to guide NHS managers and employing health bodies in the work they do and the decisions and choices they have to make
- to reassure the public that these important decisions are being made against a background of professional standards and accountability.

4.6.3 The Code

4.6.4 As an NHS manager, I will observe the following principles:

- make the care and safety of patients my first concern and act to protect them from risk;
- respect the public, patients, relatives, carers, NHS staff and partners in other agencies;
- be honest and act with integrity;
- accept responsibility for my own work and the proper performance of the people I manage;
- show my commitment to working as a team member by working with all my colleagues in the NHS and the wider community;
- take responsibility for my own learning and development.

4.6.5 This means in particular that I will:

- respect patient confidentiality;
- use the resources available to me in an effective, efficient and timely manner having proper regard to the best interests of the public and patients;
- be guided by the interests of the patients while ensuring a safe working environment;
- act to protect patients from risk by putting into practice appropriate support and disciplinary procedures for staff; and
- seek to ensure that anyone with a genuine concern is treated reasonably and fairly.

4.6.6 I will respect and treat with dignity and fairness, the public, patients, relatives, carers, NHS staff and partners in other agencies. In my capacity as a senior manager within the NHS I will seek to ensure that no one is unlawfully discriminated against because of their religion, belief, race, colour, gender, marital status, disability, sexual orientation, age, social and economic status or national origin. I will also seek to ensure that:

- the public are properly informed and are able to influence services;
- patients are involved in and informed about their own care, their experience is valued, and they are involved in decisions;
- relatives and carers are, with the informed consent of patients, involved in the care of patients;
- partners in other agencies are invited to make their contribution to improving health and health services; and
- NHS staff are:
 - valued as colleagues;
 - properly informed about the management of the NHS;
 - given appropriate opportunities to take part in decision making.
 - given all reasonable protection from harassment and bullying;

- provided with a safe working environment;
 - helped to maintain and improve their knowledge and skills and achieve their potential; and
 - helped to achieve a reasonable balance between their working and personal lives.
- 4.6.7 I will be honest and will act with integrity and probity at all times. I will not make, permit or knowingly allow to be made, any untrue or misleading statement relating to my own duties or the functions of my employer.
- 4.6.8 I will seek to ensure that:
- the best interests of the public and patients/clients are upheld in decision-making and that decisions are not improperly influenced by gifts or inducements;
 - NHS resources are protected from fraud, bribery and corruption and that any incident of this kind is reported to the NHS Protect;
 - judgements about colleagues (including appraisals and references) are consistent, fair and unbiased and are properly founded; and
 - open and learning organisations are created in which concerns about people breaking the Code can be raised without fear.
- 4.6.9 I will accept responsibility for my own work and the proper performance of the people I manage. I will seek to ensure that those I manage accept that they are responsible for their actions to:
- the public and their representatives by providing a reasonable and reasoned explanation of the use of resources and performance;
 - patients, relatives and carers by answering questions and complaints in an open, honest and well researched way and in a manner which provides a full explanation of what has happened, and of what will be done to deal with any poor performance and, where appropriate giving an apology; and
 - NHS staff and partners in other agencies by explaining and justifying decisions on the use of resources and give due and proper consideration to suggestions for improving performance, the use of resources and service delivery.
- 4.6.10 I will support and assist the Accountable Officer of my organisation in his or her responsibility to answer to Parliament, Ministers, the Department of Health and the Independent Regulator of Foundation Trusts in terms of fully and faithfully declaring and explaining the use of resources and the performance of the local NHS in putting national policy into practice and delivering targets.
- 4.6.11 For the avoidance of doubt, nothing in this Code requires or authorises an NHS manager to whom this Code applies to:
- make, commit or knowingly allow to be made any unlawful disclosure;
 - make, permit or knowingly allow to be made any disclosure in breach of his or her duties and obligations to his or her employer, save as permitted by law.
- 4.6.12 If there is any conflict between the above duties and obligations and this Code, the former shall prevail.
- 4.6.13 I will show my commitment to working as a team by working to create an environment in which:
- teams of frontline staff are able to work together in the best interests of patients;
 - leadership is encouraged and developed at all levels and in all staff groups; and

the NHS plays its full part in community development.

4.6.14 I will take responsibility for my own learning and development. I will seek to:

- take full advantage of the opportunities provided;
- keep up to date with best practice; and
- share my learning and development with others.

4.6.15 I will also uphold the seven principles of public life as outlined by the Nolan Committee:

- Selflessness – holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family or their friends
- Integrity – holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties
- Objectivity – in carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit
- Accountability – holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office
- Openness – holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands
- Honesty – holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest
- Leadership – holders of public office should promote and support these principles by leadership and example

4.6.16 Implementing the Code

4.6.17 The Code should be seen in a wider context that NHS managers must follow the 'Nolan Principles on Conduct in Public Life' (see paragraph 8.2.11 above), the 'Corporate Governance Codes of Conduct and Accountability', the 'Standards of Business Conduct', the 'Code of Practice on Openness in the NHS' and standards of good employment practice.

4.6.18 In addition many NHS managers come from professional backgrounds and must follow the code of conduct of their own professions as well as this Code.

4.6.19 In order to maintain consistent standards, the Trust will consider suitable measures to ensure that managers who are not their employees but who:

- manage their staff or services; or
- manage units which are primarily providing services to their patients also observe the Code.

4.6.20 It is important to respect both the rights and responsibilities of managers. To help managers to carry out the requirements of the Code, the Trust will provide reasonable learning and development opportunities and seek to establish and maintain an organisational culture that values the role of managers. NHS managers have the right to be:

- treated with respect and not be unlawfully discriminated against for any reason;
- given clear, achievable targets;
- judged consistently and fairly through appraisal;

- given reasonable assistance to maintain and improve their knowledge and skills and achieve their potential through learning and development; and
- reasonably protected from harassment and bullying and helped to achieve a reasonable balance between their working and personal lives.

4.6.21 Breaching the Code

4.6.22 Alleged breaches of the Code of Conduct will be promptly considered and fairly and reasonably investigated. Individuals must be held to account for their own performance, responsibilities and conduct where employers form a reasonable and genuinely held judgement that the allegations have foundation. Investigators should consider whether there are wider system failures and organisational issues that have contributed to the problems. In order to learn from and prevent future breaches of the Code, it is necessary to look at the wider causes of alleged breaches.

4.6.23 Local employers should decide whether to investigate alleged breaches informally or under the terms of local disciplinary procedures. It is essential however that both forms of investigation should be, and be seen to be, reasonable, fair and impartial. If Chief Executives or Directors are to be investigated, the employing authority should use individuals who are employed elsewhere to conduct the investigation. The NHS Confederation, the Institute of Healthcare Management and the Healthcare Financial Management Association are among the organisations who maintain lists of people who are willing to undertake such a role.

4.6.24 Application of the Code

4.6.25 The Code codifies and articulates certain important contractual obligations that apply to everyone holding management positions. These include Chief Executives and Directors who as part of their duties are personally accountable for achieving high quality patient care.

4.6.26 The Trust will:

- incorporate the Code into the employment contracts of Chief Executives and Directors and include the Code in the employment contracts of new appointments to that group
- identify any other senior managerial posts, i.e. with levels of responsibility and accountability similar to those of Director-level posts, to which they consider the Code should apply
- include the Code in new employment contracts as appropriate
- incorporate the Code into the employment contracts of existing postholders as appropriate.
- investigate alleged breaches of the Code by those to whom the Code applies promptly and reasonably as at paragraphs four to five
- provide a supportive environment to managers.

4.6.27 See also Standards of Business Conduct for NHS Staff, included in this manual

4.7 **Standards of Business Conduct for NHS Staff**

4.7.1 Introduction

4.7.2 These guidelines are based on recommendations by the NHS Management Executive to assist NHS employers and staff in maintaining strict ethical standards in the conduct of NHS business. They cover:

- the standards of conduct expected of all NHS staff where their private interests may conflict with their public duties; and
- the steps which NHS employers should take to safeguard themselves and the NHS against conflict of interest
- Action checklist for NHS Managers - Part C (omitted from this extract)
- Short guide for staff - Part D
- Ethical Code of the Chartered Institute of Purchasing and Supply (CIPS) (reproduced courtesy of IPS) - Part E.

4.7.3 The guidance is in four parts:

Part A - brief summary of the main provisions of the Bribery Act 2010

Part B - general policy guidelines

Part C – Short guide for staff

Part D - Ethical Code of the Chartered Institute of Purchasing and Supply (CIPS).

4.7.4 Part A

4.7.5 Bribery Act 2010

4.7.6 Bribery is generally defined as an inducement or reward offered, promised or provided to someone to perform their functions or activities improperly in order to gain a personal, commercial, regulatory and/or contractual advantage, on behalf of oneself or another.

4.7.7 The Act repeals the UK's existing anti-corruption legislation – the Public Bodies Corrupt Practices Act 1889, the Prevention of Corruption Acts of 1906 and 1916 and the common law offence of bribery – and provides an updated and extended framework of offences to cover bribery both in the UK and abroad.

4.7.8 Zero Tolerance

4.7.9 Bribery is a criminal offence. Liverpool Women's NHS Foundation Trust does not, and will not, pay bribes or offer improper inducements to anyone for any purpose; nor do we or will we, accept bribes or improper inducements. This approach applies to everyone who works for us, or with us. To use a third party as a conduit to channel bribes to others is a criminal offence. We do not, and will not, engage indirectly in, or otherwise encourage, bribery.

4.7.10 Proactively combatting bribery has clear benefits for this Trust and the wider NHS. It helps prevent:

- adverse damage to or criticism of the organisation's reputation and funding
- the potential diversion and/or loss of resources from NHS care;
- unforeseen and unbudgeted costs of investigations and/or defence of any legal action; and,
- a negative impact on patient/stakeholder perceptions.

4.7.11 Part B

4.7.12 General policy guidelines

4.7.13 Responsibility of the Trust

4.7.14 The Trust is responsible for ensuring that these guidelines are brought to the attention of all employees; also that machinery is put in place for ensuring that they are effectively implemented.

4.7.15 Responsibility of NHS staff

4.7.16 It is the responsibility of staff to ensure that they are not placed in a position which risks, or appears to risk, conflict between their private interests and their NHS duties. This primary responsibility applies to all NHS staff, i.e. those who commit NHS resources directly (e.g. by the ordering of goods) or those who do so indirectly (e.g. by the prescribing of medicines). A further example would be staff who may have an interest in a private nursing home and who are involved with the discharge of patients to residential facilities.

4.7.17 Guiding principle in conduct of public business

4.7.18 It is a long established principle that public sector bodies, which include the NHS, must be impartial and honest in the conduct of their business, and that their employees should remain beyond suspicion. It is also an offence under the Bribery Act 2010 for an inducement or reward offered, promised or provided to someone to perform their functions or activities improperly in order to gain a personal, commercial, regulatory and/or contractual advantage, on behalf of oneself or another (see Part A).

4.7.19 A breach of the provisions of the Act renders employees liable to prosecution and may also lead to loss of their employment and superannuation rights in the NHS.

4.7.20 NHS staff are expected to:

- ensure that the interest of patients remains paramount at all times;
- be impartial and honest in the conduct of their official business;
- use the public funds entrusted to them to the best advantage of the service, always ensuring value for money.

4.7.21 It is also the responsibility of staff to ensure that they do not:

- abuse their official position for personal gain or to benefit their family or friends;
- seek to advantage or further private business or other interests, in the course of their official duties.

4.7.22 Implementing the guiding principles

4.7.23 Casual gifts

4.7.24 Casual gifts offered by contractors or others, e.g. at Christmas time should be politely but firmly declined.

4.7.25 Any gifts received from or offer of gifts by a contractor or potential contractor must be reported immediately to the Chief Executive. In the context of these instructions contractor means any supplier of goods and/or services to the Trust. Exception may be made only for items of a trivial nature, otherwise staff should decline all offers of gifts.

4.7.26 Articles of low intrinsic value such as diaries or calendars, or small tokens of gratitude from patients or their relatives, need not necessarily be refused. In cases of doubt staff should either consult their line manager or politely decline acceptance.

4.7.27 Hospitality

- 4.7.28 Modest hospitality provided it is normal and reasonable in the circumstances, e.g. lunches in the course of working visits, may be acceptable, though it should be similar to the scale of hospitality which the NHS as an employer would be likely to offer.
- 4.7.29 Visits to contractors or potential contractors or to another site to inspect their installations must be made at the Trust's expense and not the contractor's. Exception to this rule may be granted by the Chief Executive where reasonable. Otherwise only minimal hospitality should be accepted from a contractor or potential contractor and an immediate explanation must be given to the Chief Executive if a breach of the rules occurs. As with gifts, unless of a minor nature hospitality and entertainment should be declined.
- 4.7.30 Staff should decline all other offers of gifts, hospitality or entertainment. If in doubt they should seek advice from their line manager.
- 4.7.31 Any item/s of gifts and hospitality accepted, which are over the value of £25.00, should be entered into the gifts and hospitality register held in the Chief Executive's office.
- 4.7.32 Declaration of interests
- 4.7.33 For conflict of interests please refer to the Trust policy 'Managing Conflicts of interest' which sets out the requirement for staff to disclose any conflict or perceived conflict with the Trust's activities.
- 4.7.34 All NHS staff should therefore declare such interests to their employer, either on starting employment or on acquisition of the interest, in order that it may be known to and in no way promoted to the detriment of either the employing authority or the patients whom it serves.
- 4.7.35 One particular area of potential conflict of interest, which may directly affect patients, is when NHS staff hold a self-beneficial interest in private care homes or hostels. While it is for staff to declare such interests to their employing authority, the employing authority has a responsibility to introduce whatever measures it considers necessary to ensure that its interests and those of patients are adequately safeguarded. This may for example take the form of a contractual obligation on staff to declare any such interests. Advice on professional conduct issued by the General Medical Council recommends that when a doctor refers a patient to a private care home or hostel in which he or she has an interest, the patient must be informed of that interest before referral is made.
- 4.7.36 In determining what needs to be declared, employers and employees will wish to be guided by the policy referred to above and to the following documents that can be found on NHS England's website at <https://www.england.nhs.uk/ourwork/coi/>.
- 4.7.37 The Trust will:
- ensure that staff are aware of their responsibility to declare relevant interests
 - keep a register of all such interests and make them available for inspection by the public
 - develop a local policy, in consultation with staff and local staff interests, for implementing this guidance. This may include the disciplinary action to be taken if an employee fails to declare a relevant interest or is found to have abused his or her official position, or knowledge, for the purpose of self-benefit, or that of family or friends.
- 4.7.38 Preferential treatment in private transactions
- 4.7.39 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 their NHS employer. (This does not apply to concessionary agreements negotiated with companies by NHS management, or by recognised staff interest, on behalf of all staff - for example, NHS staff benefits schemes.)

4.7.40 Contracts

4.7.41 All staff who are in contact with suppliers and contractors (including external consultants), and in particular those who are authorised to sign purchase orders, or place contracts for goods, materials or services, are expected to adhere to professional standards of the kind set out in the Ethical Code of the CIPS, reproduced at Part D.

4.7.42 Favouritism in awarding contracts

4.7.43 Fair and open competition between prospective contractors or suppliers for NHS contracts is a requirement of NHS Standing Orders and of EC Directives on Public Purchasing for Works and Supplies. This means that:

- no private, public or voluntary organisation or company which may bid for NHS business should be given any advantage over its competitors, such as advance notice of NHS requirements. This applies to all potential contractors, whether or not there is a relationship between them and the NHS employer, such as a long-running series of previous contracts
- each new contract should be awarded solely on merit, taking into account the requirements of the NHS and the ability of the contractors to fulfil them.

4.7.44 The Trust will ensure that no special favour is shown to current or former employees or their close relatives or associates in awarding contracts to private or other businesses run by them or employing them in a senior or relevant managerial capacity. Contracts may be awarded to such businesses where they are won in fair competition against other tenders, but scrupulous care must be taken to ensure that the selection process is conducted impartially, and that staff who are known to have a relevant interest play no part in the selection.

4.7.45 Warnings to potential contractors - Trust bribery statement

4.7.46 NHS employers will wish to ensure that all invitations to potential contractors to tender for NHS business include a notice warning tenderers of the consequences of engaging in any corrupt practices involving employees of public bodies.

4.7.47 Liverpool Women's NHS Foundation Trust does not, and will not, pay bribes or offer improper inducements to anyone for any purpose; nor do we or will we, accept bribes or improper inducements. This approach applies to everyone who works for us, or with us. To use a third party as a conduit to channel bribes to others is a criminal offence. We do not, and will not, engage indirectly in, or otherwise encourage, bribery.

4.7.48 Outside employment

4.7.49 NHS employees are advised not to engage in outside employment which may conflict with their NHS work, or be detrimental to it. They are advised to tell the Trust if they think they may be risking a conflict of interest in this area: the Trust will be responsible for judging whether the interests of patients could be harmed, in line with the principles in 'Implementing the guiding principles' above.

4.7.50 Second employments must also be considered carefully. These activities should neither take precedence over an officer's main employment with the Trust nor should engagement in these activities in any way affect an officer's efficient discharge of duties under his or her main employment. Where an officer has reason to believe that this or her second employer

has any business dealings whatsoever with the Trust the fact must be reported to the Chief Executive.

- 4.7.51 For full time staff, the main employment of officers necessarily takes precedence over any other paid or voluntary activities undertaken. Employees should not engage in any second or spare time job which affects in any way their performance or discharge of their duties with this Trust.
- 4.7.52 Second or spare time jobs are permissible without the need for registration or authorisation where the activity is not with a supplier or contractor to the Trust or not with any other NHS organisation.
- 4.7.53 Extra jobs, whether regular or occasional, should not be with a supplier to the Trust unless specifically approved by the Chief Executive who will keep a register detailing the personnel, the activity, the employer, and any other such details as deemed desirable.
- 4.7.54 Details of such situations must be submitted as and when these arise and confirmed on an annual basis.
- 4.7.55 Particular care must be taken to disclose any employment, even if only on a temporary or supply basis, with another NHS or private health care body.
- 4.7.56 Private practice
- 4.7.57 Consultants (and associate specialists) employed under the Consultant Contract are permitted to carry out private practice in NHS hospitals subject to the conditions outlined in the handbook and in accordance with the Code of Conduct for Private Practice
- 4.7.58 Other grades may undertake private practice or work for outside agencies, providing they do not do so within the time they are contracted to the NHS, and they observe the conditions in the paragraph above. All hospital doctors are entitled to fees for other work outside their NHS contractual duties (paragraph 41 of the TCS of Hospital Medical and Dental staff) e.g. examinations and reports for life insurance purposes. Hospital doctors and dentists in training should not undertake locum work outside their contracts where such work would be in breach of their contracted hours. Career grade medical and dental staff employed by NHS Trusts may agree terms and conditions different from the National Terms and Conditions of Service.
- 4.7.59 Rewards for Initiative
- 4.7.60 The Trust will identify potential intellectual property rights (IPR), as and when they arise, so that they can protect and exploit them properly, and thereby ensure that it receives any rewards or benefits (such as royalties) in respect of work commissioned from third parties, or work carried out by their employees in the course of their NHS duties. Most IPR are protected by statute e.g. patents are protected under the Patents Act 1977 and copyright (which includes software programmes) under the Copyright Designs and Patents Act 1988. To achieve this, the Trust will build appropriate specifications and provisions into the contractual arrangements which they enter into before the work is commissioned, or begins. They should always seek legal advice if in any doubt in specific cases.
- 4.7.61 With regard to patents and inventions, in certain defined circumstances the Patents Act gives employees a right to obtain some reward for their efforts, and employers should see that this is effected. Other rewards may be given voluntarily to employees who within the course of their employment have produced innovative work of outstanding benefit to the NHS. Similar

rewards should be voluntarily applied to other activities such as giving lectures and publishing books and articles.

- 4.7.62 In the case of collaborative research and evaluative exercises with manufacturers, NHS employers should see that they obtain a fair reward for the input they provide. If such an exercise involves additional work for an NHS employee outside that paid for by the NHS employer under his or her contract of employment, arrangements should be made for some share of any rewards or benefits to be passed on to the employee(s) concerned from the collaborating parties. Care should however be taken that involvement in this type of arrangement with a manufacturer does not influence the purchase of other supplies from that manufacturer.
- 4.7.63 Commercial sponsorship for attendance at courses and conferences
- 4.7.64 Acceptance by staff of commercial sponsorship for attendance at relevant conferences and courses is acceptable, but only where the employee seeks permission in advance and the employer is satisfied that acceptance will not compromise purchasing decisions in any way.
- 4.7.65 On occasions when NHS employers consider it necessary for staff advising on the purchase of equipment to inspect such equipment in operation in other parts of the country (or exceptionally, overseas), employing authorities will themselves want to consider meeting the cost, so as to avoid putting in jeopardy the integrity of subsequent purchasing decisions.
- 4.7.66 Commercial sponsorship of posts - "linked deals"
- 4.7.67 Pharmaceutical companies, for example, may offer to sponsor, wholly or partially, a post for the Trust. The Trust will not enter into such arrangements, unless it has been made abundantly clear to the company concerned that the sponsorship will have no effect on purchasing decisions by the Trust. Where such sponsorship is accepted, monitoring arrangements will be established to ensure that purchasing decisions are not, in fact, being influenced by the sponsorship agreement.
- 4.7.68 Under no circumstances should employers agree to "linked deals" whereby sponsorship is linked to the purchase of particular products, or to supply from particular sources.
- 4.7.69 "Commercial in-confidence"
- 4.7.70 Staff should be particularly careful of using, or making 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 (see the paragraphs above and Part D).
- 4.7.71 However, NHS employers should be careful about adopting a too restrictive view on this matter. It should certainly not be a cause of excessive secrecy on matters which are not strictly commercial per se. For example, 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 the free exchange of data for medical audit purposes, for example, subject to the normal rules governing patient confidentiality and data protection. In all circumstances the overriding consideration must be the best interests of patients.
- 4.7.72 Disciplinary action

4.7.73 Failure to follow the principles and the guidance in this Code may result in disciplinary action and possibly prosecution under the Bribery Act 2010.

4.7.74 Officers should take action to report as soon as possible any instance where they feel the guidelines have been broken, accidentally or otherwise, by themselves or others. It should be emphasised that the crime occurs when any money, gift or consideration has been offered, requested or received and the recipient then shows favour or partiality to the donor. The recipient should be prepared to, and be able to demonstrate that any gift or hospitality was not received corruptly. Money should never be accepted. Prompt disclosure and registration are important acts to refute the charge of corruption.

4.7.75 Part C

4.7.76 Short guide for staff

4.7.77 Do:

- make sure you understand the guidelines on standards of business conduct, and consult your line managers if you are not sure make sure you are not in a position where your private interests and NHS duties may conflict (3)
- declare to your employer any relevant interests. If in doubt, ask yourself: am I, or might I be, in a position where I (or my family/friends) could gain from the connection between my private interests and my employment? Do I have access to information which could influence purchasing decisions? Could my outside interest be in any way detrimental to the NHS or to patients' interests? Do I have any other reasons to think I may be risking a conflict of interest? If still unsure - declare it!
- adhere to the ethical code of the Chartered Institute of Purchasing and Supply if you are involved in any way with the acquisition of goods and services
- seek your employer's permission before taking on outside work, if there is any question of it adversely affecting your NHS duties (special guidance applies to doctors)
- obtain your employer's permission before accepting any commercial sponsorship.

4.7.78 Do not:

- accept any gifts, inducements or inappropriate hospitality
- abuse your past or present official position to obtain preferential rates for private deals
- unfairly advantage one competitor over another or show favouritism in awarding contracts
- misuse or make available official "commercial in confidence" information.

4.7.79 If in doubt seek advice from the Trust Secretary on 0151 702 4033 or if you wish to report any concerns in relation to fraud or corruption contact the Trust's LCFS on 07800 617 012, the Fraud and Corruption Reporting Line 0800 028 4060 or www.reportnhsfraud.nhs.uk.

4.7.80 Part D

4.7.81 Chartered Institute of Purchasing and Supply - Ethical Code (Reproduced by kind permission of CIPS)

4.7.82 Introduction

4.7.83 The code set out below was approved by the CIPS Council on 11 March 2009 and is binding on CIPS members.

- maintain the highest standard of integrity in all my business relationships
- reject any business practice which might reasonably be deemed improper
- never use my authority or position for my own personal gain
- enhance the proficiency and stature of the profession by acquiring and applying knowledge in the most appropriate way
- foster the highest standards of professional competence amongst those for whom I am responsible
- optimise the use of resources which I have influence over for the benefit of my organisation
- comply with both the letter and the intent of:
 - the law of countries in which I practise
 - agreed contractual obligations
 - CIPS guidance on professional practice
- declare any personal interest that might affect, or be seen by others to affect, my impartiality or decision making
- ensure that the information I give in the course of my work is accurate
- respect the confidentiality of information I receive and never use it for personal gain
- strive for genuine, fair and transparent competition
- not accept inducements or gifts, other than items of small value such as business diaries or calendars
- always declare the offer or acceptance of hospitality and never allow hospitality to influence a business decision
- remain impartial in all business dealing and not be influenced by those with vested interests.

5 How we Conduct Trust Business

5.1 Introduction

5.1.1 It is important to ensure that Trust meetings are:

- effective (carry out actions)
- timely
- attended by the right people; and recorded.

5.1.2 Paperwork that supports meetings, whether it's an action log, reports, action notes or full minutes are often requested for review by external bodies such as the CQC, and the external auditors.

5.1.3 A suite of supporting templates has been produced to provide help and support for all meetings that take place in our meeting structure (within the Assurance and Performance Management Framework).

5.1.4 It covers the 'architecture' or framework for meetings; the agreed standards of practice and provides the templates to be used.

5.1.5 Also covered are the behaviours expected of members in meetings. This outlines how members and those attending should always act in accordance with the Trust's values and seek to create a safe space to challenge and feel comfortable to be challenged with the aim of achieving the right outcome for our service users and patients.

- 5.1.6 Whilst this framework has been written for all meetings in the formal meeting structure, staff involved in local meetings (for example team meetings) should apply the good practice set out in the framework and use those templates that are applicable to ensure risks, decisions and actions are appropriately evidenced, recorded and progressed.

5.2 Roles and Responsibilities

5.2.1 *The Role of the Chair*

- 5.2.2 The role and contribution of the chair is pivotal in ensuring that boards/committees/groups/task and finish groups are effective in their operation. Key points are summarised as follows:

- To agree the committee/group cycle of business with the executive / senior lead and the administrative secretary in advance of the forthcoming financial year ensuring this aligns with the terms of reference.
- The chair will review and confirm the agenda with the executive / senior lead and the administrative secretary in advance of the meeting to ensure all items are relevant to the duties of the committee and aligned against the cycle of business.
- The chair will sign off the minutes within the agreed timeframe to enable draft minutes to be circulated to committee/meeting members.
- The chair is responsible for leading members in establishing effective decision-making processes and act as the guardian of due process.
- The chair is responsible for ensuring that constructive relationships based on candour, trust and mutual respect exist between members.
- The chair will assume that all members come prepared to discuss agenda items having read through supporting papers, this obviates the need for leads to take up valuable time presenting their papers
- The chair will allow a free ranging debate and steer discussions to keep members on track whilst at the same time not being seen to overly influence the outcome of the debate
- The chair will provide a brief summary following presentation and discussion of the paper, confirming any key risks and / or assurances identified and whether there are any matters for the chair's log
- The chair will question leads when reports have not been submitted within the Trust's standard template or within the required timeframe
- Ensure that correct people are in the room to 'form the meeting' with other attendees invited to attend only when presenting their item.

5.2.3 *The Role of the Executive / Senior Lead*

- 5.2.4 The role of the executive / senior lead is to ensure that relevant and appropriate information is provided to the committee / group to enable them to provide assurance to the Board or parent meeting. Specific responsibilities include:

- To agree the cycle of business with the chair and the administrative secretary in advance of the forthcoming financial year
- To agree the agenda with the chair/secretary in advance of the meeting to ensure that all items are relevant to the duties of the committee / group and aligned against the cycle of business
- To reinforce with operational teams/individuals the requirement to ensure papers are submitted to the secretary within the agreed deadline dates.

- To sign off the final set of papers prior to circulation to committee / group members.
- Agreeing the final wording of the assurance report prior to submission to the chair of the committee / group and/or the Board, ensuring they reflect the key issues discussed.
- Agree the final minutes prior to submission to the committee / group chair for final approval.

5.2.5 *The Role of the Administrative Secretary*

5.2.6 The role of the secretary is to provide administrative support to the meetings and ensure they are managed effectively. Key responsibilities of a secretary include:

- To arrange dates (for the coming year), times and venues for meetings and circulate to all members.
- To develop and maintain the cycle of business in conjunction with the chair and executive / senior lead.
- To draft the agenda, collate papers and circulate them within the required timeframe.
- To reinforce with report authors with regard to the submission of papers according to the agreed deadline dates.
- Work with the chair to identify actions during the meeting and record them on the action tracker.
- To transcribe the minutes and actions from the meeting. Minutes should be drawn up within five working days of the meeting and approved by the chair and the executive / senior lead for the committee meetings. The minutes and action tracker should then be circulated to members.
- To manage the action and chair's log tracker and follow up on outstanding actions/actions arising from the chair's log.

5.2.7 *The Role of Meeting Attendees*

5.2.8 The meeting members play a major role during the discussion and decision-making process. It is their role to ensure they have received sufficient information to inform their decision-making.

5.2.9 *The Corporate Governance Team*

5.2.10 The role of the Corporate Governance Team is to provide senior level support to the Board and its Committees to ensure that meetings are managed effectively and appropriately; to be the key contact point for those reporting in. They are responsible for complete, objective record keeping which identifies items requiring follow-up and actions taken. This record evidence the discussions held and the outcomes arising from those discussions in a professional way that can be audited. (NB. all minutes, not just those of the Board and its Committees are externally assessed and can also be released under Freedom of Information). They are also responsible for ensuring the Committees remain consistent with their terms of reference and do not operate ultra vires.

5.2.11 The Corporate Governance Team also provides administrative advice regarding the functioning of the Trust's meetings and must be informed if a meeting within either the performance or assurance framework is cancelled. The establishment of a committee / sub-committee / group must be discussed with the Corporate Governance Team.

5.2.12 Meeting Guidance notes

5.2.13 The Trust's Meeting Guidance notes should be appended to every meeting pack and serve as a reminder of the expected meeting processes and behaviours.

5.3 Meeting Documentation

5.3.1 Style Guide

5.3.2 Documentation must follow a standard format (which will be set out in the Trust's style guide - https://drive.google.com/file/d/1lw_aMuLATcf_Jv60UESpc9kxzq31xVUN/view). Documents must be written in predominantly Arial size 11 font and have page numbers in the footer. You can set your version of Word to default to Arial 11 through the font drop down box using the "set as default" button. The Trust logo must also be applied in accordance with the style guide. Further information can be obtained from the Trust's Communications Team.

5.3.3 All templates referenced within this document can be found in – Appendix G

5.3.4 Front Sheet

5.3.5 The Front Sheet will include the following information:

- Title of the meeting
- Date and time of the meeting
- Location of the meeting

5.3.6 Agenda

5.3.7 The agenda is the notice to members of the items that are to be discussed at the meeting. Individual agendas are built from the meetings' work schedule, action logs and any other items notified to the administrator in the period between meetings. For the Board and Board Committees, it is also important that the BAF is reviewed and used to drive the agenda content i.e. by ensuring that gaps in controls and assurances receive explanations via reports.

5.3.8 All agendas must, as a minimum, include the following standing items: apologies; declaration of any conflicts of interest in any agenda items to be discussed; minutes of the last meeting; the action log; and a concluding item considering everything that has been discussed at the meeting and whether there is anything to escalate to the 'parent' committee / meeting.

5.3.9 The number of items on an agenda shouldn't be so big that they can't all be reasonably discussed in the time allotted for the meeting. Shorter agendas will ensure that all items are properly considered with well thought out conclusions.

5.3.10 The agenda is:

- drafted by the administrator of the meeting in sufficient time to allow it to be agreed by the chair of the meeting and circulated to paper authors
- required to show the date, time and venue for the meeting
- circulated to document authors in sufficient time (who may or may not be members of the committee / meeting) indicating which papers they are required to write

- sent out as part of the final meeting paperwork.

5.3.11 Minutes

5.3.12 Minutes are an official summary record of what happened at the meeting. It is important that the right type of record is made of the meeting and the chair of the meeting is accountable for deciding what the style of minute is made and ensuring they provide an accurate record.

5.3.13 Minute numbers should be expressed in a clear format that allows the reader to move between the minute document, the action log, and any other supporting paperwork that is linked to that minute. This should show the year and corresponding item number e.g. 2024/25/001.

5.3.14 Some minutes are internal facing, some are public facing but the quality of minutes should always be of the highest standard as they may be called on as evidence for external inspections, audits, fact finds, inquests, Freedom of Information requests etc. Their importance should not be underestimated.

5.3.15 Minutes of meetings are not line-for-line reporting, but they must:

- be written by the person administering the meeting within five working days of the meeting taking place, unless the meeting is weekly then it is within two working days
- be written in the past tense (it is a record of what happened at a meeting that took place in the past)
- use professional, formal language
- include a brief outline of the context of the item / discussion so the reader understands something about the item that was discussed
- the important points of discussion
- record any risks / benefits highlighted and what was being done in relation to these
- capture any challenge to the proposals / decisions and the responses to the challenge
- record any actions agreed ensuring they include who is responsible for the action and when it must be completed by
- be checked by the chair of the meeting
- be circulated to members of the committee as part of the meeting paperwork for the next meeting.

5.3.16 It is the responsibility of the chair to check the minutes before they are presented at the next meeting. It is during the course of the next meeting that they are checked for accuracy.

5.3.17 Action notes template

5.3.18 Action notes are far less detailed than minutes. They do not capture any discussion but record only the agreed actions. These can be used for those meetings where it is not necessary to make a formal record of the discussion / challenge. It will be for the chair of the meeting to decide if formal minutes or action notes are required.

5.3.19 Action notes are a record of the meeting. Any actions agreed at the meeting will need to be transferred to and managed through the 'Action Log' to ensure that actions can be effectively managed, especially those with distant future dates are not lost sight of.

5.3.20 Action log

5.3.21 Action logs are an important tool and source of evidence for committees and meetings, and those being assured of the work of the committee/meeting. Actions are captured in the minutes of the meeting; however, the action log is in a different format to the minute. The log also provides a mechanism for ensuring the committee / meeting doesn't lose sight of those actions with completion dates set in the future.

5.3.22 Actions in the log may need to be brought to the attention of people who don't normally attend the meeting. The administrative support for the meeting is usually the person who will circulate the log to members and if necessary, to others outside of the meeting who are named as action leads.

5.3.23 It is also the administrative support person who will capture comments from action leads between meetings and prepare the most up to date log so it can be reviewed at the next meeting. The cumulative action log should be a standing item at each meeting, so it is reviewed regularly by the committee / meeting.

5.3.24 As good practice, where a particular minute has a number of actions these should be split up and each given a separate log number so each separate action can be tracked individually (this is particularly important if they have different completion dates and different leads) e.g. 2020/21/001(a) and 2020/21/001 (b).

5.3.25 Terms of reference

5.3.26 'Terms of Reference' is the name of the document that formally establishes a committee / sub-committee / group. Every Committee / sub-committee / group in the Trust's meeting structure must have this document in place. The Terms of Reference:

- clearly set out information about the Committee / sub-committee / group including: membership and anyone in attendance; its position in the meeting structure; which committee it reports to and any subordinate committee that reports into it; its duties and its powers of decision making; and the minimum number of members required at the meeting to be quorate
- must be agreed by the committee itself and then ratified by the committee which acts as 'parent' in the meeting structure
- must be reviewed on an annual basis (at the least) by the committee to ensure the information still reflects what it was set up to do
- must be ratified by the 'parent' committee if there any changes or revisions.

5.3.27 Annual work plan

5.3.28 All meetings must have a work schedule in place. Once the Terms of Reference have been agreed a work schedule should be drawn up. This is a document which assists with the development of future agendas. It:

- plots the duties set out in the Terms of Reference across the meetings that will take place over a period of time (usually a year)
- shows both standing items that must be taken at each meeting and those that occur at particular points in the period
- should be agreed by the committee each year or if there are any significant changes to the committee's duties during the period.

- maintains a record of items that were not scheduled but were received to assist with the end of year review.
- for the Board and the Board Committees, the work plan should be reviewed quarterly against the Board Assurance Framework to ensure that the assurances being received are helping to close out gaps in controls and assurances.

5.3.29 Reports

5.3.30 Requirements for reports

5.3.31 The primary reason for the use of formal reports is to ensure that the meeting is fully informed of the circumstances relating to the subject in question. Having the complete picture will enable the meeting to take informed decisions on the basis of the information presented. For this reason, written reports should always be used in preference to verbal briefings. The availability of reports prior to meetings allows subjects to be considered prior to decisions being made. There is an inherent risk that verbal briefings will not cover all the salient points, and this can lead to ill-informed decisions being taken.

5.3.32 The use of reports enables the Trust to demonstrate its commitment to observe the principles of good governance and provides evidence of openness and transparency in decision making. Reports also result in a robust governance audit trail which provides the Trust with the ability to evidence decision-taking and demonstrate compliance with the requirements of external authorities e.g. NHS Improvement or the Care Quality Commission (CQC).

5.3.33 In view of the above, formal reports are the means by which items are presented to the meetings within the Trust's assurance and performance frameworks and any papers submitted to these meetings for consideration must be accompanied by an appropriate covering report.

5.3.34 Content of reports

5.3.35 There are many different types of report and content will vary dependent on the subject matter and purpose of the report. However, in general, reports will be used to give an account of something, to address a particular issue or to propose solutions for a specific problem. Whatever the nature or purpose of the report, there are a number of standard headings which will always need to be included. Use of these headings should lead to the production of a logical report covering all key aspects of the subject matter. A standard report template is available and must be used (see below). If you do not have a copy, it is available from the corporate governance team. Individual report headings are covered in more detail later in this guide.

5.3.36 It is imperative that, regardless of the subject matter, reports are used to provide assurance to the group considering the report. This assurance may be positive or negative, depending on the prevailing circumstances, but all reports should include an appropriate assurance statement.

5.3.37 Report authors should be aware of their target audience when preparing reports and be mindful that different groups will require different levels of details. In some cases, the approval process will necessitate the consideration of matters at Executive Team, Committee and Board level. Use of the same report at each of these levels would not be appropriate as each group will be interested in a differing level of detail and content to inform their decision-making.

5.3.38 The Trust observes a principle of ‘no surprises’ in the conduct of business at formal meetings. Authors should note that the preparation of reports does not eliminate the need for engagement with key stakeholders on the subject matter covered in reports. Prior engagement and involvement will help to engender support for proposals, promote understanding amongst key stakeholders and will reduce the risk of avoidable delays in the decision-making process.

5.3.39 Preparation

5.3.40 Authors should ensure that they have sufficient time to write their reports having taken into account the relevant deadline for submission. Prior to writing reports, authors should ask themselves (and answer!) the following questions:

- Why am I writing this report?
- What is the report intended to achieve?
- What is the desired outcome of the report?
- Do I have all the relevant information to write the report?
- Do I need to consult with others in preparing the report?
- What is my audience?

5.3.41 Having answered the above questions, authors can commence writing their reports but should bear in mind the following – ‘Content is King’. You may produce an attractive, colourful report in the correct style and format which will be meaningless unless the content is correct.

5.3.42 Report template

5.3.43 The Trust has adopted a single report template for the submission of reports to all Trust forums. A single template encourages adoption of a corporate style and will result in consistency of presentation. The template incorporates a header page which, in addition to standard entries such as subject and author, enables references to elements such as strategic objectives, Equality Impact Assessments and the Board Assurance Framework. These references facilitate the identification and retrieval of documentary evidence to demonstrate compliance with a range of internal and external assessments. It is important that these are given full consideration by the author and if unsure, contact should be made with the corporate governance team.

5.3.44 With the implementation of the Integrated Care Board and the Health and Social Care Act 2022, report templates now include a section to reference to the impact on system working and collaboration.

5.3.45 There is an increasing understanding of the interrelatedness of financial, quality, performance and workforce issues. Authors are encouraged by the report template to outline these considerations if not already covered in the report content.

5.3.46 The standard template must be used for the production of reports to all Trust forums. Pointers and reminders are included for the sections of the report template.

5.3.47 **Assurance / escalation process and report to ‘parent’ committee / meeting**

5.3.48 The Chair’s Report is a high-level report designed go to the ‘parent’ Committee / meeting. In providing the report the Chair will be acting on behalf of the group, though the content of which will probably have been discussed at the meeting.

5.3.49 The Chair's Report is not intended to simply be a summarised version of the minutes, but rather identify issues that require escalation, report key risks and provide a view on the strength of the assurances received.

5.3.50 Committee effectiveness

5.3.51 All committees / sub-committees /groups must take time to consider if they are still effective and what, if any, changes need to be made to the way they operate or to their duties. Any changes made will need to be reflected in the Terms of Reference which will then need to be agreed by the committee and approved by the 'parent' committee.

5.3.52 All those listed on the Terms of Reference (members and regular attendees) must be offered the opportunity to review the effectiveness of the committee. The review must be carried out on an annual basis. A survey should be circulated to core members and regular attendees for feedback.

5.3.53 This will be set out in the Terms of Reference. The outcome should be reported to the committee itself so it can evaluate the results, consider comments and ideas and take action to address any weaknesses found. The outcome should also be reported to the 'parent' committee via the assurance / escalation process.

5.3.54 Committee Annual Report

5.3.55 Board committees are required to provide an annual report summarising their work over the course of the year.

Appendices

Appendix A - Schedule of matters reserved to the Board of Directors

Appendix B - Appendix B - Scheme of Delegation (including the NHS Foundation Trust Accounting Officer Memorandum)

Appendix C - Standing Financial Instructions

Appendix D – Board and Board Committee Terms of Reference

Appendix E - Procedure for amending the Corporate Governance Manual

Appendix F – Corporate Governance Manual Change Schedule

Appendix G – Meeting templates

Appendix A - Schedule of matters reserved to the Board of Directors

General enabling provisions.

The Board of Directors may determine any matter it wishes, for which it has authority, in full session within its statutory powers. In accordance with the Code of Conduct and Accountability adopted, the Board explicitly reserves that it shall itself approve or appraise, as appropriate, the following matters detailed below. All Board members share corporate responsibility for all decisions of the Board and the Board remains accountable for all of its functions, even those delegated to individual committees, subcommittees, directors or officers.

Duties

It is the Board's duty to:

- Act within statutory financial and other constraints
- Be clear what decisions and information are appropriate to the Board of Directors 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
- Establish performance and quality measures that maintain the effective use of resources and provide value for money;
- Specify its requirements in organising and presenting financial and other information succinctly and efficiently to ensure the Board can fully undertake its responsibilities;
- Establish Audit 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.

a. Reserved matters

- i. Standing Orders
Approval of and changes to Board standing orders.
- ii. Matters of Governance
 - Approval of and changes to the schedule of matters reserved to the Board of Directors
 - Approval of and changes to the standing financial instructions
 - Suspension of Board standing orders
 - Ratify or otherwise instances of failure to comply with standing orders brought to the Chief Executive's attention in accordance with Standing Orders
 - Ratification of any urgent decisions taken by the Chair and Chief Executive, in accordance with the standing orders
 - Approval of and changes to codes of conduct
 - Approval of the Trust's risk assurance framework
 - Approval of the Board's scheme of reservation and delegation
 - Adoption of the organisational structures, processes and procedures to facilitate the discharge of business by the Foundation Trust and approval of any changes
 - Approval of the remit and membership of Board committees, including
 - Approval of terms of reference and reporting arrangements of all committees and sub-committees that are established by the Board of Directors

- To confirm the recommendations of committees where they do not have executive powers
 - To receive reports from committees including those which the Foundation Trust is required by the National Health Service Act 2006 or other regulation to establish and to take appropriate action thereon
 - Audit arrangements
 - Clinical audit arrangements
 - The annual audit letter
 - Annual report (including quality report/accounts) and statutory financial accounts of the Trust
 - Annual report and accounts for funds held on trust (charitable funds)
 - Approval of arrangements relating to the discharge of the Foundation Trust's responsibilities as a corporate trustee for funds held on trust
 - Approval of arrangements relating to the discharge of the Foundation Trust's responsibilities as a bailer for patients' property
 - Disciplining Board members or employees who are in breach of statutory requirements or Standing Orders.
- iii. Important regulatory matters
- Compliance with the Trust's Licence or any document which replaces it, its constitution, and all statutory and regulatory obligations
 - Directors' and officers' declaration of interests and determination of action if required
 - Arrangements for dealing with complaints
 - Disciplinary procedures for officers of the Trust.
- iv. Appointments and dismissals
- Appointment and dismissal of committees (and individual members) that are directly accountable to the Board of Directors excluding the Audit Committee, the Nomination & Remuneration Committee. This does not imply that individual members of all Committees can be dismissed
 - Appointment, appraisal, disciplining and dismissal of Executive Directors
 - Confirm the appointment of members of any committee of the Foundation Trust as representatives on outside bodies
 - Appoint, appraise, discipline and dismiss the Trust Secretary
 - Approve proposals received from the Nomination & Remuneration Committee regarding the Chief Executive, Directors and senior employees.
- v. Strategic direction
- Strategic aims, direction and objectives of the Foundation Trust
 - Financial plans and forecasts
 - Approval of the Trust's annual plan, strategic developments and associated business plans
 - Approval of annual revenue and capital budgets
 - Approval of all Trust strategies to include, but not be limited to the risk management strategy and human resources strategy
 - Approval of capital plans including:
 - Proposals for acquisition, disposal or change of use of land and/or buildings
 - Private finance initiative (PFI) proposals

- Individual contracts, including purchase orders of a capital or revenue nature in accordance with Delegated Financial Limits, Table B, section 2.
 - Approve proposals for action on litigation against or on behalf of the Foundation Trust where the likely financial impact is as shown in the Delegated Financial Limits, Table B, section 2 or contentious or likely to lead to extreme adverse publicity, excluding claims covered by the NHS risk pooling schemes.
- vi. Monitoring performance
 - Operational and financial performance arrangements at intervals that it shall determine.
- vii. Other matters
 - Appointment of bankers
 - Approve the opening of bank accounts.
 - Approve individual compensation payments.

1 Introduction

1.1 Reservation of powers

1.2 The Trust's Standing Orders (for its Board of Directors) provide that "Subject to the scheme of reservation and delegation, and such directions as may be given by statute, the independent regulator or the Secretary of State, the Board may make arrangements for the exercise, on behalf of the Foundation Trust, of any of its functions by a committee or subcommittee, or by a Director or an officer of the Trust in each case subject to such restrictions and conditions as the Board thinks fit." The Code of Accountability also requires that there should be a formal schedule of matters specifically reserved to the Foundation Trust Board of Directors.

1.3 The purpose of this document is to detail how the powers are reserved to the Board of Directors, while at the same time delegating to the appropriate level the detailed application of Foundation Trust policies and procedures. The Board of Directors remains accountable for all of its functions, even those delegated to committees, subcommittees, individual directors or officers. A formal structure is in place for monitoring the functions delegated to committees and subcommittees enabling the Board to receive information and to maintain its monitoring role

1.4 Role of the Chief Executive

1.5 All powers of the Foundation Trust which have not been retained as reserved by the Board of Directors or delegated to an executive committee or sub-committee shall be exercised on behalf of the Board of Directors by the Chief Executive. The Chief Executive shall prepare a Scheme of Delegation identifying which functions they shall perform personally and which functions have been delegated to other directors and officers for operational responsibility.

1.6 All powers delegated by the Chief Executive can be re-assumed by them should the need arise.

1.7 Caution over the Use of Delegated Powers

1.8 Powers are delegated to directors and officers on the understanding that they would not exercise delegated powers in a manner which in their judgement was likely to be a cause for public concern.

1.9 Absence of Directors or Officer to whom Powers have been Delegated.

1.10 In the absence of a director or officer to whom powers have been delegated those powers shall be exercised by that director or officer's superior unless alternative arrangements have been approved by the Board of Directors. If the Chief Executive is absent powers delegated to them may be exercised by the nominated officer(s) acting in their absence after taking appropriate financial advice, two directors will be required to ratify any decisions within the Chief Executive's thresholds.

1.11 Further details about situations where the Accounting Officer is unable to fully discharge their responsibilities are available in the Accounting Officers' Memorandum, sections of which are reproduced below and which is available separately from NHS England.

2 **Delegation of powers**

2.1 Delegation to committees

2.2 The Board of Directors may determine that certain of its powers shall be exercised by Standing Committees. The composition and terms of reference of such committees shall be that determined by the Board of Directors. The Board of Directors shall determine the reporting requirements in respect of these committees. In accordance with Standing Order 74 committees may not delegate executive powers to sub-committees unless expressly authorised by the Board of Directors.

2.3 In exercising any delegated power a committee or director must comply with the Foundation Trust's Standing Orders, Standing Financial Instructions and written procedures and with any statutory provisions or requirements. They must not incur expenditure over and above the Foundation Trust's annual budget (excluding the Chief Executive in conjunction with the Chief Finance Officer).

2.4 In cases of doubt or difficulty and/or where no policy guidelines exist, decisions should be referred to the Board of Directors.

2.5 Delegation to Officers

2.6 Standing Orders and Standing Financial Instructions set out in some detail the financial responsibilities of the Chief Executive, the Chief Finance Officer and other directors.

2.7 The Accounting Officer Memorandum

2.8 The responsibilities of the Accounting Officer are set out in the NHS Foundation Trust Accounting Officer Memorandum¹, relevant sections of which are reproduced below:

2.9 Introduction

2.10 The National Health Service Act 2006 (the Act) designates the chief executive of an NHS foundation trust as the accounting officer.

2.11 The principal purpose of the NHS foundation trust is the provision of goods and services for the purposes of the health service in England. The NHS foundation trust has a general duty to exercise its functions effectively, efficiently and economically.

2.12 The Act specifies that the accounting officer has a duty to prepare the accounts in accordance with the Act. An accounting officer has the personal duty of signing the NHS foundation trust's accounts. By virtue of this duty, the accounting officer has the further duty of being a witness before the Public Accounts Committee (PAC) to deal with questions arising from those accounts or, more commonly, from reports made to Parliament by the Comptroller and Auditor General (C&AG) under the National Audit Act 1983.

2.13 Associated with these duties are the further responsibilities that are the subject of this memorandum. It is incumbent on the accounting officer to combine these duties with their duties to the board of directors of the NHS foundation trust.

¹ NHS Foundation Trust Accounting Officer Memorandum, NHS Improvement (2015)

- 2.14 It is an important principle that, regardless of the source of the funding, accounting officers are responsible to Parliament for the resources under their control.
- 2.15 General responsibilities
- 2.16 The accounting officer has responsibility for the overall organisation, management and staffing of the NHS foundation trust and for its procedures in financial and other matters. The accounting officer must ensure that:
- there is a high standard of financial management in the NHS foundation trust as a whole
 - the NHS foundation trust delivers efficient and economical conduct of its business and safeguards financial propriety and regularity throughout the organisation
 - financial considerations are fully taken into account in decisions by the NHS foundation trust.
- 2.17 Specific responsibilities
- 2.18 The essence of the accounting officer's role is a personal responsibility for:
- the propriety and regularity of the public finances for which he or she is answerable
 - the keeping of proper accounts
 - prudent and economical administration in line with the principles set out in *Managing public money*
 - the avoidance of waste and extravagance
 - the efficient and effective use of all the resources in their charge.

As accounting officer you must:

- personally sign the accounts and, in doing, so accept personal responsibility for ensuring their proper form and content as prescribed by Monitor (now NHSI/E) in accordance with the Act
 - comply with the financial requirements of the NHS provider licence
 - ensure that proper financial procedures are followed and that accounting records are maintained in a form suited to the requirements of management, as well as in the form prescribed for published accounts (so that they disclose with reasonably accuracy, at any time, the financial position of the NHS foundation trust)
 - ensure that the resources for which you are responsible as accounting officer are properly and well managed and safeguarded, with independent and effective checks of cash balances in the hands of any official
 - ensure that assets for which you are responsible such as land, buildings or other property, including stores and equipment, are controlled and safeguarded with similar care, and with checks as appropriate
 - ensure that any protected property (or interest in) is not disposed of without the consent of Monitor
 - ensure that conflicts of interest are avoided, whether in the proceedings of the board of directors, or council of governors or in the actions or advice of the NHS foundation trust's staff, including yourself
 - ensure that, in the consideration of policy proposals relating to the expenditure for which you are responsible as accounting officer, all relevant financial considerations, including any issues of propriety, regularity or value for money, are taken into account, and brought to the attention of the board of directors.
- 2.19 An accounting officer should ensure that effective management systems appropriate for the achievement of the NHS foundation trust's objectives, including financial monitoring and control systems, have been put in place. An accounting officer should also ensure that managers at all levels:

- have a clear view of their objectives, and the means to assess and, wherever possible, measure outputs or performance in relation to those objectives
- are assigned well-defined responsibilities for making the best use of resources (both those consumed by their own commands and any made available to organisations or individuals outside the NHS foundation trust), including a critical scrutiny of output and value for money
- have the information (particularly about costs), training and access to the expert advice which they need to exercise their responsibilities effectively.

2.20 Accounting officers must make sure that their arrangements for delegation promote good management and that they are supported by the necessary staff with an appropriate balance of skills. Arrangements for internal audit should accord with the objectives, standards and practices set out in the *Public Sector Internal Audit Standards*.

2.21 Absence of an accounting officer

2.22 An accounting officer should ensure that he or she is generally available for consultation, and that in any temporary period of unavailability due to illness or other cause, or during the normal period of annual leave, there will be a senior officer in the NHS foundation trust who can act on his or her behalf if required.

2.23 If it becomes clear to the board of directors that an accounting officer is so incapacitated that he or she will be unable to discharge these responsibilities over a period of four weeks or more, the board of directors should appoint an acting accounting officer, usually the Chief Finance Officer, pending the accounting officer's return. The same applies if, exceptionally, the accounting officer plans an absence of more than four weeks during which he or she cannot be contacted.

2.24 The PAC may be expected to postpone a hearing if the relevant accounting officer is temporarily indisposed. Where the accounting officer is unable by reason of incapacity or absence to sign the accounts in time for submission, the NHS foundation trust may submit unsigned copies pending the accounting officer's return. If the accounting officer is unable to sign the accounts in time for printing, the acting accounting officer should sign instead.

2.25 **Schedule of Delegated Authority**

2.26 Delegated matters in respect of decisions which may have a far reaching effect must be reported to the Chief Executive. The **'Delegated to'** authority is in accordance with the Standing Orders and Standing Financial Instructions. The **'Operational Responsibility'** shown below is the lowest level to which authority is delegated.

- Table A - Delegated Authority
- Table B - Delegated Financial Limits

2.27 Delegation to lower levels is only permitted with written approval of the Chief Executive who will, before authorising such delegation, consult with other Senior Managers as appropriate.

Table A – Delegated Authority

Delegated matter	Delegated to ²	Operational responsibility
1. Standing Orders (SOs) and Standing Financial Instructions (SFIs)		
a. Final authority in interpretation of Standing Orders	Chair	Chair
b. Notifying Directors, employees and governors of their responsibilities within the Standing Orders and Standing Financial Instructions and ensuring that they understand the responsibilities	Chief Executive	All Line Managers
c. Responsibility for security of the Foundation Trust's property, avoiding loss, exercising economy and efficiency in using resources and conforming to Standing Orders, Standing Financial Instructions and financial procedures	Chief Executive	All Directors and Employees
d. Suspension of Standing Orders	Board of Directors	Board of Directors
e. Review suspension of Standing Orders	Audit Committee	Audit Committee
f. Variation or amendment to Standing Orders	Board of Directors	Audit Committee
g. Emergency powers relating to the authorities retained by the Board of Directors	Chair and Chief Executive with two non-executives	Chair and Chief Executive with two non-executives
h. Disclosure of non-compliance with Standing Orders to the Chief Executive (report to the Board of Directors)	All staff	All staff
i. Disclosure of non-compliance with SFIs to the Chief Finance Officer (report to the Audit Committee)	All staff	All staff
j. Advice on interpretation or application of SFIs and this Scheme of Delegation	Chief Finance Officer	Chief Finance Officer with input from Internal Audit
2. Audit arrangements		
a. Ensure an adequate internal audit service is provided	Audit Committee	Chief Finance Officer
b. To make recommendations to the Council of Governors in respect of the appointment, re-appointment and removal of the external auditor and to approve the remuneration in respect of the external auditor	Audit Committee (for recommendation to the Council of Governors for approval)	Chief Finance Officer
c. Monitor and review the effectiveness of the internal audit function	Audit Committee	Chief Finance Officer
d. Review, appraise and report in accordance with Public Sector Internal Audit Standards (PSIAS) and best practice	Audit Committee	Head of Internal Audit

² If the Chief Executive is absent powers delegated to them may be exercised by the nominated officer(s) acting in their absence after taking appropriate financial advice, two directors will be required to ratify any decisions within the Chief Executive's thresholds.

Delegated matter	Delegated to ²	Operational responsibility
e. Provide an independent and objective view on internal control and probity	Audit Committee	Internal Audit / External Audit
f. Ensure cost-effective audit service(s)	Audit Committee	Chief Finance Officer
g. Implement agreed recommendations	Chief Executive	Relevant Officers
3. Authorisation of Clinical Trials & Research Projects	Chief Executive	Director of Research and Development through the Research and Development committee
4. Authorisation of New Drugs	Chief Executive	Medical Director through the Medicines Management committee
5. Bank Accounts/Cash (including on Trust (Charitable / Non Charitable))		
a. Operation: Managing banking arrangements and operation of bank accounts (Board of Directors approves arrangements)	Chief Finance Officer	Deputy Chief Finance Officer
b. Opening bank accounts as approved by the Board of Directors	Chief Finance Officer	Deputy Chief Finance Officer
c. Authorisation of transfers between bank accounts	Chief Finance Officer	In accordance with bank mandate / internal procedures
d. Approve and apply arrangements for the electronic transfer of funds	Chief Finance Officer	In accordance with bank mandate / internal procedures
e. Authorisation of: <ul style="list-style-type: none"> • BACS schedules • Automated payment schedules • Manual cheques 	Chief Finance Officer	In accordance with bank mandate / internal procedures
f. Investments: <ul style="list-style-type: none"> • Investment of surplus funds in accordance with Treasury Management Investment Policy • Preparation of investment procedures 	Chief Finance Officer Chief Finance Officer	Deputy Chief Finance Officer Deputy Chief Finance Officer
g. Petty Cash	Chief Finance Officer	See Delegated Limits Table B (section 2(a))
6. Capital Investment		
a. Programme: Ensure that there is adequate appraisal and approval process for determining capital expenditure priorities and the effect that each has on Business Plans	Chief Executive	Chief Finance Officer
b. Preparation of Capital Investment Programme	Chief Executive	Chief Finance Officer / Deputy Chief Finance Officer
c. Preparation of a business case for expenditure over £100,000	Chief Executive	Divisional Manager with advice from Chief Finance Officer or Deputy Chief Finance Officer or Divisional Accountant
d. Financial monitoring and reporting on all capital scheme expenditure including variations to contract	Chief Finance Officer	Deputy Chief Finance Officer / Estates and Facilities Manager

Delegated matter	Delegated to ²	Operational responsibility
e. Authorisation of capital requisitions	Chief Executive	See Delegated Limits Table B (Section 5)
f. Construction industry tax scheme	Chief Executive	Chief Finance Officer
g. Assessing the requirements for the operation of the construction industry taxation deduction scheme	Chief Finance Officer	Financial Controller
h. Responsible for the management of capital schemes and for ensuring that they are delivered on time and within cost	Chief Executive	Chief Finance Officer and Estates and Facilities Manager
i. Ensure that capital investment is not undertaken without availability of resources to finance all revenue consequences	Chief Executive	Chief Finance Officer
j. Issue procedures to support: <ul style="list-style-type: none"> Capital investment Staged payments 	Chief Executive	Chief Finance Officer
k. Issue procedures governing financial management, including variation to contract, of capital investment projects and valuation for accounting purposes	Chief Finance Officer	Deputy Chief Finance Officer
l. Issuing the capital scheme project manager with specific authority to commit capital, proceed / accept tenders in accordance with the standing orders and SFIs	Chief Executive	Chief Finance Officer
m. Private Finance: <ul style="list-style-type: none"> Demonstrate that the use of private finance represents best value for money and transfers risk to the private sector Proposal to use PFI must be specifically agreed by the Board of Directors. 	Chief Executive Board of Directors	Chief Finance Officer
n. Leases (property and equipment) in accordance Delegated Limits Table B (Section 4)	Chief Executive	Chief Executive or Chief Finance Officer
7. Clinical Audit	Chief Executive	Medical Director
8. Commercial Sponsorship		
Agreement to proposal	Chief Executive	Chief Finance Officer
9. Complaints		
a. Overall responsibility for ensuring that all complaints are dealt with effectively	Chief Executive	Chief Nurse
b. Responsibility for ensuring complaints relating to a clinical division are investigated thoroughly	Chief Nurse	Chief Operating Officer and Associate Director of Quality and Governance
c. Coordination of the management of medico-legal complaints	Chief Executive	Chief Nurse and Head of Quality & Governance
10. Confidential Information		
a. Review of the Trust's compliance with the Caldicott report on protecting patients' confidentiality in the NHS	Chief Executive	Caldicott Guardian (Medical Director)
b. Freedom of Information Act compliance code	Chief Executive	Chief People Officer & Trust Secretary

Delegated matter	Delegated to ²	Operational responsibility
11. Controlled drugs accountable officer	Medical Director	Head of Pharmacy
12. Data Protection Act		
Review of Trust's compliance	Chief Executive	Chief Information Officer
13. Declaration of Interests		
a. Maintaining a register of interests	Chief Executive	Trust Secretary
b. Declaring relevant and material interests	Board of Directors and Council of Governors	Board of Directors, Council of Governors, Senior Managers, Clinical consultants and all decision-making staff as defined in the Trust policy 'Managing Conflicts of interest'
14. Disposals and Condemnations		
a. Items obsolete, redundant, irreparable or cannot be repaired cost effectively	Chief Finance Officer	(Clinical Director or Divisional Manager or Department Heads) – Approved in accordance with Delegated Limits, Table B Section 8 Head of Procurement or Deputy Chief Finance Officer
b. Develop arrangements for the sale of assets	Chief Finance Officer	(Clinical Director/ Divisional Manager / Department Heads) – Approved in accordance with Delegated Limits Table B Section 8 Head of Procurement or Deputy Chief Finance Officer
c. Disposal of Protected Property (as defined in the Licence)	Chief Executive (with authorisation of the Independent Regulator)	Chief Executive
15. Environmental Regulations		
Review of compliance with environmental regulations, for example those relating to clean air and waste disposal	Chief Finance Officer	Estates & Facilities Manager
16. External Borrowing		
a. Advise Board of Directors of the requirements to repay / draw down Public Dividend Capital	Chief Finance Officer	Deputy Chief Finance Officer
b. Approve a list of employees authorised to make short term borrowings for the Trust	Board of Directors	Chief Executive / Chief Finance Officer
c. Application for draw down of Public Dividend Capital, overdrafts and other forms of external borrowing in accordance with approved mandates	Chief Executive	Chief Finance Officer and Deputy Chief Finance Officer
d. Preparation of procedural instructions concerning applications for loans and overdrafts	Chief Finance Officer	Deputy Chief Finance Officer
17. Financial Planning / Budgetary Responsibility		
• Budget setting		
a. Submit budgets to the Board of Directors	Chief Finance Officer	Deputy Chief Finance Officer

Delegated matter	Delegated to ²	Operational responsibility
b. Submit to the Board of Directors financial estimates and forecasts	Chief Finance Officer	Deputy Chief Finance Officer
c. Compile and submit to the Board of Directors an Operational Plan which takes into account financial targets and forecast limits of available resources. The Business Plan will contain: <ul style="list-style-type: none"> a statement of the significant assumptions on which the plan is based; details of major changes in workload, delivery of services or resources required to achieve the plan 	Chief Executive	Chief Operating Officer and Chief Finance Officer
• Budget monitoring		
d. Devise and maintain systems of budgetary control	Chief Finance Officer	Deputy Chief Finance Officer
e. Delegate budgets to budget holders	Chief Executive	Chief Finance Officer
f. Monitor performance against budget	Chief Finance Officer	Deputy Chief Finance Officer and Divisional Accountants
g. Ensuring adequate training is delivered on an ongoing basis to budget holders to facilitate their management of the allocated budget	Chief Finance Officer	Deputy Chief Finance Officer
h. Submit financial monitoring returns in accordance with NHS England's requirements	Chief Executive	Chief Finance Officer
i. Identify and implement cost improvements and income generation activities in line with the Operational Plan	Chief Executive	All budget holders
j. Preparation of annual accounts	Chief Finance Officer	Deputy Chief Finance Officer / Financial Controller
k. Preparation of annual report	Chief Executive	Trust Secretary
• Budget responsibilities		
l. Ensure that: <ul style="list-style-type: none"> no overspend or reduction of income that cannot be met from virement is incurred; approved budget is not used for any other than specified purpose subject to rules of virement; no permanent employees are appointed without the approval of the Chief Executive other than those provided for within available resources and manpower establishment 	Chief Finance Officer	<p>Budget Holders</p> <p>All corporate posts are reviewed by the Vacancy Control Panel and all clinical posts by the Executive team</p>
• Virement		
m. It is not possible for any officer to vire from non-recurring budgets to recurring, budgets or from capital to revenue / revenue to capital. Virement between	Chief Executive	Refer To Delegated Limits Table B Section 1

Delegated matter	Delegated to ²	Operational responsibility
different budget holders requires the agreement of both parties		
• Financial procedures and systems		
n. Maintenance and updating of Trust Financial Procedures	Chief Finance Officer	Deputy Chief Finance Officer
o. Accountability for financial control	Chief Executive / Chief Finance Officer	All budget holders
p. Responsibility for: <ul style="list-style-type: none"> Implementing the Trust's financial policies and co-ordinate corrective action Ensuring that adequate records are maintained to explain the Trust's transactions and financial position. Providing financial advice to members of the Board of Directors and staff Maintaining such accounts certificates, records, etc to meet statutory requirements Designing and maintaining compliance with all financial systems 	Chief Finance Officer	Deputy Chief Finance Officer
• Financial systems Information Management & Technology (IM&T)		
q. Developing financial systems in line with the Trust's IM&T strategy	Chief Finance Officer	Deputy Chief Finance Officer
r. Implementing new systems to ensure they are developed in a controlled manner and thoroughly tested	Chief Finance Officer	Deputy Chief Finance Officer and Chief Information Officer
s. Seeking third party assurances regarding financial systems operated externally	Chief Finance Officer	Deputy Chief Finance Officer
t. Responsibility for the accuracy and security of computerised financial data	Chief Finance Officer	Deputy Chief Finance Officer
u. Ensure that contracts for computer services for financial applications define responsibility re security, privacy, accuracy, completeness and timeliness of data during processing and storage	Chief Finance Officer	Chief Information Officer
v. Ensure that risks to the Trust from use of IT are identified and considered and that disaster recovery plans are in place	Chief Finance Officer	Chief Information Officer
18. Fire precautions		
Ensure that the Fire Precaution and Prevention policies and procedures are adequate and that fire safety and integrity of the estate is intact	Chief Executive	Estates and Facilities Manager in conjunction with Head of Resilience, Health and Safety
19. Fixed assets		
a. Maintenance of asset register including asset identification and monitoring	Chief Executive	Deputy Chief Finance Officer in conjunction with Financial Controller

Delegated matter	Delegated to ²	Operational responsibility
b. Approving procedures for reconciling balances on fixed asset accounts in ledgers against balances on fixed asset registers	Chief Finance Officer	Deputy Chief Finance Officer in conjunction with Financial Controller
c. Ensuring arrangements for financial control and financial audit of building and engineering contracts and property transactions comply with relevant legislation	Chief Finance Officer	Financial Controller in conjunction with Director of Estates
d. Calculate and pay capital charges in accordance with the requirements of the Department of Health / independent regulator	Chief Finance Officer	Deputy Chief Finance Officer
e. Responsibility for security of Trust's assets including notifying discrepancies to the Chief Finance Officer and reporting losses in accordance with Trust procedures	Chief Executive	All staff
20. Fraud (See also 26 & 37)		
a. Monitor and ensure compliance with Secretary of State Directions on fraud and corruption including the appointment of the Local Counter Fraud Specialist	Audit Committee	Local Counter Fraud Specialist
b. Notify NHS Protect and External Audit of all suspected Frauds	Chief Finance Officer	Local Counter Fraud Specialist
21. Funds Held on Trust (Charitable and Non Charitable Funds)		
a. Appropriate management of funds held on trust	Charitable Funds Committee	Chief Finance Officer
b. Maintenance of authorised signatory list of nominated fundholders	Chief Finance Officer	Deputy Chief Finance Officer or Financial Controller
c. Expenditure Limits	Chief Finance Officer	See Delegated Limits Table B Section 7
d. Developing systems for receiving donations	Chief Finance Officer	Deputy Chief Finance Officer
e. Dealing with legacies	Chief Finance Officer	Deputy Chief Finance Officer
f. Fundraising appeals <ul style="list-style-type: none"> Preparation and monitoring of budget Reporting progress and performance against budget 	Charitable Funds Committee Chief Finance Officer	Deputy Chief Finance Officer in conjunction with Financial Controller Deputy Chief Finance Officer in conjunction with Financial Controller
g. Operation of Bank Accounts - managing banking arrangements and operation of bank accounts	Chief Finance Officer in conjunction with the Charitable Funds Committee	Deputy Chief Finance Officer
h. Opening bank accounts	Chief Finance Officer in conjunction with Charitable Funds Committee	Deputy Chief Finance Officer

Delegated matter	Delegated to ²	Operational responsibility
i. Appointing Investment Manager	Charitable Funds Committee	Deputy Chief Finance Officer through Charitable Funds Committee
j. Nominated deposit taker	Charitable Funds Committee	Chief Finance Officer
k. Placing investment transactions.	Chief Finance Officer	Deputy Chief Finance Officer in conjunction with Financial Controller
l. Registration of funds with Charities Commission	Chief Finance Officer	Deputy Chief Finance Officer or Financial Controller
22. Gifts and hospitality		
a. Keeping of gifts and hospitality register	Chief Executive	Trust Secretary
b. Declaration and registration of all individual and collective items in excess of £50.00 per item	Chief Executive	All staff
23. Health and Safety		
Review of all statutory compliance with legislation and Health and Safety requirements including control of Substances Hazardous to Health Regulations	Chief Executive	Chief Nurse with Head of Governance and Head of Resilience, Health & Safety
24. Infectious Diseases and Notifiable Outbreaks	Chief Nurse	Director of Infection Prevention & Control
25. Legal Proceedings		
a. Engagement of Trust's Solicitors / Legal Advisors	Chief Executive	Executive Directors
b. Approve and sign all documents which will be necessary in legal proceedings, i.e. executed as a deed	Chief Executive	Executive Directors
c. Sign on behalf of the Trust any agreement or document not requested to be executed as a deed	Chief Executive	Executive Directors
26. Losses, write-offs and special payments		
a. Prepare procedures for recording and accounting for losses and special payments including preparation of a Fraud Response Plan and informing Local Counter Fraud Specialist of frauds	Chief Executive	Chief Finance Officer
b. Setting financial limits	Chief Executive	See Delegated Limits Table B Section 9
b. Losses of cash due to theft, fraud, overpayment and others	Chief Executive	Chief Finance Officer
c. Fruitless payments (including abandoned Capital Schemes)	Chief Executive	Chief Finance Officer
d. Bad debts and claims abandoned	Chief Executive	Chief Finance Officer
e. Damage to buildings, fittings, furniture and equipment and loss of equipment and property in stores and in use due to culpable causes (e.g. fraud, theft, arson)	Chief Executive	Chief Finance Officer

Delegated matter	Delegated to ²	Operational responsibility
f. Reviewing appropriate requirement for insurance claims	Chief Finance Officer	Deputy Chief Finance Officer
g. Compensation payments by court order	Chief Executive	Chief Executive
h. Clinical negligence, covered by membership of CNST/NHSLA scheme	Chief Executive	Chief Nurse and Midwife
i. Ex-gratia payments <ul style="list-style-type: none"> Setting financial limits Other 	Chief Finance Officer Chief Executive	See Delegated Limits Table B Section 9 See Delegated Limits Table B Section 9
j. A register of all losses and special payments should be maintained by the Finance Department and made available for inspection	Chief Finance Officer	Deputy Chief Finance Officer or Financial Controller
k. A report of all losses and special payments should be presented to the Audit committee	Chief Finance Officer	Deputy Chief Finance Officer or Financial Controller
27. Medical		
a. Clinical Governance arrangements	Medical Director	Associate Director of Quality and Governance
b. Medical Leadership	Medical Director	Medical Director
c. Programmes of medical education	Medical Director	Medical Director
d. Medical staffing plans	Medical Director	Medical Director
e. Medical Research	Medical Director	Director of Research & Development
28. Medicines inspectorate regulations		
• Review regulations	Chief Executive	Medical Director / Head of Pharmacy
29. Meetings		
a. Calling meetings of the Board of Directors	Chair / Trust Secretary	Chair / Trust Secretary
b. Chair all Board of Director meetings and associated responsibilities	Chair	Chair
30. Non pay expenditure		
a. Maintenance of a list of managers authorised to place requisitions/orders and accept goods in accordance with Delegated Limits Table B Section 4	Chief Executive	Financial Controller in conjunction with Deputy Chief Finance Officer
b. Obtain the best value for money when requisitioning goods / services	Chief Executive	Chief Operating Officer, Clinical Directors, Department Heads and Head of Procurement
c. Non-Pay Expenditure for which no specific budget has been set up and which is not subject to funding under delegated powers of virement (subject to Delegated Limits Table B Section 4)	Chief Executive	Chief Finance Officer
d. Develop systems for the payment of accounts	Chief Finance Officer	Deputy Chief Finance Officer and Financial Controller
e. Prompt payment of accounts in line with national requirements	Chief Finance Officer	Deputy Chief Finance Officer and Financial Controller

Delegated matter	Delegated to ²	Operational responsibility
f. Financial Limits for budgetary expenditure and ordering / requisitioning goods and services (including invoice authorisation without orders)	Chief Executive	See Delegated Limits Table B Section 4
g. Approve prepayment arrangements	Chief Finance Officer	Chief Finance Officer
31. Nursing		
a. Compliance with statutory and regulatory arrangements relating to professional nursing and midwifery practice	Chief Nurse	Professional nursing and midwifery leads
b. Matters involving individual professional competence of nursing and midwifery staff	Chief Nurse	Professional nursing and midwifery leads
c. Compliance with professional training and development of nursing and midwifery staff	Chief Nurse	Professional nursing and midwifery leads
d. Quality assurance of nursing and midwifery processes	Chief Nurse	Professional nursing and midwifery leads
32. Patient Services Agreements		
a. Negotiation of Foundation Trust Contract and Non Commercial Contracts	Chief Executive	Chief Finance Officer and Chief Operating Officer
b. Quantifying and monitoring out of area treatments	Chief Finance Officer	Director Operations and Deputy Chief Finance Officer
c. Reporting actual and forecast income including payment by results	Chief Finance Officer	Chief Operating Officer and Deputy Chief Finance Officer
d. Costing Foundation Trust Agency Purchase Contracts and Non Commercial Contracts	Chief Finance Officer	Chief Operating Officer and Deputy Chief Finance Officer
e. National Cost Collection Exercise	Chief Finance Officer	Deputy Chief Finance Officer
f. Ad hoc costing relating to changes in activity, developments, business cases and bids for funding	Chief Finance Officer	Chief Operating Officer and Deputy Chief Finance Officer
33. Patients' property (in conjunction with financial advice)		
a. Ensuring patients and guardians are informed about patients' monies and property procedures on admission	Chief Executive	Chief Nurse
b. Prepare detailed written instructions for the administration of patients' property	Chief Finance Officer	Deputy Chief Finance Officer or Financial Controller
c. Informing staff of their duties in respect of patients' property	Chief Finance Officer	Divisional Managers, Clinical Managers and Legal Services Manager
d. Issuing property of deceased patients (See SFI 6.25). In accordance with Delegated Limits Table B Section 4	Chief Finance Officer	Deputy Chief Finance Officer or Financial Controller in conjunction with nominated Divisional Lead
34. Human Resources		
a. Develop Human resource policies and strategies for approval by the Board of Directors including training, industrial relations	Chief People Officer	Chief People Officer

Delegated matter	Delegated to ²	Operational responsibility
b. Nomination of officers to enter into contracts of employment regarding staff, agency staff or consultancy service contracts	Chief People Officer	Divisional Managers or Heads of Departments
c. Ensure that all employees are issued with a contract of employment in a form approved by the Board of Directors and which complies with employment legislation	Chief People Officer	Chief People Officer
• Staff establishment (including engagement of staff not on the establishment) and re-gradings		
d. Authority to fill funded post on the establishment with permanent staff	Chief People Officer	Clinical Directors, Divisional Managers or Heads of Departments
e. Additional staff to the agreed establishment with specifically allocated finance	Chief People Officer	Clinical Directors, Divisional Managers or Heads of Departments
f. Additional staff to the agreed establishment without specifically allocated finance	Chief Executive	Chief Finance Officer
g. Self-financing changes to an establishment	Chief People Officer	Human Resources Business Partner and Divisional Accountant
h. Nominate officers to enter into contracts of employment regarding staff, agency staff or non-medical consultancy service contracts	Chief Executive	Chief People Officer
i. Booking of bank staff <ul style="list-style-type: none"> Nursing and midwifery Other 	Chief Nurse Divisional Manager	Deputy Chief Nurse and Midwife or Matron. Chief Operating Officer
j. Booking of agency staff <ul style="list-style-type: none"> Nursing and midwifery Other 	Chief Nurse Divisional Manager	Chief Operating Officer, Matron or Heads of Nursing / Midwifery. Chief Operating Officer or Heads of Departments
k. The granting of additional increments at recruitment stage to staff within budget (other than automatic increments)	Chief People Officer	Clinical Directors, Chief Operating Officer or Heads of Departments
l. Re-grading requests / major skill mix changes (all requests shall be dealt with in accordance with Trust procedure)	Chief People Officer	Clinical Directors, Chief Operating Officer or Heads of Departments
m. Waiting list payments (approval of rates of pay and variations to agreed rates)	Chief Executive	Chief Operating Officer, Chief People Officer or Chief Finance Officer
• Grievance and disciplinary procedures		
n. Operation of grievance procedure (all grievances cases must be dealt with strictly in accordance with the Grievance Procedure and the advice of the Chief Operating Officer must be sought when the	Chief People Officer	As per Trust procedure

Delegated matter	Delegated to ²	Operational responsibility
grievance reaches the level of Clinical Director / Divisional Managers / Heads of Department)		
o. Operation of the disciplinary procedure (excluding Executive Directors)	Chief People Officer	To be applied in accordance with the Trust's Disciplinary Procedure
• Terms and conditions of employment		
p. Renewal of fixed term contract	Chief People Officer	Chief Operating Officer on advice from Vacancy Control Panel
q. Authorise mobile phone use / issue	Chief People Officer	Executive Directors, Chief Operating Officer or Heads of Departments
r. Authorisation of payment of removal expenses, excess rent and house purchases (all staff in accordance with Trust policy and as agreed at interview)	Chief People Officer	Executive Directors, Chief Operating Officer or Heads of Departments
• Pay		
s. Presentation of proposals to the Board of Directors for the setting of remuneration and conditions of service for those staff not covered by the Nominations committee	Chief Executive	Chief People Officer
t. Authority to complete standing data forms affecting pay, new starters, variations and leavers	Chief People Officer	Clinical Directors, Chief Operating Officer, Heads of Departments or line or departmental managers
u. Authority to complete and authorise staff attendance record / positive reporting forms	Chief People Officer	Clinical Directors, Chief Operating Officer, professional Heads of Service, Heads of Departments or ward or departmental managers
v. Authority to authorise overtime	Chief People Officer	Clinical Directors & Chief Operating Officer
w. Authority to authorise travel and subsistence expenses	Chief People Officer	Executive Directors, Clinical Directors, Chief Operating Officer, Heads of Departments or authorised approvers.
• Annual and special leave (refer to leave policies)		
x. Approval of annual leave	Chief People Officer	Departmental Manager (as per Trust policy)
z. Approval of annual leave carry forward (up to maximum of 5 days)	Chief People Officer	Departmental Manager (as per Trust policy)
aa. Approval of annual leave carry forward of 6 to 10 days (to occur in exceptional circumstances only)	Chief People Officer	Executive Directors, Chief Operating Officer, or Heads of Department
bb. Approval of annual leave carry forward in excess of 10 days	Chief People Officer	Executive Directors
cc. Special leave arrangements for personal, domestic and family reasons including compassionate / bereavement leave, parental leave, paternity leave, carers leave and adoption leave (to be applied in accordance with Trust Policy)	Chief People Officer	Line or Departmental Managers

Delegated matter	Delegated to ²	Operational responsibility
dd. Special Leave for non-domestic / personal / family reasons including jury service and armed services (to be applied in accordance with Trust Policy)	Chief People Officer	Chief Operating Officer or Heads of Departments
ee. Leave without pay (including short-term unpaid leave and career break)	Chief People Officer	Chief Operating Officer, Heads of Departments or line or departmental managers
ff. Medical Staff leave of absence – paid and unpaid	Chief People Officer	Clinical Director with advice from Medical Director
gg. Time off in lieu	Chief People Officer	Divisional Managers or Line Managers
hh. Maternity Leave - paid and unpaid	Chief People Officer	Automatic approval with guidance
• Sick leave		
ii. Extension of sick leave on pay	Chief People Officer	Divisional Managers or Human Resources staff, as per Trust policy
jj. Return to work part-time on full pay to assist recovery	Chief People Officer	Deputy Director of Workforce or Divisional Managers
• Study leave		
kk. Study leave outside the UK	Chief Executive	Relevant Executive Director
ll. Medical staff study leave (UK):	Medical Director Medical Director Post Graduate Tutor	Clinical Director
• Consultant		Clinical Director
• Career Grade		Clinical Director
• Non Career Grade		
mm. All other study leave (UK)	Chief People Officer	Executive Directors, Clinical Directors, Divisional Managers or Department Heads
• Retirement (including ill-health retirement)		
nn. Authorisation of return to work in part time capacity under the flexible retirement scheme	Chief People Officer	Divisional Manager
oo. Decision to pursue retirement on the grounds of ill-health following advice from the Occupational Health Department	Chief People Officer	Divisional Manager
• Redundancy (as approved by Board of Directors)	Chief Executive	Chief People Officer
35. Quotation, tendering and contracting procedures		
a. Entering into contracts on behalf of the Trust, regardless of value	Chief Executive	Executive Directors or nominated Deputy
b. Best value for money is demonstrated for all services provided under contract or in-house	Chief Executive	Chief Finance Officer, Chief Operating Officer and Head of Procurement
c. Nominate officers to oversee and manage contracts on behalf of the Trust	Chief Executive	Chief Finance Officer, Chief Operating Officer, Head of Procurement or Divisional Managers

Delegated matter	Delegated to ²	Operational responsibility
d. Set competitive tender authorisation limits (see Delegated Limits Table B, section 6)	Chief Executive	Chief Finance Officer
e. Maintain a register to show each set of competitive tender invitations despatched	Chief Executive	Financial Controller or Head of Procurement
f. Ensure that appropriate checks are carried out as to the technical and financial capability of the firms invited to tender or quote	Chief Executive	Chief Finance Officer or Head of Procurement
g. Receipt and custody of tenders prior to opening	Chief Executive	Chief Finance Officer or Head of Procurement
i. Waiving the requirement to request tenders (subject to SFI 6.26.11.6, reported to the Audit Committee)	Chief Executive	Chief Executive or Chief Finance Officer
j. Waiving the requirement to request quotes (subject to SFI 6.26.11.6)	Chief Executive / Chief Finance Officer	Chief Executive or Chief Finance Officer
36. Records		
a. Review Trust's compliance with the Retention of Records Act	Chief Executive	Executive Directors
b. Review the Trust's compliance with the Records Management Code of Practice	Chief Executive	Chief Nurse, Chief Information Officer, Chief Operating Officer and Heads of Departments
c. Ensuring the form and adequacy of the financial records of all departments	Chief Finance Officer	Deputy Chief Finance Officer
37. Reporting of Incidents to the Police		
a. Where a criminal offence is suspected: <ul style="list-style-type: none"> • Criminal offence of a violent nature • Arson or theft • Other 	Chief Operating Officer	Executive Director on call
b. Where a fraud is involved (reporting to NHS Protect and external audit)	Chief Finance Officer	Local Counter Fraud Specialist in conjunction with Chief Finance Officer
c. Deciding at what stage to involve the police in cases of misappropriation and other irregularities not involving fraud or corruption	Chief Finance Officer	Local Counter Fraud Specialist in conjunction with Chief Finance Officer
38. Risk Management		
a. Ensuring the Trust has a Risk Management Strategy and a programme of risk management	Chief Executive	Chief Operating Officer
b. Developing systems for the management of risk	Chief Operating Officer	Associate Director of Quality and Governance
c. Developing incident and accident reporting systems	Chief Operating Officer	Associate Director of Quality and Governance
d. Compliance with the reporting of incidents and accidents	Chief Operating Officer	All staff
39. Seal		

Delegated matter	Delegated to ²	Operational responsibility
a. The keeping of a register of seal and safekeeping of the seal	Chief Executive	Trust Secretary
b. Attestation of seal in accordance with Standing Orders	Chief Executive	Chief Executive and Chief Finance Officer (report to Board of Directors)
c. Property transactions and any other legal requirement for the use of the seal	Chair and Chief Executive	Chair or Non-Executive Director and the Chief Executive or their nominated Executive Director
40. Security Management		
Monitor and ensure compliance with Directions issued by the Secretary of State for Health on NHS security management including appointment of the Local Security Management Specialist	Chief Executive	Chief Operating Officer and Local Security Management Specialist
41. Setting of Fees and Charges (Income)		
a. Private Patient, Overseas Visitors, Income Generation and other patient related services	Chief Finance Officer	Deputy Chief Finance Officer and budget holders
b. Non patient care income	Chief Finance Officer	Divisional Managers, Heads of Departments or Divisional Accountants
c. Informing the Chief Finance Officer of monies due to the Trust	Chief Finance Officer	All Staff
d. Recovery of debt	Chief Finance Officer	Deputy Chief Finance Officer
e. Security of cash and other negotiable instruments	Chief Finance Officer	Deputy Chief Finance Officer
42. Stores and Receipt of Goods		
a. Responsibility for systems of control over stores and receipt of goods, issues and returns	Chief Finance Officer	Clinical Directors, Divisional Managers, Heads of Departments or Head of Procurement
b. Stocktaking arrangements	Chief Finance Officer	Clinical Directors / Divisional Managers, Heads of Departments or Head of Procurement
c. Responsibility for controls over pharmaceutical stock	Head of Pharmacy	Head of Pharmacy and Ward Managers
d. Approve system for review of slow moving and obsolete items and for condemnation, disposal and replacement of all unserviceable items	Chief Finance Officer	Clinical Directors, Divisional Managers, Heads of Departments or Head of Procurement

Table B – Delegated Financial Limits

Delegated matter	Delegated limit	Delegated to ³
1. Virement		
Authorisation of virement	£100,000 and above	Chief Executive or Chief Finance Officer and reported to Board of Directors
	£50,001 up to £100,000	Chief Finance Officer or Deputy Chief Finance Officer
	Up to £50,000	Divisional Managers, Hewitt Centre Managing Director,, Head of Management Accounts and relevant budget holder, subject to virement signed off by Divisional Accountant
2. Cash and banking		
a. Petty cash disbursements	Up to £50	Petty cash imprest holder
b. Sundry exchequer items	£100 up to £5,000	Deputy Chief Finance Officer or Financial Controller
c. Patient monies	£5,000 and above	Chief Finance Officer or another Executive Director
d. Acceptance of cash transactions	Up to £10,000	Chief Finance Officer, Deputy Chief Finance Officer or Financial Controller
3.Non-establishment pay expenditure		
Nominated officer entering into contracts or agreements with staff not on the establishment:		
a. Where aggregate commitment in any one year (or total commitment) is less than £20,000	Chief Executive	Executive Directors or Divisional Managers
b. Where aggregate commitment in any one year is more than £20,000	Chief Executive	Chief Finance Officer
4. Non-pay expenditure (including invoice authorisation without orders)		
Approving requisitions, authorising invoices and recommending contract awards.	£500,000 and above	Board Approval
	£250,000 up to £500,000	Two Executive Directors – one of which must be the Chief Executive or Chief Finance Officer
	£138,760 (inclusive of VAT) up to £250,000	Chief Executive or Chief Finance Officer
	£40,000 up to £138,760 (inclusive of VAT)	Executive Director with advice from Deputy Chief Finance Officer and/or Head of Procurement
	£5,000 up to £40,000	Divisional Manager or Head of Department

³ If the Chief Executive is absent powers delegated to them may be exercised by the nominated officer(s) acting in their absence after taking appropriate financial advice, two directors will be required to ratify any decisions within the Chief Executive's thresholds.

Delegated matter	Delegated limit	Delegated to ³
	Up to £5,000	Budget holder
5. Capital expenditure		
Requisitioning items / services against capital budget	Over £500,000	Board of Directors (minute approval)
	£250,000 up to £500,000	Chief Executive and Chief Finance Officer
	£25,000 up to £250,000	Chief Finance Officer or Chief Operating Officer
	Up to £25,000	Chief Finance Officer or project sponsor or delegated nominee
6. Quotation, tendering and contract procedures		
a. Quotations: <i>Obtaining</i> a minimum of 3 written quotations for goods / services	£10,000 up to £40,000 including VAT	Head of Procurement & Contracts
b. Competitive tenders: <i>Obtaining</i> a minimum of 3 written competitive tenders for goods / services (in compliance with EC directives as appropriate)	£40,000 - Prevailing OJEU Limit(s) Currently £213,477 including VAT	Head of Procurement & Contracts
c. Competitive Tenders: OJEU Tender process or use of compliant framework where applicable	> £213,477 including VAT	Head of Procurement & Contracts
d. Waiving requirements for tenders, subject to full compliance with standing orders: Tenders	£5,000 up to £213,477 (including VAT)	The Chief Finance Officer in the first instance. Should the Chief Finance Officer be absent for an extended period of time; or absent when an urgent requirement occurs relating to either service continuity or patient care Deputy Chief Finance Officer or any Executive Director will have delegated authority to authorise the use of a waiver.
7. Funds held on trust		
a. Expenditure authorisation (per request) – General Purpose Fund	£40,001 and above	Chief Nurse or Deputy Chief Finance Officer plus Chief Finance Officer plus Charitable Funds Committee
	£20,001 up to £40,000	Chief Nurse or Deputy Chief Finance Officer plus Chief Finance Officer
	Up to £20,000	Chief Nurse or Deputy Chief Finance Officer
b. Expenditure authorisation (per request) – Funds other than the General Purpose Fund	£30,000 and above	Nominated fund holder(s) plus Deputy Chief Finance Officer plus Chief Finance Officer and NED plus Charitable Funds Committee
	£10,001 up to £29,999	Nominated fund holder(s) plus Deputy Chief Finance Officer plus Chief Finance Officer and NED

Delegated matter	Delegated limit	Delegated to ³
	Up to £10,000	Nominated fund holder(s) plus Deputy Chief Finance Officer
8. Disposals and condemnations		
With current / estimated purchase price	£5,000 and above	Divisional Manager or Deputy Chief Finance Officer with advice of relevant professional lead where appropriate
	Up to £5,000	Divisional Manager or Head of Department with advice of relevant professional lead where appropriate
9. Losses and special payments		
<u>Losses</u>	£250,000 and above	Board of Directors
a. Fruitless payments (including abandoned capital schemes)	£5,000 up to £250,000	Chief Executive or Chief Finance Officer and reported to Audit Committee
	Up to £5,000	Chief Executive or Chief Finance Officer
b. Losses of cash due to theft, fraud, overpayment and others	£50,000 and above	Board of Directors
c. Bad debts and claims abandoned	£1,000 up to £50,000	Chief Executive or Chief Finance Officer and reported to Audit Committee
	Up to £1,000	Deputy Chief Finance Officer
d. Damage to buildings, fittings, furniture and equipment and loss of equipment and property in stores and in use due to culpable causes (e.g. fraud, theft, arson)	Up to £1,000	Chief Executive or Chief Finance Officer
<u>Special payments</u>	£50,000 and above	Board of Directors
e. Compensation payments by court order	£2,000 up to £50,000	Chief Executive or Chief Finance Officer
	Up to £2,000	Legal Services Manager
f. Ex-gratia payments to patients / staff for loss of personal effects	£50,000 and above	Board of Directors
	£2,000 to £50,000	Chief Executive or Chief Finance Officer
	Up to £2,000	Legal Services Manager
	£50,000 and above	Board of Directors
g. Other ex-gratia payments	Up to £50,000	Chief Executive or Chief Finance Officer
10. Legally binding contracts for clinical service provision or purchase of clinical support services under Foundation Trust contracts		
	£1million annual value and above	Chief Executive or Chief Finance Officer or Chief Operating Officer
	Up to £1million annual value	Chief Finance Officer or Chief Operating Officer

6.1 Introduction

- 6.1.1 The independent regulator sets the Licence for the Foundation Trust that require compliance with the principles of best practice applicable to corporate Governance within the NHS/ Health Sector with any relevant code of proactive ad guidance issued by the independent regulator.
- 6.1.2 The Code of Conduct and Accountability in the NHS⁴ requires that each NHS Foundation Trust shall give, and may vary or revoke, Standing Financial Instructions for the regulation of the conduct of its members and officers in relation to all financial matters with which they are concerned. These Standing Financial Instructions (SFIs) are issued in accordance with the Code. They shall have effect as if incorporated in the Standing Orders (SOs) of the Foundation Trust.
- 6.1.3 These SFIs detail the financial responsibilities, policies and procedures to be adopted by the Foundation Trust. They are designed to ensure that its financial transactions are carried out in accordance with the law and Government policy in order to achieve probity, accuracy, economy, efficiency and effectiveness. They should be used in conjunction with the Schedule of Decisions Reserved to the Board of Directors and the Scheme of Delegation adopted by the Foundation Trust.
- 6.1.4 These SFIs identify the financial responsibilities which apply to everyone working for the Foundation Trust and its constituent organisations, including Trading Units. They do not provide detailed procedural advice. These statements should therefore be read in conjunction with the detailed departmental and financial procedure notes. The Chief Finance Officer must approve all financial procedures.
- 6.1.5 Should any difficulties arise regarding the interpretation or application of any of the SFIs, then the advice of the Chief Finance Officer **MUST BE SOUGHT BEFORE ACTING**. The user of these SFIs should also be familiar with and comply with the provisions of the Foundation Trust's SOs.

FAILURE TO COMPLY WITH STANDING FINANCIAL INSTRUCTIONS AND STANDING ORDERS IS A DISCIPLINARY MATTER, WHICH COULD RESULT IN DISMISSAL.

- 6.1.6 Overriding Standing Financial Instructions – If for any reason these Standing Financial Instructions 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 Audit Committee for referring action or ratification. All members of the Board of Directors and staff have a duty to disclose any non-compliance with these Standing Financial Instructions to the Chief Finance Officer as soon as possible.

6.2 Terminology

- 6.2.1 Unless the contrary intention appears or the context otherwise requires, words or expressions contained in the constitution and these instructions bear the same meaning as in the National Health Service Act 2006. References in the Constitution to legislation include all amendments, replacements, or re-enactments made.

⁴ Code of Conduct, Code of Accountability, Department of Health (1994 & 2004)

- 6.2.2 Wherever the title Chief Executive, Chief Finance Officer, or other nominated officer is used in these instructions, it shall be deemed to include such other directors or employees who have been duly authorised to represent them. Wherever the term "employee" is used, and where the context permits, it shall be deemed to include employees of third parties contracted to the Foundation Trust when acting on behalf of the Foundation Trust, including nursing and medical staff and consultants practising on the Foundation Trust premises and members of staff of private contractors or trust staff working for private contractors under retention of employment model.

6.3 Responsibilities and Delegation

- 6.3.1 The Foundation Trust shall at all times remain a going concern as defined by the relevant accounting standards in force. The Board of Directors exercises financial supervision and control by:
- (a) Formulating the financial strategy;
 - (b) Requiring the submission and approval of budgets within overall income;
 - (c) Defining and approving essential features in respect of important procedures and financial systems (including the need to obtain value for money) and by ensuring appropriate audit provision; and
 - (d) Defining specific responsibilities placed on directors and employees as indicated in the Scheme of Delegation document.
- 6.3.2 The constitution dictates that the Council of Governors may not delegate any of its powers to a committee or sub-committee. The Board of Directors has resolved that certain powers and decisions may only be exercised by the Board of Directors in formal session. These are set out in the "Reservation of Powers to the Board of Directors" document, published within the Scheme of Delegation. The Board of Directors will delegate responsibility for the performance of its functions in accordance with the Scheme of Delegation document adopted by the Foundation Trust.
- 6.3.3 Within the SFIs, it is acknowledged that the Chief Executive is ultimately accountable to the Board of Directors and as the Accounting Officer for ensuring that the Board of Directors meets its obligation to perform its functions within the available financial resources. The Chief Executive has overall executive responsibility for the Foundation Trust's activities, is responsible to the Board of Directors for ensuring that its financial obligations and targets are met and has overall responsibility for the Foundation Trust's system of internal control.
- 6.3.4 The Chief Executive and Chief Finance Officer will, as far as possible, delegate their detailed responsibilities but they remain accountable for financial control.
- 6.3.5 It is a duty of the Chief Executive to ensure that existing directors and employees and all new appointees are notified of and understand their responsibilities within these Instructions. All staff shall be responsible for ensuring conformity with the Standing Orders, Standing Financial Instructions and financial procedures of the Foundation Trust.
- 6.3.6 The Chief Finance Officer is responsible for:
- (a) Implementing the Foundation Trust's financial policies and for co-ordinating any corrective action necessary to further these policies (the SFIs themselves do not provide detailed procedural advice. These statements should therefore be read in conjunction with the detailed departmental and financial procedure notes);
 - (b) Maintaining an effective system of internal financial control, including ensuring that detailed financial procedures and systems incorporating the principles of separation

of duties and internal checks are prepared, documented and maintained to supplement these instructions;

- (c) Ensuring that sufficient records are maintained to show and explain the Foundation Trust's transactions, in order to disclose, with reasonable accuracy, the financial position of the Foundation Trust at any time and, without prejudice to any other functions of directors and employees to the Foundation Trust, the duties of the Chief Finance Officer include:
- (d) The provision of financial advice to other members of the Board of Directors, Council of Governors and employees;
- (e) The design, implementation and supervision of systems of internal financial control; and
- (f) The preparation and maintenance of such accounts, certificates, estimates, records and financial reports as the Foundation Trust may require for the purpose of carrying out its statutory duties.

6.3.7 All directors and employees, severally and collectively, are responsible for:

- (a) The security of the property of the Foundation Trust;
- (b) Avoiding loss;
- (c) Exercising economy and efficiency in the use of resources; and
- (d) Conforming to the requirements of Standing Orders, Standing Financial Instructions, Financial Procedures and the Scheme of Delegation.

6.3.8 Any contractor or employee of a contractor who is empowered by the Foundation Trust to commit the Foundation Trust to expenditure or who is authorised to obtain income shall be covered by these instructions. It is the responsibility of the Chief Executive to ensure that such persons are made aware of this.

6.3.9 For any and all directors and employees who carry out a financial function, the form in which financial records are kept and the manner in which directors and employees discharge their duties must be to the satisfaction of the Chief Finance Officer.

6.4 Audit

6.4.1 Audit Committee

6.4.1.1 In accordance with Standing Orders, the Board of Directors shall formally establish an Audit Committee with clearly defined terms of reference, which will provide an independent and objective view of internal control by:

- (a) Overseeing internal and external audit services;
 - Internal audit
 - to monitor and review the effectiveness of the internal audit function
 - External audit
 - to assess the external auditor's work and fees on an annual basis to ensure that the work is of sufficiently high standard and that the fees are reasonable
 - to ensure a market testing exercise for the appointment of the external auditor is undertaken at least once every five years
 - to make recommendations to the Council of Governors, in relation to the appointment, re-appointment and removal of the external auditor and to approve the remuneration and terms of engagement of the external auditor
 - to review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process, taking into account relevant UK professional and regulatory requirements.

- (b) Reviewing financial and information systems and monitoring the integrity of the financial statements and any formal announcements relating to the Trust's financial performance and reviewing of significant financial reporting judgements;
- (c) Reviewing the effective implementation of corporate governance measures to enable the Foundation Trust to implement best practice as set out in appropriate guidance. This will include the Assurance Framework and control related disclosure statements, for example the Statement on Internal Control and supporting assurance processes, together with any accompanying audit statement, prior to endorsement by the Board of Directors
- (d) Review the establishment and maintenance of an effective system of integrated governance, risk management and internal control, across the whole of the organisation's activities (clinical, operational, compliance controls and risk management systems) that support the achievement of the organisation's objectives
- (e) Monitoring compliance with Standing Orders and Standing Financial Instructions;
- (f) Reviewing schedules of losses and compensations and making recommendations to the Board of Directors.

6.4.1.2 The Board of Directors shall satisfy itself that at least one member of the Audit Committee has recent and relevant financial experience.

6.4.1.3 Where the Audit Committee feels there is evidence of ultra vires transactions, evidence of improper acts, or if there are other important matters that the committee wish to raise, the chair of the Audit Committee should raise the matter at a full meeting of the Board of Directors (to the Chief Finance Officer in the first instance).

6.4.1.4 It is the responsibility of the Chief Finance Officer to ensure an adequate internal audit service is provided, and the Audit Committee shall be involved in the selection process when an internal audit service provider is changed.

6.5 Chief Finance Officer

6.5.1 The Chief Finance Officer is responsible for:

- (a) Ensuring there are arrangements to review, evaluate and report on the effectiveness of internal control, including the establishment of an effective internal audit function and the coordination of other assurance arrangements;
- (b) Ensuring that the internal audit is adequate and meets the NHS mandatory audit standards;
- (c) Deciding at what stage to involve the police in cases of fraud, misappropriation, and other irregularities not involving fraud or corruption;
- (d) Ensuring that an annual internal audit report is prepared for the consideration of the Audit Committee and the Board of Directors. The report must cover:
 - (i) An opinion to support the statement on the effectiveness of internal controls in accordance with current guidance issued by the Department of Health;
 - (ii) Major internal financial control weaknesses discovered;
 - (iii) Progress on the implementation of internal audit recommendations;
 - (iv) Progress against plan over the previous year;
 - (v) Strategic audit plan covering the coming three years;
 - (vi) A detailed plan for the coming year.

6.5.2 The Chief Finance Officer or designated auditors are entitled without necessarily giving prior notice to require and receive:

- (a) Access to all records, documents and correspondence relating to any financial or other relevant transactions, including documents of a confidential nature;
- (b) Access at all reasonable times to any land, premises, members of the Board of Directors and Council of Governors or employee of the Foundation Trust;

- (c) The production of any cash, stores or other property of the Foundation Trust under a member of the Board of Directors or employee's control; and
- (d) Explanations concerning any matter under investigation.

6.6 Role of Internal Audit

- 6.6.1 The NHS Foundation Trust Accounting Officer Memorandum requires the Foundation Trust to have an internal audit function.
- 6.6.2 The role of internal audit embraces two key areas:
- The provision of an independent and objective opinion to the Accounting Officer, the Board of Directors and the Audit Committee on the degree to which risk management, control and governance support the achievement of the organisation's agreed objectives
 - The provision of an independent and objective consultancy service specifically to help line management improve the organisation's risk management, control and governance arrangements.
- 6.6.3 Internal Audit will review, appraise and report upon:
- (a) The extent of compliance with, and the financial effect of, relevant established policies, plans and procedures;
 - (b) The adequacy and application of financial and other related management controls;
 - (c) The suitability of financial and other related management data;
 - (d) The extent to which the Foundation Trust's assets and interests are accounted for and safeguarded from loss of any kind, arising from:
 - i) fraud and other offences
 - ii) waste, extravagance, inefficient administration
 - iii) poor value for money or other causes.
 - (e) Internal Audit shall also independently verify the assurance statements in accordance with guidance from NHS England and the Department of Health.
- 6.6.4 Whenever any matter arises which involves, or is thought to involve, irregularities concerning cash, stores, or other property or any suspected irregularity in the exercise of any function of a pecuniary nature, the Chief Finance Officer must be notified immediately.
- 6.6.5 The Head of Internal Audit will normally attend Audit Committee meetings and has a right of access to all Audit Committee members, the Chair and Chief Executive of the Foundation Trust.
- 6.6.6 The Head of Internal Audit shall be accountable to the Audit Committee. The reporting system for internal audit shall be agreed between the Chief Finance Officer, the Audit Committee and the Head of Internal Audit. The agreement shall be in writing and shall comply with the guidance on reporting contained in the Public Sector Internal Auditing Standards (PSIAS). The reporting system shall be reviewed at least every three years. Where, in exceptional circumstances, the use of normal reporting channels is thought to limit the objectivity of the audit, the Head of Internal Audit shall have access to report direct to the Chair or a non-executive member of the Foundation Trust's Audit Committee.
- 6.6.7 Managers in receipt of audit reports referred to them have a duty to take appropriate remedial action within the agreed timescales specified within the report. The Chief Finance Officer shall identify a formal review process to monitor the extent of compliance with audit recommendations. Where appropriate remedial action has failed

to take place within a reasonable period, the matter shall be reported to the Chief Finance Officer.

6.7 External Audit

6.7.1 Duties

- 6.7.1.1** The Foundation Trust is to have an external auditor and is to provide the external auditor with every facility and all information which they may reasonably require.
- 6.7.1.2** The external auditor is to carry out their duties in accordance with Schedule 10 of the 2006 Act and in accordance with any directions given by the Independent Regulator on standards, procedures and techniques to be adopted.
- 6.7.1.3** In auditing the accounts the financial auditor must, by examination of the accounts and otherwise, satisfy themselves that the Foundation Trust has made proper arrangements for securing economy, efficiency and effectiveness in its use of resources.
- 6.7.1.4** The Foundation Trust is required to include an annual governance statement within its annual report and financial accounts which include the quality report. The external auditors have a responsibility to:
- consider the completeness of the disclosures in meeting the relevant requirements; and
 - identify any inconsistencies between the disclosures and the information that they are aware of from their work on the financial statements, quality report and other work.
- 6.7.2 Appointment of External Auditor**
- 6.7.2.1** The external auditor is appointed by the Council of Governors following recommendation from the Audit Committee. ⁵The Audit Code for NHS Foundation Trusts (“the Audit Code”) contains the directions of NHS England with respect of those eligible to be appointed under the National Health Service Act 2006, and with respect to the standards, procedures and techniques to be adopted by the external auditor.
- 6.7.2.2** A person may only be appointed as the external auditor if they (or in the case of a firm of each of its members) are a member of one or more of the bodies referred to in Schedule 10 of the 2006 Act.
- 6.7.2.3** The Council of Governors at a general meeting shall appoint or remove the Foundation Trust’s external auditor.
- 6.7.2.4** The Board of Directors may, upon taking the advice of the Audit Committee, resolve that external auditors be appointed to review and publish a report on any other aspect of the Foundation Trust’s performance. Approval of the engagement of external auditors on non-audit work will take into account relevant ethical guidance regarding the provision of such services. Any such auditors are to be appointed by the Council of Governors.
- 6.7.3 Undertaking Work**
- 6.7.3.1** NHS England may require auditors to undertake work on its behalf at the Foundation Trust. In this situation, a tripartite agreement between the Independent Regulator, the auditor and the Foundation Trust will be agreed. This agreement, which will include

⁵ Audit Code for NHS Foundation Trust, NHS Improvement (2011)

details of the subsequent work and reporting arrangements, will be in accordance with the principles established in the guidance issued by the Institute of Chartered Accountants in England and Wales in audit 05/03: Reporting to Regulators or Regulated Entities.

6.7.3.2 The auditor may, with the approval of the Council of Governors, provide the Foundation Trust with services which are outside of the scope as defined in the code (additional services). The Foundation Trust shall adopt and implement a policy for considering and approving any additional services to be provided by the auditor.

6.7.4 Liaison with Internal Audit

6.7.4.1 It is expected that the external auditors will liaise with the internal audit function in order to obtain a sufficient understanding of internal audit activities to assist in planning the audit and developing an effective audit approach. The auditors may also wish to place reliance upon certain aspects of the work of internal audit in satisfying their statutory responsibilities as set out in the 2006 Act and the Audit Code. In particular the financial auditor may wish to consider the work of internal audit when undertaking their procedures in relation to the statement on internal control.

6.7.5 Access To Documents

6.7.5.1 The Auditors of the Foundation Trust have a right of access at all reasonable times to every document relating to the Foundation Trust which appears to them necessary for the purpose of their functions under Schedule 10 of the 2006 Act.

6.7.6 Public Interest Report

6.7.6.1 In the event of the External Auditor issuing a Public Interest report the Foundation Trust shall:

- Send the public interest report to the Council of Governors, the Board of Directors and NHS England:
 - At once if it is an immediate report; or
 - Not later than 14 days after conclusion of the audit.
- Forward a report to NHS England within 30 days (or such shorter period as the Independent Regulator may specify) of the report being issued. The report shall include details of the Foundation Trust's response to the issues raised within the Public Interest report.

References in 6.6.5 and 6.6.7 relate equally to internal and external audit.

6.8 Fraud and Bribery

6.8.1 Fraud applies to any person who dishonestly makes a false representation to make a gain for himself or another or dishonestly fails to disclose to another person, information which he is under a legal duty to disclose, or commits fraud by abuse of position, including any offence as defined in the Fraud Act 2006. Bribery applies in the giving (or offering) or receiving (or requesting) a financial or other advantage in connection with the improper performance of a position of trust, or a function that is expected to be performed impartially or in good faith.

6.8.2 The Foundation Trust shall take all necessary steps to counter fraud and bribery affecting NHS funded services in accordance with Clause 47 of the "Foundation Trust Agency Purchase Contract" (FTAPC) including Schedule 11 and in accordance with:
(a) The NHS Fraud and Corruption Manual published by NHS Counter Fraud Authority;
(b) The policy statement "Applying Appropriate Sanctions Consistently" published by NHS Counter Fraud Authority;
(c) Any other reasonable guidance or advice issued by CFSMS that affects efficiency, systemic and/or procedural matters

- (d) The Fraud Act 2006;
- (e) The Bribery Act 2010.

The Chief Executive and Chief Finance Officer shall monitor and ensure compliance with the above.

- 6.8.3 The Foundation Trust shall nominate a suitable, independent person to carry out the duties of the Local Counter Fraud Specialist as specified by the Department of Health Fraud and Corruption Manual and guidance.
- 6.8.4 The Local Counter Fraud Specialist shall report to the Foundation Trust Chief Finance Officer and shall work with the staff of NHS Counter Fraud Authority in accordance with the Department of Health Fraud and Corruption Manual.
- 6.8.5 All allegations of fraud and bribery will be reported and if necessary investigated by the Local Counter Fraud Specialist. All accountable officers should also be aware of their obligation to pass any referrals onto the Local Counter Fraud Specialist at their earliest convenience.
- 6.8.6 The Local Counter Fraud Specialist will provide a written plan and report, at least annually, on counter fraud work within the Foundation Trust.

6.9 Security Management

- 6.9.1 The Foundation Trust shall promote and protect the security of people engaged in activities for the purposes of the health service functions of that body, its property and its information in accordance with the requirements of the 'Foundation Trust Contract', having regard to any other reasonable guidance or advice issued by NHS Protect.
- 6.9.2 The Foundation Trust shall nominate and appoint a local security management specialist as per the Foundation Trust contract.
- 6.9.3 The Chief Executive has overall responsibility for controlling and coordinating security. However, key tasks are delegated to the Security Management Director (SMD) and the appointed Local Security Management Specialist (LSMS).

6.10 Allocations/Payment by Results, Business Planning, Budgets, Budgetary Control, and Monitoring

6.10.1 Preparation and approval of Business Plans and Budget

- 6.10.1.1 The Chief Executive will compile and submit to the Board of Directors an annual plan that takes into account financial targets and forecast limits of available resources. The annual plan will contain:

- (a) A statement of the significant assumptions on which the plan is based;
- (b) Details of major changes in workload, delivery of services or resources required to achieve the plan.

- 6.10.1.2 Prior to the start of the financial year the Chief Finance Officer will, on behalf of the Chief Executive, prepare and submit budgets relating to income and expenditure for approval by the Board of Directors. Such budgets will:
 - (a) Be in accordance with the aims and objectives set out in the annual plan, and the commissioners' local delivery plans;
 - (b) Accord with workload and workforce plans;
 - (c) Be produced following discussion with appropriate budget holders;
 - (d) Be prepared within the limits of available funds;
 - (e) Identify potential risks;

(f) Be based on reasonable and realistic assumptions; and

- 6.10.1.3** The Chief Finance Officer shall monitor financial performance against budgets, periodically review it and report to the Board of Directors. Any significant variances should be reported by the Chief Finance Officer to the Board of Directors as soon as they come to light, and the Board of Directors shall be advised of action to be taken in respect of such variances.
- 6.10.1.4** All budget holders must provide information as required by the Chief Finance Officer to enable budgets to be compiled.
- 6.10.1.5** All budget holders will sign up to their allocated budgets at the commencement of each financial year.
- 6.10.1.6** The Chief Finance Officer has a responsibility to ensure that adequate training is delivered on an on-going basis to budget holders and budget managers to help them manage successfully.

6.10.2 Budgetary Delegation

- 6.10.2.1** The Chief Executive may delegate the management of a budget to permit the performance of a defined range of activities, including pooled budget arrangements under Section 31 of the Health Act 1999. This delegation must be in writing and be accompanied by a clear definition of:
- (a) The amount of the budget;
 - (b) The purpose(s) of each budget heading;
 - (c) Individual and group responsibilities;
 - (d) Authority to exercise virement (which cannot be from a non-pay heading into a pay heading) (see also sections 6.10.2.2 and 6.10.2.3 below);
 - (e) Achievement of planned levels of service; and
 - (f) The provision of regular reports.
- 6.10.2.2** The Chief Executive and delegated budget holders must not exceed the budgetary total or virement limits set by the Board of Directors.
- 6.10.2.3** Any budgeted funds not required for their designated purpose(s) revert to the immediate control of the Chief Executive, subject to any authorised use of virement.
- 6.10.2.4** Non-recurring budgets should not be used to finance recurring expenditure without the authority in writing of the Chief Executive as advised by the Chief Finance Officer.

6.10.3 Budgetary Control and Reporting

- 6.10.3.1** The Chief Finance Officer will devise and maintain systems of budgetary control. These will include:
- (a) Regular financial reports to the Board of Directors in a form approved by the Board of Directors containing:
 - i) Income and expenditure to date showing trends and forecast year-end position;
 - ii) Balance sheet, including movements in working capital;
 - iii) Capital project spend and projected outturn against plan;
 - iv) Explanations of any material variances from plan/budget;
 - v) Details of any corrective action where necessary and the Chief Executive's and/or Chief Finance Officer's view of whether such actions are sufficient to correct the situation;

- (b) The issue of timely, accurate and comprehensible advice and financial reports to each budget holder and budget manager, covering the areas for which they are responsible;
- (c) Investigation and reporting of variances from financial, and workload budgets;
- (d) Monitoring of management action to correct variances;
- (e) Arrangements for the authorisation of budget transfers;
- (f) Advising the Chief Executive and Board of Directors of the consequences of changes in policy, pay awards and other events and trends affecting budgets and shall advise on the economic and financial impact of future plans and projects; and
- (g) Review of the bases and assumptions used to prepare the budgets.

In the performance of these duties the Chief Finance Officer will have access to all budget holders and budget managers on budgetary matters and shall be provided with such financial and statistical information as is necessary.

- 6.10.3.2** Each budget holder is responsible for ensuring that:
- (a) Any planned or known overspending or reduction of income which cannot be met by virement is not incurred without the prior consent of the Board of Directors;
 - (b) Officers shall not exceed the budget limit set;
 - (c) The amount provided in the approved budget is not used in whole or in part for any purpose other than that specifically authorised subject to the rules of virement; and
 - (d) No permanent employees are appointed without the approval of the Chief Executive or Chief Finance Officer other than those provided for in the budgeted establishment as approved by the Board of Directors.
- 6.10.3.3** The Chief Executive is responsible for identifying and implementing cost improvements and income generation initiatives in accordance with the requirements of the Annual Business Plan and a balanced budget.
- 6.10.4** **Capital Expenditure**
- 6.10.4.1** The general rules applying to delegation and reporting shall also apply to capital expenditure (the particular applications relating to capital are contained in Section 6.18). A project sponsor will be identified who will assume responsibility for the budget relating to the scheme.
- 6.10.5** **Monitoring Returns**
- 6.10.5.1** The Chief Executive is responsible for ensuring that the appropriate monitoring forms are submitted to the requisite monitoring organisation within specified timescales.
- 6.11** **Annual Accounts and Reports**
- 6.11.1** **Accounts**
- 6.11.1.1** The Foundation Trust shall keep accounts in such form as NHS England may with the approval of HM Treasury direct. The accounts are to be audited by the Foundation Trust's external auditor. The following documents will be made available to the Comptroller and Auditor General for examination at their request:
- the accounts;
 - any records relating to them; and
 - any report of the financial auditor on them.
- 6.11.1.2** The functions of the Foundation Trust with respect to the preparation of the annual accounts shall be delegated to the Accounting Officer.

- 6.11.1.3** In preparing its annual accounts, the accounting officer shall cause the Foundation Trust to comply with any directions given by the Independent Regulator with the approval of the Treasury as to:
- the methods and principles according to which the accounts are to be prepared;
 - the information to be given in the accounts;
- and shall be responsible for the functions of the Foundation Trust as set out in Schedule 10 to the 2006 Act.
- 6.11.1.4** The annual accounts, any report of the external auditor on them, and the annual report are to be presented to the Council of Governors at a General Meeting. The Accounting Officer shall cause the Foundation Trust to:
- lay a copy of the annual accounts, and any report of the financial auditor on them, before Parliament; and
 - once it has done so, send copies of those documents to NHS England.
- 6.11.1.5** Responsibility for complying with the requirements relating to the form, preparation and presentation of the accounts shall be delegated to the Accounting Officer.
- 6.11.2** **Annual Reports**
- 6.11.2.1** The Foundation Trust is to prepare annual reports and send them to the independent regulator, NHS England. The reports are to give:
- information on any steps taken by the Foundation Trust to secure that (taken as a whole) the actual membership of its public constituencies and of the classes of the staff constituency is representative of those eligible for such membership; and
 - any other information NHS England requires.
- 6.11.2.2** The Foundation Trust is to comply with any decision NHS England makes as to:
- the form of the reports;
 - when the reports are to be sent to them;
 - the periods to which the reports are to relate.
- 6.11.2.3** The external auditors of the Foundation Trust have a responsibility to read the information contained within the Annual Report and consider the implications for the audit opinion and/or certificate if there are apparent misstatements or material inconsistencies with the financial statements.
- 6.11.2.4** **Annual Plans**
- 6.11.2.5** The Foundation Trust is to give information as to its forward planning in respect of each financial year to be submitted in accordance with requirements and timescales set by NHS England. The document containing this information is to be prepared by the Directors, and in preparing the document, the Board of Directors must have regard to the views of the Council of Governors. The Annual Plan must be approved by the Board of Directors.

6.11.3 Other Reports

6.11.3.1 The Foundation Trust is required to publish a separate Quality Account each year as required by the NHS Act 2009 and in the terms set out in the NHS (Quality Accounts) Regulations 2010 and any guidance issued by NHS England.

6.12 Bank and OPG Accounts

6.12.1 General

6.12.1.1 The Chief Finance Officer is responsible for managing the Foundation Trust banking arrangements and for advising the Foundation Trust on the provision of banking services and operation of accounts.

6.12.1.2 The Board of Directors shall approve the banking arrangements.

6.12.2 Bank and OPG Accounts

6.12.2.1 The Chief Finance Officer is responsible for:

- (a) Bank accounts including those provided by the Government Banking Service (GBS), and other forms of working capital financing;
- (b) Establishing separate bank accounts for the Foundation Trust's non-exchequer funds;
- (c) Ensuring payments made from bank accounts do not exceed the amount credited to the account except where arrangements have been made;
- (d) Reporting to the Board of Directors all arrangements made with the Foundation Trust's bankers for accounts to be overdrawn (together with the remedial action taken).

6.12.2.2 All accounts should be held in the name of the Foundation Trust. No officer other than the Chief Finance Officer shall open any account in the name of the Foundation Trust or for the purpose of furthering Foundation Trust activities.

6.12.3 Banking Procedures

6.12.3.1 The Chief Finance Officer will prepare detailed instructions on the operation of bank accounts which must include:

- (a) The conditions under which each bank is to be operated;
- (b) The limit to be applied to any overdraft; and
- (c) Those authorised to sign cheques or other orders drawn on the Foundation Trust's accounts.

6.12.3.2 The Chief Finance Officer must advise the Foundation Trust's bankers in writing of the conditions under which each account will be operated.

6.12.3.3 The Chief Finance Officer shall approve security procedures for any cheques issued without a handwritten signature e.g. lithographed. Manually produced cheques shall be signed by the authorised officer(s) in accordance with the bank mandate. All cheques shall be treated as controlled stationery, in the charge of a duly designated officer controlling their issue.

6.12.3.4 Acceptance of cash will be limited to a maximum of £10,000.

6.12.4 Tendering and Review

6.12.4.1 The Chief Finance Officer will review the banking arrangements of the Foundation Trust at regular intervals to ensure they reflect best practice and represent best value for money by periodically seeking competitive tenders for the Foundation Trust's business banking.

- 6.12.4.2** Competitive tenders should be sought at least every five years. The results of the tendering exercise should be reported to the Board of Directors. This review is not applicable to GBS accounts.
- 6.13 Income, Fees and Charges and Security of Cash, Cheques and other Negotiable Instruments**
- 6.13.1 Income Systems**
- 6.13.1.1** The Chief Finance Officer is responsible for designing, maintaining and ensuring compliance with systems for the proper recording, invoicing, collection and coding of all monies due.
- 6.13.1.2** All such systems shall incorporate, where practicable, in full the principles of internal check and separation of duties.
- 6.13.1.3** The Chief Finance Officer is also responsible for the prompt banking of all monies received.
- 6.13.2 Fees and Charges other than Foundation Trust Agency Purchase Contract**
- 6.13.2.1** The Foundation Trust shall follow the Department of Health advice in the NHS Costing Manual in setting prices for non-commercial contracts with NHS organisations other than those covered by the Foundation Trust Agency Purchase Contract and non-NHS organisations.
- 6.13.2.2** The Chief Finance Officer is responsible for approving and regularly reviewing the level of all fees and charges other than those determined by the Department of Health or by Statute. Independent professional advice on matters of valuation shall be taken as necessary. Where sponsorship income (including items in kind such as subsidised goods or loans of equipment) is considered, the guidance in the Department of Health's ⁶'Commercial sponsorship: Ethical standards in the NHS' shall be followed.
- 6.13.2.3** All employees must inform the Chief Finance Officer promptly of money due arising from transactions which they initiate/deal with, including all contracts, leases, tenancy agreements, private patient undertakings and other transactions.
- 6.13.3 Non-NHS Income**
- 6.13.3.1** In accordance with Part 4 of the Health and Social Care Act 2012 the Foundation Trust shall ensure that the income it receives from providing goods and services for the NHS is greater than its income from other sources.
- 6.13.3.2** Where the Foundation Trust proposed to increase by 5% or more the proportion of its total income in any financial year attributable to activities other than the provision of goods and services for the health service, it will seek approval from the Council of Governors.
- 6.13.4 Debt Recovery**
- 6.13.4.1** The Chief Finance Officer is responsible for the appropriate recovery action on all outstanding debts, including a formal follow up procedure for all debtor accounts.
- 6.13.4.2** Income not received should be dealt with in accordance with losses procedures (see paragraph 6.21 below).

⁶ Commercial sponsorship: Ethical standards for the NHS, Department of Health (2000)

- 6.13.4.3** Overpayments should be detected (or preferably prevented) and recovery initiated.
- 6.13.5** **Security of Cash, Cheques and Other Negotiable Instruments**
- 6.13.5.1** The Chief Finance Officer is responsible for:
- (a) Approving the form of all receipt books, agreement forms, or other means of officially acknowledging or recording monies received or receivable (no form of receipt which has not been specifically authorised by the Chief Finance Officer should be issued);
 - (b) Ordering and securely controlling any such stationery;
 - (c) The provision of adequate facilities and systems for employees whose duties include collecting and holding cash, including the provision of safes or lockable cash boxes, the procedures for keys, and for coin operated machines; and
 - (d) Prescribing systems and procedures for handling cash and negotiable securities on behalf of the Foundation Trust.
- 6.13.5.2** Official money shall not under any circumstances be used for the encashment of private cheques, nor IOUs.
- 6.13.5.3** Staff shall be informed in writing on appointment of their responsibilities and duties for the collection, handling or disbursement of cash, cheques etc.
- 6.13.5.4** All cheques, postal orders, cash or other negotiable instruments shall be banked promptly intact. Disbursements shall not be made from cash received, except under arrangements approved by the Chief Finance Officer.
- 6.13.5.5** The Foundation Trust will not accept a cash payment for a single transaction which is in excess of the current limit (€15,000 as at October 2010 or sterling equivalent or £10,000, whichever is lower.) This exempts the Trust from the requirement to register under the 2007 Money Laundering Regulations that came into effect on 15 December 2007.
- 6.13.5.6** The holders of safe keys shall not accept unofficial funds for depositing in their safes unless such deposits are in special sealed envelopes or locked containers. It shall be made clear to the depositors that the Foundation Trust is not to be held liable for any loss, and written indemnities must be obtained from the organisation or individuals absolving the Foundation Trust from responsibility for any loss.
- 6.13.5.7** Any loss or shortfall of cash, cheques or other negotiable instruments, however occasioned, shall be monitored and recorded within the Finance Department. Any significant trends should be reported to the Chief Finance Officer and internal audit via the incident reporting system. Where there is prima facie evidence of fraud or corruption, this should follow the form of the Foundation Trust's Fraud and Corruption Response Plan and the guidance provided by NHS Protect .
- 6.13.5.8** Where there is no evidence of fraud or corruption, the loss should be dealt with in line with the Foundation Trust's Losses and Compensations Procedures (see section 6.20 below).
- 6.14** **Foundation Trust Contracts**
- 6.14.1** **Provision of Services**
- 6.14.1.1** The Board of Directors shall regularly review and shall at all times maintain and ensure the capacity and capability of the Foundation Trust to provide Commissioner Requested Services in accordance with the Trust's Licence.
- 6.14.2** **Foundation Trust Contract**

- 6.14.2.1** The Chief Executive, as the Accounting Officer, is responsible for ensuring the Foundation Trust enters into suitable Foundation Trust Contracts (FTCs) with commissioners for the provision of NHS services. The Foundation Trust will follow the priorities contained within the schedules of the contract, and wherever possible, be based upon integrated care pathways to reflect expected patient experience. In discharging this responsibility, the Chief Executive should take into account:
- The standards of service quality expected;
 - The relevant national service framework (if any);
 - The provision of reliable information on cost and volume of services;
 - The Performance Assessment Framework contained within the FT;
 - That FTC builds where appropriate on existing partnership arrangements.
- 6.14.3** A good FTC will result from a dialogue of clinicians, users, carers, public health professionals and managers. It will reflect knowledge of local needs and inequalities. This will require the Chief Executive to ensure that the Foundation Trust works with all partner agencies involved in both the delivery and the commissioning of the service required.
- 6.14.4** The Chief Executive, as the Accounting Officer, will need to ensure that regular reports are provided to the Board of Directors detailing actual and forecast income from FTCs. This will include appropriate payment by results performance information.
- 6.14.5** **Non Commissioner Contracts**
- 6.14.5.1** Where the Trust enters into a relationship with another organisation for the supply or receipt of other services – clinical or non-clinical, the responsible executive director should ensure that an appropriate non-commercial contract is present and signed by both parties. This should incorporate:
- A description of the service and indicative activity levels
 - The term of the agreement
 - The value of the agreement
 - The lead officer
 - Performance and dispute resolution procedures
 - Risk management and clinical governance agreements.
- 6.14.5.2** Non-commissioner contracts should be reviewed and agreed on an annual basis or as determined by the term of the agreement so as to ensure value for money and to minimise the potential loss of income.
- 6.15** **Terms of Service, Allowances and Payment of Members of the Board of Directors and Employees**
- 6.15.1** **Nominations and Remuneration Committee (Executive Directors)**
- 6.15.1.1** In accordance with Standing Orders, the Board of Directors has established a Nominations and Remuneration Committee which is responsible for the appointment of Executive Directors and for agreeing the terms of service of Executive Directors. It has clearly defined terms of reference, specifying which posts fall within its area of responsibility, its composition, and the arrangements for reporting.
- 6.15.1.2** The terms of reference for the Nominations and Remuneration Committee (Executive Directors) can be found in this Corporate Governance Manual.
- 6.15.1.3** The Remuneration and Nomination Committee will be accountable to the Board of Directors. The Chair of the Committee shall draw to the attention of the Board any issues that require disclosure to it or require executive action.

- 6.15.1.4** The Board of Directors will approve proposals presented by the Chief Executive for setting of remuneration and conditions of service for those employees not covered by the Committee.
- 6.15.1.5** **Nominations and Remuneration Committee (Non-Executive Directors)**
- 6.15.1.6** In accordance with Standing Orders, the Council of Governors have established a Nominations and Remuneration Committee which is responsible for the appointment and setting the terms of appointment of Non-Executive Directors. It will make recommendations to a general meeting of the Council of Governors on the appointment of Non-Executive Directors. It has clearly defined terms of reference, specifying its area of responsibility, its composition and the arrangements for reporting.
- 6.15.1.7** The terms of reference of the Nominations and Remuneration Committee (Non-Executive Directors) can be requested from the Trust Secretary.
- 6.15.2** **Funded Establishment**
- 6.15.2.1** The workforce plans incorporated within the annual budget will form the funded establishment. The establishment of the Foundation Trust will be identified and monitored by the Chief People Officer under delegation from the Chief Executive.
- 6.15.2.2** The funded establishment of any department may not be varied without the approval of the Chief Executive or individual nominated within the relevant section of the Scheme of Reservation and Delegation. The Chief Finance Officer is responsible for verifying that funding is available.
- 6.15.3** **Staff Appointments**
- 6.15.3.1** No Executive Director or employee may engage, re-engage, or re-grade employees, either on a permanent or temporary nature, or hire agency staff, or agree to changes in any aspect of remuneration:
- i. Unless authorised to do so by the Chief Executive; and
 - ii. Within the limit of his approved budget and funded establishment as defined in the Scheme of Reservation and Delegation.
- 6.15.3.2** The Board of Directors will approve procedures presented by the Chief Executive for the determination of commencing pay rates, condition of service, etc, for employees.
- 6.15.3.3** **Processing of the Payroll**
- 6.15.3.4** The Chief People Officer in conjunction with the Chief Finance Officer is responsible for:
- (a) Specifying timetables for submission of properly authorised time records and other notifications;
 - (b) The final determination of pay and allowances; including verification that the rate of pay and relevant conditions of service are in accordance with current agreements;
 - (c) Making payment on agreed dates; and
 - (d) Agreeing method of payment.
- 6.15.3.5** The Chief People Officer will issue instructions, taking into account the advice of the Chief Finance Officer and provider of payroll services regarding:
- a) Verification and documentation of data;
 - b) The timetable for receipt and preparation of payroll data and the payment of employees and allowances;

- c) Maintenance of subsidiary records for superannuation, income tax, social security and other authorised deductions from pay;
- d) Security and confidentiality of payroll information;
- e) Checks to be applied to completed payroll before and after payment;
- f) Authority to release payroll data under the provisions of the Data Protection Act;
- g) Methods of payment available to various categories of employee;
- h) Procedures for payment by cheque, bank credit, or cash to employees;
- i) Procedures for the recall of cheques and bank credits;
- j) Pay advances and their recovery;
- k) Maintenance of regular and independent reconciliation of pay control accounts;
- l) Separation of duties of preparing records and handling cash; and
- m) A system to ensure the recovery from leavers of sums of money and property due by them to the Foundation Trust.

6.15.3.6

Appropriately nominated managers have delegated responsibility for:

- (a) Processing a signed copy of the contract/appointment form and such other documentation as may be required immediately upon an employee commencing duty;
- (b) Submitting time records, and other notifications in accordance with agreed timetables;
- (c) Completing time records and other notifications in accordance with the Chief People Officer's instructions and in the form prescribed by the Chief People Officer; and
- (d) Submitting termination forms in the prescribed form immediately upon knowing the effective date of an employee's resignation, termination or retirement. Where an employee fails to report for duty in circumstances that suggest they have left without notice, the Chief People Officer must be informed immediately. In circumstances where fraud might be expected this must be reported to the Chief Finance Officer.

6.15.3.7

Regardless of the arrangements for providing the payroll service, the Chief People Officer, in conjunction with the Chief Finance Officer, shall ensure that the chosen method is supported by appropriate (contracted) terms and conditions, adequate internal controls and audit review procedures and that suitable arrangements are made for the collection of payroll deductions and payment of these to appropriate bodies.

6.15.4

Contracts of Employment

6.15.4.1

The Board of Directors shall delegate responsibility to a manager for:

- (a) Ensuring that all employees are issued with a Contract of Employment in a form approved by the Board of Directors and which complies with employment and Health and Safety legislation; and
- (b) Dealing with variations to, or termination of, contracts of employment.

6.16

Non Pay Expenditure

6.16.1

Delegation of Authority

6.16.1.1

The Board of Directors will approve the level of non-pay expenditure on an annual basis and the Chief Executive will determine the level of delegation to budget managers.

6.16.1.2

The Chief Executive will set out:

- (a) The list of managers who are authorised to place requisitions for the supply of goods and services (see Table B Delegated Financial Limits Section 4) which should be updated and reviewed on an ongoing basis and annually by the Finance Department in conjunction with departmental officers;

- (b) Where the authorisation system is computerised, the list will be maintained within the computerised system and the 'signature' will be in the form of electronic authorisation in accordance with the access and authority controls maintained within the computerised system; and
- (c) The maximum level of each requisition and the system for authorisation above that level.

6.16.1.3 The Chief Executive shall set out procedures on the seeking of professional advice regarding the supply of goods and services.

6.16.2 **Choice, Requisitioning, Ordering, Receipt and Payment for Goods and Services**
6.16.2.1 The requisitioner, in choosing the item to be supplied (or the service to be performed) shall always obtain the best value for money for the Foundation Trust with particular reference to the requirements for quotations and tenders detailed in Table B delegated limits of the Scheme of Reservation and Delegation. In so doing, the advice of the Foundation Trust's Procurement Department and advisor on supply shall be sought. Where this advice is not acceptable to the requisitioner, the Chief Finance Officer (and/or the Chief Executive) shall be consulted.

6.16.2.2 The requisitioner, in choosing the item to be supplied (or the service to be performed) shall only commit expenditure within delegated approval limits with the raising of an official Trust Purchase Order (PO). Invoices received by the Trust without an official PO number quoted will be returned unpaid to the supplier.

6.16.2.3 The Chief Finance Officer shall be responsible for the prompt payment of properly authorised accounts and claims in accordance with the Better Payment Practice Code (BPPC). Payment of contract invoices shall be in accordance with contract terms, or otherwise, in accordance with national guidance.

6.16.2.4 The Chief Finance Officer will:

- (a) Advise the Board of Directors regarding the setting of thresholds above which quotations (competitive or otherwise) or formal tenders must be obtained and, once approved, the thresholds should be incorporated in the Scheme of Reservation and Delegation and regularly reviewed;
- (b) Prepare procedural instructions where not already provided in the Scheme of Delegation or procedure notes for budget holders on the obtaining of goods, works and services incorporating the thresholds;
- (c) Be responsible for the prompt payment of all properly authorised accounts and claims;
- (d) Be responsible for designing and maintaining a system of verification, recording and payment of all amounts payable. The system shall provide for:
 - i) A list of directors/employees (including specimens of their signatures) authorised to approve or incur expenditure. Where the authorisation system is computerised, the list will be maintained within the computerised system and the 'signature' will be in the form of electronic authorisation in accordance with the access and authority controls maintained within the computerised system.
 - ii) Certification that:
 - Goods have been duly received, examined and are in accordance with specification and the prices are correct;
 - Work done or services rendered have been satisfactorily carried out in accordance with the order, and, where applicable, the materials used are of the requisite standard and the charges are correct;

- In the case of contracts based on the measurement of time, materials or expenses, the time charged is in accordance with the time sheets, the rates of labour are in accordance with the appropriate rates, the materials have been checked as regards quantity, quality, and price and the charges for the use of vehicles, plant and machinery have been examined;
 - Where appropriate, the expenditure is in accordance with regulations and all necessary authorisations have been obtained;
 - The account is arithmetically correct;
 - The account is in order for payment.
- iii) A timetable and system for submission to the Chief Finance Officer of accounts for payment. Provision shall be made for the early submission of accounts subject to cash discounts or otherwise requiring early payment.
- iv) Instructions to employees regarding the handling and payment of accounts within the Finance Department
- v) Be responsible for ensuring that payment for goods and services is only made once the goods and services are received (except as below).

6.16.2.5 Prepayments outside of normal commercial arrangements, for example fully comprehensive maintenance contracts and rental insurance, are only permitted where exceptional circumstances apply. In such instances:

- (a) Prepayments are only permitted where the financial advantages outweigh the disadvantages (i.e. cash flows must be discounted to NPV using the National Loans Fund (NLF) rate);
- (b) The appropriate officer in conjunction with the Procurement Department must provide, in the form of a written report, a case setting out all relevant circumstances of the purchase. The report must set out the effects on the Foundation Trust if the supplier is at some time during the course of the prepayment agreement unable to meet his commitments;
- (c) The Chief Finance Officer will need to be satisfied with the proposed arrangements before contractual arrangements proceed (taking into account the EU public procurement rules where the contract is above a stipulated financial threshold);
- (d) The budget holder is responsible for ensuring that all items due under a prepayment contract are received and he/she must immediately inform the appropriate Director or Chief Executive if problems are encountered.

6.16.2.6 Official Orders must, where not generated by the Trust's computerised procurement system:

- (a) Be consecutively numbered;
- (b) Be in a form approved by the Chief Finance Officer;
- (c) State the Foundation Trust terms and conditions of trade; and
- (d) Only be issued to, and used by, those duly authorised by the Chief Executive.

6.16.2.7 Managers must ensure that they comply fully with the guidance and limits specified by the Chief Finance Officer and that:

- (a) All contracts other than for a simple purchase permitted within the Scheme of Delegation or delegated budget, leases, tenancy agreements and other commitments which may result in a liability are notified to the Chief Finance Officer in advance of any commitment being made;
- (b) Contracts above specified thresholds are advertised and awarded in accordance with EU and GATT rules on public procurement;

- (c) Where consultancy advice is being obtained, the procurement of such advice must be in accordance with guidance issued by the Department of Health. Where an officer certifying accounts relies upon other officers to do preliminary checking, he/she shall wherever possible, ensure that those who check delivery or execution of work act independently of those who have placed orders and negotiated prices and terms;
- (d) No order shall be issued for any item or items to any firm which has made an offer of gifts, reward or benefit to directors or employees, other than:
 - Isolated gifts of a trivial character or inexpensive seasonal gifts, such as calendars
 - Conventional hospitality, such as lunches in the course of working visits
- (e) No requisition/order is placed for any item or items for which there is no budget provision unless authorised by the Chief Finance Officer on behalf of the Chief Executive;
- (f) All goods, services, or works are ordered on an official order except works and services executed in accordance with a contract and purchases from petty cash or on purchasing cards;
- (g) Verbal orders must only be issued very exceptionally – by an employee designated by the Chief Executive and only in cases of emergency or urgent necessity. These must be confirmed by an official order, and clearly marked "Confirmation Order";
- (h) Orders are not split or otherwise placed in a manner devised so as to avoid the financial thresholds;
- (i) Goods are not taken on trial or loan in circumstances that could commit the Foundation Trust to a future uncompetitive purchase;
- (j) Changes to the list of directors/employees authorised to certify invoices are notified to the Chief Finance Officer;
- (k) Purchases from petty cash are restricted in value and by type of purchase in accordance with instructions issued by the Chief Finance Officer;
- (l) Petty cash records are maintained in a form as determined by the Chief Finance Officer; and
- (m) Orders are not required to be raised for utility bills, NHS recharges and ad hoc services such as private hospital fees. Payments must be authorised in accordance with the delegated limits set for non pay.

6.16.2.8 The Chief Executive and Chief Finance Officer shall ensure that the arrangements for financial control and financial audit of building and engineering contracts and property transactions comply with the guidance contained within the Capital Investment Manual and any other relevant guidance issued by NHS England. The technical audit of these contracts shall be the responsibility of the relevant Director.

6.16.2.9 Under no circumstances should goods be ordered through the Foundation Trust for personal or private use.

6.16.3 Joint Finance Arrangements with Local Authorities and Voluntary Bodies

6.16.3.1 Payments to local authorities and voluntary organisations made under the powers of section 28A of the NHS Act shall comply with procedures laid down by the Chief Finance Officer which shall be in accordance with these Acts.

6.17 External Borrowing and Investments

6.17.1 Public Dividend Capital

6.17.1.1 On authorisation as a Foundation Trust, the Public Dividend Capital held immediately prior to authorisation continues to be held on the same conditions.

- 6.17.1.2** Additional Public Dividend Capital may be made available on such terms the Secretary of State (with the consent of the Treasury) decides.
- 6.17.1.3** Draw down of Public Dividend Capital should be authorised in accordance with the mandate held by the Department of Health Cash Funding Team, and is subject to approval by the Secretary of State.
- 6.17.1.4** The Foundation Trust shall be required to pay annually to the Department of Health a dividend on its Public Dividend Capital at a rate to be determined from time to time, by the Secretary of State.
- 6.17.2** **Working Capital Loan Facility**
- 6.17.2.1** The Foundation Trust may be required by NHS Improvement to have a working capital facility. This will be provided by the Trust's banker or other commercial provider if available and cost effective. Such a facility may be of variable term.
- 6.17.2.2** The Foundation Trust must only draw down against this facility in respect of true working capital needs, and in accordance with the terms and conditions of the facility.
- 6.17.3** **Commercial Borrowing and Investment**
- 6.17.3.1** The Foundation Trust may borrow money from any commercial source for the purposes of or in connection with its functions.
- 6.17.3.2** The Foundation Trust may invest money (other than money held by it as charitable trustee) for the purposes of or in connection with its functions. Such investment may include forming, or participating in forming, or otherwise acquiring membership of bodies corporate.
- 6.17.3.3** The Foundation Trust may also give financial assistance (whether by way of loan, guarantee or otherwise) to any person for the purposes of or in connection with its functions.
- 6.17.4** **Investment of Temporary Cash Surpluses**
- 6.17.4.1** Temporary cash surpluses must be held only in such public and private sector investments as authorised by the Board of Directors.
- 6.17.4.2** The Finance, Performance and Business Development committee is responsible for establishing and monitoring an appropriate investment strategy.
- 6.17.4.3** The Chief Finance Officer is responsible for advising the Board of Directors on investments and shall report periodically to the Board of Directors concerning the performance of investments held.
- 6.17.4.4** The Chief Finance Officer will prepare detailed procedural instructions on investment operations and on the records to be maintained. The Foundation Trust's Treasury Management Policy will include instructions on funding and investing, safe harbour investments, risk management, borrowing, controls, reporting and performance management. It will also incorporate guidance from NHS England as appropriate.
- 6.18** **Capital Investment, Private Financing, Fixed Asset Registers and Security of Assets**
- 6.18.1** **Capital Investment**
- 6.18.1.1** The Chief Executive:

- (a) Shall ensure that there is an adequate appraisal and approval process in place for determining capital expenditure priorities and the effect of each proposal upon business plans;
 - (b) Is responsible for the management of all stages of capital schemes and for ensuring that schemes are delivered on time and to cost; and
 - (c) Shall ensure that the capital investment is not undertaken without the availability of resources to finance all revenue consequences, including capital charges.
- 6.18.1.2** For capital expenditure proposals, the Chief Executive shall ensure (in accordance with the limits outlined in the Scheme of Delegation):
- (a) That a business case is produced, setting out:
 - i) An option appraisal of potential benefits compared with known costs to determine the option with the highest ratio of benefits to costs; and
 - ii) Appropriate project management and control arrangements; and
 - iii) The involvement of appropriate Foundation Trust personnel and external agencies; and
 - (b) That the Chief Finance Officer has certified professionally to the costs and revenue consequences detailed in the business case.
- 6.18.1.3** For capital schemes where the contracts stipulate stage payments, the Chief Executive will issue procedures for their management, incorporating the recommendations of the capital investment manual and any other relevant guidance issued by NHS England.
- 6.18.1.4** The Chief Finance Officer shall assess on an annual basis the requirement for the operation of the construction industry tax deduction scheme, in accordance with Inland Revenue guidance.
- 6.18.1.5** The Chief Finance Officer shall issue procedures for the regular reporting of expenditure and commitment against authorised budgets.
- 6.18.1.6** The approval of a capital programme shall not constitute approval for expenditure on any scheme. The Chief Executive shall issue to the manager responsible for any scheme:
- (a) Specific authority to commit expenditure
 - (b) Authority to proceed to tender
 - (c) Approval to accept a successful tender.
- 6.18.1.7** The Chief Executive will issue a scheme of delegation for capital investment management in accordance with the capital investment manual guidance and any other relevant guidance issued by NHS England, and the Foundation Trust's Standing Orders.
- 6.18.1.8** The Chief Finance Officer shall issue procedures governing the financial management, including variations to contract, of capital investment projects and valuation for accounting purposes.
- 6.18.2** **Private Finance**
- 6.18.2.1** The Foundation Trust should normally test for PFI when considering a capital procurement. When the Board proposes, or is required, to use finance provided by the private sector, the following should apply:
- (a) The Chief Executive shall demonstrate that the use of private finance represents value for money and genuinely transfers risk to the private sector;
 - (b) A business case must be referred to NHS England for approval or treated as per current guidelines;

- (c) The proposal must be specifically agreed by the Foundation Trust, in the light of such professional advice as should reasonably be sought, in particular with regard to vires;
- (d) The selection of a contractor/finance company must be on the basis of competitive tendering or quotations.

6.18.3 Asset Registers

- 6.18.3.1** The Chief Executive is responsible for the maintenance of registers of assets, taking account of the advice of the Chief Finance Officer concerning the form of any register and the method of updating, and arranging for a physical check of assets against the asset register to be conducted once a year.
- 6.18.3.2** The Foundation Trust shall maintain an asset register recording fixed assets. As a minimum, the minimum data set to be held within these registers shall be as specified in the NHS Foundation Trust Annual Reporting Manual as issued by NHS England.
- 6.18.3.3** Additions to the fixed asset register must be clearly identified to an appropriate budget holder, and be validated by reference to:
- (a) Properly authorised and approved agreements, architects' certificates, suppliers' invoices and other documentary evidence in respect of purchases from third parties;
 - (b) Stores, requisitions and wages records for own materials and labour including appropriate overheads; and
 - (c) Lease agreements in respect of assets held under a finance lease and capitalised.
- 6.18.3.4** Where capital assets are sold, scrapped, lost or otherwise disposed of, their value must be removed from the accounting records and each disposal must be validated by reference to authorisation documents and invoices (where appropriate).
- 6.18.3.5** The Chief Finance Officer shall approve procedures for reconciling balances on fixed assets accounts in ledgers against balances on the Asset Register.
- 6.18.3.6** The value of each asset shall be indexed to current values in accordance with methods specified in the NHS Foundation Trust Annual Reporting Manual issued by NHS England.
- 6.18.3.7** The value of each asset shall be depreciated using methods and rates as specified in the NHS Foundation Trust Annual Reporting Manual issued by NHS England.
- 6.18.3.8** The Chief Finance Officer shall calculate and pay capital charges as specified by the Department of Health.
- 6.18.4 Protected Property**
- 6.18.4.1** A register of protected property is required to be maintained in accordance with requirements issued by NHS England. The property referred to in Condition 9(1) of the Licence, which is to be protected, is limited to land and buildings owned or leased by the Foundation Trust (assets such as equipment, financial assets, cash or intellectual property will not be regarded as protected assets).
- 6.18.4.2** No protected property may be disposed of (including disposing of part of it or granting an interest in it) without the approval of NHS England.
- 6.18.4.3** This will be achieved through the annual planning process. The annual plan will include proposed changes in the treatment of assets that are protected and proposed disposals and acquisitions.

- 6.18.4.4** The Foundation Trust is required to notify relevant bodies of the publication date of their plans to allow them to lodge any objections. Twenty-one days is allowed before the plans are then approved.
- 6.18.4.5** During the year when the proposed changes are made the Asset Register must be updated accordingly. The relevant bodies should then be notified that an updated Asset Register is available.
- 6.18.4.6** As required by its Licence the Foundation Trust must make the Asset Register available for inspection by the public. The Foundation Trust may charge a reasonable fee for access to this information.
- 6.18.5** **Security of Assets**
- 6.18.5.1** The overall control of fixed assets is the responsibility of the Chief Executive advised by the Chief Finance Officer. Asset control procedures (including fixed assets, cash, cheques and negotiable instruments, and also including donated assets) must be approved by the Chief Finance Officer. This procedure shall make provision for:
- (a) Recording managerial responsibility for each asset;
 - (b) Identification of additions and disposals;
 - (c) Identification of all repairs and maintenance expenses;
 - (d) Physical security of assets;
 - (e) Periodic verification of the existence of, condition of, and title to, assets recorded;
 - (f) Identification and reporting of all costs associated with the retention of an asset; and
 - (g) Reporting, recording and safekeeping of cash, cheques, and negotiable instruments.
- 6.18.5.2** All significant discrepancies revealed by verification of physical assets to fixed asset register shall be notified to the Chief Finance Officer.
- 6.18.5.3** Whilst each employee has a responsibility for the security of property of the Foundation Trust, it is the responsibility of directors and senior employees in all disciplines to apply such appropriate routine security practices in relation to NHS property as may be determined by the Board of Directors. Any breach of agreed security practices must be reported in accordance with instructions.
- 6.18.5.4** Any damage to the Foundation Trust's premises, vehicles and equipment, or any loss of equipment, stores or supplies must be reported by directors and employees in accordance with the procedure for reporting losses.
- 6.18.5.5** Where practical, assets should be marked as Foundation Trust property.
- 6.19** **Stock, Stores and Receipt of Goods**
- 6.19.1** Stocks are defined as those goods normally utilised in day to day activity, but which at a given point in time have not been used or consumed. There are three broad types of store:
- (a) Controlled stores – specific areas designated for the holding and control of goods;
 - (b) Wards and departments – goods required for immediate usage to support operational services;
 - (c) Manufactured Items – where goods and consumables are being made or processes are being applied which add to the raw material cost of the goods.
- 6.19.2** Such stocks should be kept to a minimum and for:

- (a) Controlled stores and other significant stores (as determined by the Chief Finance Officer) should be subjected to an annual stock take or perpetual inventory procedures; and
 - (b) Valued at the lower of cost and net realisable value.
- 6.19.3 Subject to the responsibility of the Chief Finance Officer for the systems of control, overall responsibility for the control of stores shall be delegated to an employee by the Chief Executive. The day-to-day responsibility may be delegated by him/her to departmental employees and stores managers/keepers, subject to such delegation being entered in a record available to the Chief Finance Officer. The control of any pharmaceutical stocks shall be the responsibility of the Head of Pharmacy. The control of any fuel oil shall be the responsibility of the Estates and Facilities Manager.
- 6.19.4 The responsibility for security arrangements and the custody of keys for all stores and locations shall be clearly defined in writing by the designated manager.
- 6.19.5 Wherever practicable, stocks should be marked as NHS property.
- 6.19.6 The Chief Finance Officer shall set out procedures and systems to regulate the stores including records for receipt of goods, issues, and returns to stores, and losses.
- 6.19.7 Stocktaking arrangements shall be agreed with the Chief Finance Officer and there shall be a physical check covering all items in store at least once a year.
- 6.19.8 Where a complete system of stores control is not justified, alternative arrangements shall require the approval of the Chief Finance Officer.
- 6.19.9 The designated manager shall be responsible for a system approved by the Chief Finance Officer for a review of slow moving and obsolete items and for condemnation, disposal, and replacement of all unserviceable articles. The designated Officer shall report to the Chief Finance Officer any evidence of significant overstocking and of any negligence or malpractice (see also 6.20, Disposals and Condemnations, Losses and Special Payments). Procedures for the disposal of obsolete stock shall follow the procedures set out for disposal of all surplus and obsolete goods.
- 6.19.10 Receipt of Goods**
- 6.19.10.1 All goods received shall be checked as regards quantity and/or weight and inspected as to quality and specification. A delivery note shall be obtained from the supplier at the time of delivery and shall be signed by the person receiving the goods. Instructions shall be issued to staff covering the procedures to be adopted in those cases where a delivery note is not available.
- 6.19.10.2 All goods received shall be entered onto an appropriate goods received/stock record (whether a computer or manual system) on the day of receipt. If goods received are unsatisfactory, the records shall be marked accordingly. Further, where the goods received are found to be unsatisfactory, or short on delivery, they shall only be accepted on the authority of the designated officer and the supplier shall be notified immediately.
- 6.19.10.3 For goods supplied via the NHS Supply Chain central warehouses, the Chief Executive shall identify those authorised to requisition and accept goods from the store. The authorised person shall check receipt against the delivery note to satisfy themselves that the goods have been received. The Finance Department will make payment on receipt of an invoice. This may also apply for high-level low volume items such as stationery.

6.19.11 Issue of Stocks

6.19.11.1 The issue of stocks shall be supplied by an authorised requisition note and a receipt for the stock issued shall be returned to the designated officer. Where a 'topping up' system is used, a record shall be maintained as approved by the Chief Finance Officer. Regular comparisons shall be made of the quantities issued to wards/departments etc, and explanations recorded of significant variations.

6.19.11.2 All transfers and returns shall be recorded on forms/systems provided for the purpose and approved by the Chief Finance Officer.

6.20 Disposals and Condemnations, Insurance, Losses and Special Payments

6.20.1 Disposals and Condemnations

6.20.1.1 The Chief Finance Officer must prepare detailed procedures for the disposal of assets including condemnations, and ensure that these are notified to managers.

6.20.1.2 When it is decided to dispose of a Foundation Trust asset, the head of department or authorised deputy will determine and advise the Chief Finance Officer of the estimated market value of the item, taking account of professional advice where appropriate.

6.20.1.3 All unserviceable articles shall be:
(a) Condemned or otherwise disposed of by an employee authorised for that purpose by the Chief Finance Officer;
(b) Recorded by the Condemning Officer in a form approved by the Chief Finance Officer which will indicate whether the articles are to be converted, destroyed or otherwise disposed of. All entries shall be confirmed by the countersignature of a second employee authorised for the purpose by the Chief Finance Officer.

6.20.1.4 The Condemning Officer shall satisfy himself as to whether or not there is evidence of negligence in use and shall report any such evidence to the Chief Finance Officer who will take the appropriate action.

6.21 Losses and Special Payments

6.21.1 The Chief Finance Officer must prepare procedural instructions on the recording of and accounting for condemnations, losses, and special payments. The Chief Finance Officer must also prepare a fraud response plan that sets out the action to be taken both by persons detecting a suspected fraud and those persons responsible for investigating it.

6.21.2 Any employee or officer discovering or suspecting a loss of any kind must either immediately inform their directorate manager or head of department, who must immediately inform the Chief Finance Officer who will liaise with the Chief Executive or inform an officer charged with responsibility for responding to concerns involving loss confidentially. This officer will then appropriately inform the Chief Finance Officer who will liaise with the Chief Executive.

6.21.3 Where a criminal offence such as theft or arson is suspected, the Divisional Manager or departmental head must immediately inform the police and obtain a crime number, which should be forwarded to the Chief Finance Officer. In cases of fraud, bribery or corruption, or of anomalies which may indicate fraud, bribery or corruption, the Chief Finance Officer must inform their Local Counter Fraud Officer, who will inform NHS Counter Fraud Authority before any action is taken and reach agreement on how the case is to be handled.

- 6.21.4 The Chief Finance Officer must notify NHS Counter Fraud Authority and the external auditor of all frauds.
- 6.21.5 For losses apparently caused by theft, arson, neglect of duty or gross carelessness, except if trivial, the Chief Finance Officer must immediately notify:
- The Board of Directors, and
 - The external auditor, and
 - NHS Protect (through LSMS).
- 6.21.6 The Board of Directors shall approve the writing-off of all losses and special payments in accordance with the Scheme of Delegation.
- 6.21.7 The Chief Finance Officer shall be authorised to take any necessary steps to safeguard the Foundation Trust's interests in bankruptcies and company liquidations.
- 6.21.8 For any loss, the Chief Finance Officer should consider whether any insurance claim can be made.
- 6.21.9 The Chief Finance Officer shall maintain a Losses and Special Payments Register in which write-off action is recorded.
- 6.22 Insurance**
- 6.22.1 The Chief Finance Officer shall ensure that insurance arrangements exist in accordance with the risk management programme.
- 6.23 Compensation Claims**
- 6.23.1 The Foundation Trust is committed to effective and timely investigation and response to any claim which includes allegations of clinical negligence, employee and other compensation claims. The Foundation Trust will follow the requirements and note the recommendations of the Department of Health, and the NHS Resolution in the management of claims. Where appropriate external insurance has been contracted, this will be within the above mentioned requirements and recommendations. Every member of staff is expected to co-operate fully, as required, in assessment and management of each claim.
- 6.23.2 The Foundation Trust will seek to reduce the incidence and adverse impact of clinical negligence, employee and other litigation by:
- Adopting prudent risk management strategies including continuous review
 - Implementing in full the NHS Complaints Procedure, thus providing an alternative remedy for some potential litigants
 - Adopting a systematic approach to claims handling in line with the best current and cost effective practice
 - Following guidance issued by the NHS Resolution relating to clinical negligence
 - Achieving compliance with the relevant core Care Quality Commission standards
 - Implementing an effective system of clinical governance.
- 6.23.3 The Chief Nurse in association with the Medical Director is responsible for clinical negligence, for managing the claims process and informing the Board of Directors of any major developments on claims related issues.
- 6.24 Information Technology**
- 6.24.1 Responsibilities and duties of the Chief Finance Officer**
- 6.24.1.1 The Chief Finance Officer, who is responsible for the accuracy and security of the computerised financial data of the Foundation Trust, shall:

- (a) Devise and implement any necessary procedures to ensure adequate (reasonable) protection of the Foundation Trust's data, programs and computer hardware for which he/she is responsible from accidental or intentional disclosure to unauthorised persons, deletion or modification, theft or damage, having due regard for the Data Protection Act 1998 (updated 2000) and the Computer Misuse Act 1990;
- (b) Ensure that adequate (reasonable) controls exist over data entry, processing, storage, transmission and output to ensure security, privacy, accuracy, completeness, and timeliness of the data, as well as the efficient and effective operation of the system;
- (c) Ensure that adequate controls exist such that the computer operation is separated from development, maintenance and amendment;
- (d) Ensure that adequate controls exist to maintain the security, privacy, accuracy and completeness of financial data sent via transmission networks;
- (e) Ensure that an adequate management (audit) trail exists through the computerised system and that such computer audit reviews as he/she may consider necessary are being carried out.

6.24.1.2 The Chief Finance Officer shall satisfy themselves that new financial systems and amendments to current financial systems are developed in a controlled manner and thoroughly tested prior to implementation. Where this is undertaken by another organisation, assurances of adequacy will be obtained from them prior to implementation.

6.24.1.3 The Foundation Trust has published and maintains a Freedom of Information (Fol) Publication Scheme as approved by the Information Commissioner. A Publication Scheme is a complete guide to the information routinely published by a public authority. It describes the classes or types of information about our Trust that we make publicly available.

6.24.2 Responsibilities and duties of other Directors and Officers in relation to computer systems of a general application

6.24.2.1 In the case of computer systems which are proposed General Applications (i.e. those applications which a number of NHS organisations wish to sponsor jointly), all responsible directors and employees will send to the Chief Finance Officer:

- (a) Details of the outline design of the system;
- (b) In the case of packages acquired either from a commercial organisation, from the NHS, or from another public sector organisation, the operational requirement.

6.24.3 Contracts for Computer Services with other health bodies or outside agencies

6.24.3.1 The Chief Finance Officer shall ensure that contracts for computer services for financial applications with another health organisation, or any other agency, shall clearly define the responsibility of all parties for the security, privacy, accuracy, completeness, and timeliness of data during processing, transmission and storage. The contract should also ensure rights of access for audit purposes.

6.24.3.2 Where another health organisation, or any other agency, provides a computer service for financial applications, the Chief Finance Officer shall periodically seek assurances that adequate controls are in operation.

6.24.4 Requirement for Computer Systems which have an impact on corporate financial systems

6.24.4.1 Where computer systems have an impact on corporate financial systems, the Chief Finance Officer shall satisfy themselves that:

- (a) Systems acquisition, development and maintenance are in line with corporate policies, such as an Information Management and Technology Strategy
- (b) Data produced for use with financial systems is adequate, accurate, complete and timely, and that a management (audit) trail exists;
- (c) Chief Finance Officer staff have access to such data; and
- (d) Such computer audit reviews as are considered necessary are being carried out.

6.24.5 Risk Assessment

6.24.5.1 The Chief Finance Officer shall ensure that risks to the Trust arising from the use of information technology are effectively identified and considered and appropriate action taken to mitigate or control risk. This shall include the preparation and testing of appropriate disaster recovery plans.

6.24.5.2 The Foundation Trust shall disclose to NHS England and directly to any third parties, as may be specified by the Secretary of State, information, if any, as specified in the Licence. Other information, as requested, shall be provided to NHS England.

6.24.5.3 The Foundation Trust shall participate in the national programme for information technology, in accordance with any guidance issued by NHS England.

6.25 Patients' Property

6.25.1 The Foundation Trust has a responsibility to provide safe custody for money and other personal property (hereafter referred to as "property") handed in by patients, in the possession of unconscious or confused patients, or found in the possession of patients dying in hospital or dead on arrival.

6.25.2 The Chief Executive is responsible for ensuring that patients, or their guardians as appropriate, are informed before or at admission by

- Notices and information booklets
- Hospital admission documentation and property records
- The oral advice of administrative and nursing staff responsible for admissions

that the Foundation Trust will not accept responsibility or liability for patients' property brought into its premises, unless it is handed in for safe custody and a copy of an official patient's property record is obtained as a receipt.

6.25.3 The Chief Finance Officer must provide detailed written instructions on the collection, custody, investment, recording, safekeeping, and disposal of patients' property (including instructions on the disposal of the property of deceased patients and of patients transferred to other premises) for all staff whose duty is to administer, in any way, the property of patients. The said instructions shall cover the necessary arrangements for withdrawal of cash or disbursement of money held in accounts of patients who are incapable of handling their own financial affairs. Due care should be exercised in the management of a patient's money in order to maximise the benefits to the patient.

6.25.4 A patient's property record, in a form determined by the Chief Finance Officer, shall be completed in respect of the following:

- (a) Property handed in for safe custody by any patient (or guardian as appropriate); and
- (b) Property taken into safe custody, having been found in the possessions of:
 - Mentally disordered patients
 - Confused and/or disorientated patients
 - Unconscious patients
 - Patients dying in hospital
 - Patients found dead on arrival at hospital (property removed by police).

A record shall be completed in respect of all persons in category (b), including a nil return if no property is taken into safe custody.

- 6.25.5 The record shall be completed by a member of the hospital staff, in the presence of a second member of staff and the patient (or representative) where practicable. It shall then be signed by both members of staff and by the patient, except where the latter is restricted by physical or mental incapacity. Any alterations shall be validated by signatures as requested for the original entry on the record.
- 6.25.6 Where Department of Health instructions require the opening of separate accounts for patients' monies (separate from those containing Foundation Trust monies), these shall be opened and operated under arrangements agreed by the Chief Finance Officer.
- 6.25.7 Patients' income, including pensions and allowances, shall be dealt with in accordance with current Department of Works and Pensions. For long stay patients, the Chief Executive shall ensure that positive action is taken to use their funds effectively and so reduce balances accruing.
- 6.25.8 Refunds of cash handed in for safe custody will be dealt with in accordance with current Department of Works and Pensions guidance. Property other than cash, which has been handed in for safe custody, shall be returned to the patient as required by the officer who has been responsible for its security. The return shall be receipted by the patient, or guardian as appropriate, and witnessed.
- 6.25.9 The disposal of property of deceased patients shall be effected by the officer who has been responsible for its security. Such disposal shall be in accordance with written instructions issued by the Chief Finance Officer. In particular, where cash or valuables have been deposited for safe custody, they shall only be released after written authority has been given by the Chief Finance Officer. Such authority shall include details of the lawful kin or other person entitled to the cash and valuables in question.
- 6.25.10 In all cases where property of a deceased patient is of a total value in excess of £5,000 (or such other amount as may be prescribed by any amendment to the Administration of Estates, Small Payments, Act 1965), the production of Probate or Letters of Administration shall be required before any of the property is released. Where the total value of property is £5,000 or less, forms of indemnity shall be obtained.
- 6.25.11 Property handed over for safe custody shall be placed into the care of the appropriate administrative staff. Where there are no administrative staff present, the property shall be placed into the care of the most senior member of nursing staff on duty.
- 6.25.12 In respect of deceased patients, if there is no will and no lawful next of kin the property vests in the Crown and particulars shall, therefore, be notified to the Treasury Solicitor.
- 6.25.13 Any funeral expenses necessarily borne by the Foundation Trust are a first charge on a deceased person's estate. Where arrangements for burial or cremation are not made privately, any element of the estate held by the Foundation Trust may be appropriated towards funeral expenses, upon the authorisation of the Chief Finance Officer.
- 6.25.14 Staff should be informed, on appointment, by the appropriate departmental or senior manager, of their responsibilities and duties for the administration of the property of patients.

6.25.15 Where patients' property or income is received for specific purposes and held for safekeeping, the property or income shall be used only for that purpose, unless any variation is approved by the donor or patient in writing.

6.26 Funds held on Trust

6.26.1 General

6.26.1.1 The Foundation Trust has a responsibility as a corporate trustee for the management of funds it holds on trust. The management processes may overlap with those of the organisation of the Foundation Trust. The trustee responsibilities must be discharged separately, and full recognition given to its dual accountabilities, to the Charity Commission for charitable funds held on trust and to the Secretary of State for all funds held on trust.

6.26.1.2 The reserved powers of the Board of Directors and the Scheme of Delegation make clear where decisions where discretion must be exercised are to be taken and by whom.

6.26.1.3 As management processes overlap, most of the sections of these Standing Financial Instructions will apply to the management of funds held on trust.

6.26.1.4 The over-riding principle is that the integrity of each trust must be maintained and statutory and trust obligations met. Materiality must be assessed separately from Exchequer activities and funds.

6.26.1.5 Charitable Funds are those gifts, donations and endowments made under the relevant charities legislation and held on trust for purposes relating to the Trust and the objectives of which are for the benefit of the NHS in England. They are administered by the Foundation Trust Board of Directors acting as the Charitable Funds Committee (the trustees).

6.26.1.6 The Chief Finance Officer shall maintain such accounts and records as may be necessary to record and protect all transactions and funds of the Foundation Trust as trustees of non-exchequer funds, including an Investment Register.

6.26.2 Existing Charitable Funds

6.26.2.1 The Chief Finance Officer shall arrange for the administration of all existing funds. A Deed of Establishment must exist for every fund, and detailed codes of procedure shall be produced covering every aspect of the financial management of charitable funds, for the guidance of fund managers. The Deed of Establishment shall identify the restricted nature of certain funds, and it is the responsibility of fund managers, within their delegated authority, and the Charitable Funds Committee, to ensure that funds are utilised in accordance with the terms of the Deed.

6.26.2.2 The Chief Finance Officer shall periodically review the funds in existence, and shall make recommendations to the Charitable Funds Committee regarding the potential for rationalisation of such funds within statutory guidelines.

6.26.2.3 The Chief Finance Officer shall ensure that all funds are currently registered with the Charities Commission in accordance with the Charities Act 1993 or subsequent legislation.

6.26.3 New Charitable Funds

6.26.3.1 The Chief Finance Officer shall recommend the creation of a new fund where funds and/or other assets received for charitable purposes cannot adequately be managed as part of an existing fund. All new funds must be covered by a Deed of Establishment, and must be formally approved by the Charitable Funds Committee.

6.26.3.2 The Deed of Establishment for any new fund shall clearly identify, inter alia, the objects of the new fund, the nominated fund manager, the estimated annual income and, where

applicable, the Charitable Funds Committee's power to assign the residue of the fund to another fund contingent upon certain conditions e.g. discharge of original objects.

6.26.4 Sources of New Funds

6.26.4.1 All gifts accepted shall be received and held in the name of the Charity and administered in accordance with the Charity's policy, subject to the terms of specific funds. As the Charity can accept gifts only for all or any purposes relating to the NHS, officers shall, in cases of doubt, consult the Chief Finance Officer before accepting any gift. Advice to the Board of Directors on the financial implications of fund raising activities by outside bodies or organisations shall be given by the Chief Finance Officer.

6.26.4.2 All gifts, donations and proceeds of fund-raising activities which are intended for the Charity's use must be handed immediately to the Chief Finance Officer via the Finance Department to be banked directly to the Charitable Funds Bank Account.

6.26.4.3 In respect of donations, the Chief Finance Officer shall:

- (a) Provide guidelines to Officers of the Foundation Trust as to how to proceed when offered funds. These will include:
 - The identification of the donors intentions;
 - Where possible, the avoidance of creating excessive numbers of funds;
 - The avoidance of impossible, undesirable or administratively difficult objects;
 - Sources of immediate further advice; and
 - Treatment of offers for personal gifts.
- (b) Provide secure and appropriate receipting arrangements, which will indicate that donations have been accepted directly into the appropriate fund and that the donor's intentions have been noted and accepted.

6.26.4.4 In respect of Legacies and Bequests, the Chief Finance Officer shall be kept informed of and record all enquiries regarding legacies and bequests. Where required, the Chief Finance Officer shall:

- (a) Provide advice covering any approach regarding:
 - The wording of wills;
 - The receipt of funds/other assets from executors.
- (b) After the death of a testator, all correspondence concerning a legacy shall be dealt with on behalf of the Charity by the Chief Finance Officer who alone shall be empowered to give an executor a good discharge;
- (c) Where necessary, obtain grant of probate, or make application for grant of letters of administration;
- (d) Be empowered to negotiate arrangements regarding the administration of a will with executors and to discharge them from their duty; and
- (e) Be directly responsible, in conjunction with the Charitable Funds Committee, for the appropriate treatment of all legacies and bequests.

6.26.4.5 In respect of fund-raising, the final approval for major appeals will be given by the Board of Directors. Final approval for smaller appeals will be given by the Charitable Funds Committee. The Chief Finance Officer shall:

- (a) Advise on the financial implications of any proposal for fund-raising activities;
- (b) Deal with all arrangements for fund-raising by and/or on behalf of the Charity, and ensure compliance with all statutes and regulations;
- (c) Be empowered to liaise with other organisations/persons raising funds for the Charity, and provide them with an adequate discharge;

- (d) Be responsible for alerting the Charitable Funds Committee and the Board of Directors to any irregularities regarding the use of the Charity's name or its registration numbers; and
- (e) Be responsible for the appropriate treatment of all funds received from this source.

6.26.4.6 In respect of Trading Income (see also NHS Charitable Funds Guidance Chapter 6), the Chief Finance Officer shall:

- (a) Be primarily responsible, along with designated fund managers, for any trading undertaken by the Charity; and
- (b) Be primarily responsible for the appropriate treatment of all funds received from this source.

6.26.4.7 In respect of Investment Income, the Chief Finance Officer shall be responsible for the appropriate treatment of all dividends, interest and other receipts from this source (see below).

6.26.5 Investment Management

6.26.5.1 The Charitable Funds Committee shall be responsible for all aspects of the management of the investment of charitable funds as delegated under the terms of the approved investment policy. The issues on which the Chief Finance Officer shall be required to provide advice to the Charitable Funds Committee shall include:

- (a) The formulation of investment policy which meets statutory requirements (Trustee Investment Act 1961) with regard to income generation and the enhancement of capital value;
- (b) The appointment of advisers, brokers and, where appropriate, investment fund managers and:
 - The Chief Finance Officer shall recommend the terms of such appointments, and for which
 - Written agreements shall be signed by the Chief Executive
- (c) Pooling of investment resources and the preparation of a submission to the Charity Commission for them to make a scheme;
- (d) The participation by the Charity in common investment funds and the agreement of terms of entry and withdrawal from such funds;
- (e) That the use of assets shall be appropriately authorised in writing and charges raised within policy guidelines;
- (f) The review of the performance of brokers and fund managers;
- (g) The reporting of investment performance.

6.26.5.2 The Chief Finance Officer shall prepare detailed procedural instructions concerning the receiving, recording, investment and accounting for Charitable Funds.

6.26.6 Expenditure from Charitable Funds

6.26.6.1 Expenditure from Charitable Funds shall be managed on a day to day basis by the Financial Accountant and by the Charitable Funds Committee in accordance with delegated limits on behalf of the Corporate Trustee. In so doing, the committee shall be aware of the following:

- (a) The objects of various funds and the designated objectives;
- (b) The availability of liquid funds within each trust;
- (c) The powers of delegation available to commit resources;
- (d) The avoidance of the use of exchequer funds to discharge endowment fund liabilities (except where administratively unavoidable), and to ensure that any indebtedness to the Exchequer shall be discharged by trust funds at the earliest possible time;
- (e) That funds are to be spent rather than preserved, subject to the wishes of the donor and the needs of the Foundation Trust; and

- (f) The definitions of “charitable purposes” as agreed by the Department of Health with the Charity Commission.

6.26.6.2 Delegated authority to incur expenditure which meets the purpose of the funds is set out in the Scheme of Delegations. Exceptions are as follows:

- (a) Any staff salaries/wages costs require Charitable Funds Committee approval;
- (b) No funds are to be “overdrawn” except in the exceptional circumstance that Charitable Funds Committee approval is granted.

6.26.7 Banking Services

6.26.7.1 The Chief Finance Officer shall advise the Charitable Funds Committee and, with its approval, shall ensure that appropriate banking services are available in respect of administering the Charitable Funds. These bank accounts should permit the separate identification of liquid funds to each trust where this is deemed necessary by the Charity Commission.

6.26.7.2 Asset Management

6.26.7.2.1 Assets in the ownership of or used by the Charitable Fund shall be maintained along with the general estate and inventory of assets of the Foundation Trust. The Chief Finance Officer shall ensure:

- (a) That appropriate records of all donated assets owned by the Charitable Fund are maintained, and that all assets, at agreed valuations are brought to account;
- (b) That appropriate measures are taken to protect and/or to replace assets. These to include decisions regarding insurance, inventory control, and the reporting of losses;
- (c) That donated assets received on trust shall be accounted for appropriately;
- (d) That all assets acquired from Charitable Funds which are intended to be retained within the funds are appropriately accounted for.

6.26.8 Reporting

6.26.8.1 The Chief Finance Officer shall ensure that regular reports are made to the Charitable Funds Committee and Board of Directors with regard to, inter alia, the receipt of funds, investments and expenditure.

6.26.8.2 The Chief Finance Officer shall prepare annual accounts in the required manner, which shall be submitted to the Board of Directors within agreed timescales.

6.26.8.3 The Chief Finance Officer shall prepare an annual trustees’ report and the required returns to the Charity Commission for adoption by Charitable Funds Committee and subsequently the Board of Directors as Corporate Trustee.

6.26.9 Accounting and Audit

6.26.9.1 The Chief Finance Officer shall maintain all financial records to enable the production of reports as above, and to the satisfaction of internal and external audit.

6.26.9.2 Distribution of investment income to the charitable funds and the recovery of administration costs shall performed on a basis determined by the Chief Finance Officer.

6.26.9.3 The Chief Finance Officer shall ensure that the records, accounts and returns receive adequate scrutiny by internal audit during the year. He/she will liaise with external audit, and provide them with all necessary information.

6.26.9.4 The Charitable Funds Committee and subsequently the Board of Directors shall be advised by the Chief Finance Officer on the outcome of the annual audit.

6.26.10 Taxation and Excise Duty

6.26.10.1 The Chief Finance Officer shall ensure that the Charity's liability to taxation and excise duty is managed appropriately, taking full advantage of available concessions, through the maintenance of appropriate records, the preparation and submission of the required returns and the recovery of deductions at source.

6.27 Tendering, Quotation and Contracting Procedures

6.27.1.1 Duty to comply with Standing Orders and Standing Financial Instructions

6.27.1.1.1 The procedure for making all contracts by or on behalf of the Foundation Trust shall comply with the Trust's Standing Orders and Standing Financial Instructions (except where Suspension of Standing Orders is applied). In particular reference should be made to the Trust Delegated Authorities Table A Section 35 and Table B Section 6 Delegated Financial Limits of this Corporate Governance Manual.

6.27.1.2 EU Directives Governing Public Procurement

6.27.1.2.1 Directives by the Council of the European Union promulgated by the Department of Health (DH) prescribing procedures for awarding all forms of contracts shall have effect as if incorporated in these Standing Orders and Standing Financial Instructions. Details of EU thresholds and the differing procedures to be adopted can be obtained from the Supplies Departments (see paragraph 6.27.1.4.1).

6.27.1.2.2 NHS ProCure22 was launched in 2016 as a standardised approach to the procurement of healthcare facilities. It is based upon long term relationships with selected supply chains that have the ability to work with NHS bodies across the whole life cycle of a capital scheme. For further details see the ProCure22 website at www.procure22.nhs.uk

6.27.1.3 Formal Competitive Tendering

6.27.1.3.1 The Foundation Trust shall ensure that competitive tenders are invited for:

- the supply of goods, materials and manufactured articles;
- for the rendering of services including all forms of management consultancy services (other than specialised services sought from or provided by the Department of Health);
- for the design, construction and maintenance of building and engineering works (including construction and maintenance of grounds and gardens); and for disposals.

6.27.1.3.2 Where the Foundation Trust elects to invite tenders for the supply of healthcare these Standing Financial Instructions shall apply as far as they are applicable to the tendering procedure.

6.27.1.3.3 Formal tendering procedures are not required where:

- (a) the estimated expenditure or income does not, or is not reasonably expected to, exceed the limit set in the Scheme of Reservation and Delegation; or
- (b) the supply is proposed under special arrangements negotiated by the Department of Health in which event the said special arrangements must be complied with; or
- (c) regarding disposals as set out in Standing Financial Instruction 'Disposals and Condemnations'.

6.27.1.4 Fair and Adequate Competition

6.27.1.4.1 No company must be given any advantage over its competitors, which might hinder fair competition between prospective contractors or suppliers. In this context see also the section on awarding contracts in the section below containing Standards of Business Conduct for NHS Staff.

6.27.1.4.2 The Foundation Trust shall ensure that invitations to tender are sent to a sufficient number of firms/individuals to provide fair and adequate competition as appropriate, and in no case less than three firms/individuals, having regard to their capacity to supply the goods or materials or to undertake the services or works required.

6.27.1.5 Items which subsequently breach thresholds after original approval

6.27.1.5.1 Items estimated to be below the limits set in this Standing Financial Instruction for which formal tendering procedures are not used which subsequently prove to have a value above such limits shall be reported to the Chief Executive, and be recorded in an appropriate Foundation Trust record.

6.27.1.6 Waiving of Formal Tendering / Quotation Procedures

6.27.1.6.1 There is no exemption from formal procedures if the total financial value exceeds the threshold. In this instance, and in accordance with the Public Contract Regulations 2015, tendering/quotation procedures cannot be waived.

6.27.1.6.2 Formal tendering procedures may be waived in the following circumstances:

- (a) In very exceptional circumstances where the Chief Executive decides that formal tendering procedures would not be practicable or the estimated expenditure or income would not warrant formal tendering procedures;
- (b) Where the requirement is covered by an existing contract;
- (c) Where national or other framework agreements are in place and have been approved by the Board of Directors;
- (d) Where a consortium arrangement is in place and a lead organisation has been appointed to carry out tendering activity on behalf of the consortium members;
- (e) Where the timescale genuinely precludes competitive tendering but failure to plan the work properly would not be regarded as a justification for a single tender;
- (f) Where specialist expertise is required and is available from only one source;
- (g) When 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;
- (h) Where 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;
- (i) For the provision of legal advice and services providing that any legal firm or partnership commissioned by the Foundation Trust is regulated by the Law Society for England and Wales for the conduct of their business (or by the Bar Council for England and Wales in relation to the obtaining of Counsel's opinion) and are generally recognised as having sufficient expertise in the area of work for which they are commissioned. The Chief Finance Officer will ensure that any fees paid are reasonable and within commonly accepted rates for the costing of such work.

6.27.1.6.3 The waiving of competitive tendering procedures should not be used to avoid competition or for administrative convenience or to award further work to a consultant originally appointed through a competitive procedure.

6.27.1.6.4 Competitive tendering cannot be waived for building and engineering construction works and maintenance without Departmental of Health approval.

6.27.1.6.5 Where it is decided that competitive tendering or quotation is not applicable and should be waived, the fact of the waiver and the reasons should be documented and recorded on the Trust's standard Waiver Request Form. The originating department should submit the completed Waiver Request Form for approval in advance of any requisitioning activity to the Chief Finance Officer / Chief Executive.

- 6.27.1.6.6 All requests to waive tenders should be reported to the Audit Committee on a quarterly basis.
- 6.27.1.6.7 Exceptionally a single tender action may be permitted. However it should not be used retrospectively i.e. after a contract has been awarded nor should it be used for administrative convenience or to avoid competition. In all cases the reasons should be documented and reported by the Chief Finance Officer to Audit Committee and through to the Board via the Chair's Report.
- 6.27.1.7 Competitive Tenders and Quotations**
- 6.27.1.7.1 Wherever practicable, at least three competitive tenders or quotations shall be obtained for the supply of goods or services in accordance with the Trust Delegated Financial Limits Table B Section 6.
- 6.27.1.7.2 In respect of any formal procurement exercises to be undertaken over the £5,000 threshold, the Head of Procurement's advice must be sought prior to commencement of the exercise. The Head of Procurement will lead any procurement exercises which exceed the Find a Tender Service procurement threshold.
- 6.27.1.8 Contracting / Tendering Procedure**
- 6.27.1.8.1 Invitation to Tender**
- 6.27.1.8.1.1 All invitations to tender on a formal competitive basis shall state the date and time as being the latest time for the receipt of tenders and no tender will be considered for acceptance unless submitted via the Trust's accepted method of receiving completed tender responses. All tenders must be received in this way and no exceptions will be made.
- 6.27.1.8.1.2 Every tender for goods, materials, services or disposals shall embody such of the NHS Standard Contract Conditions as are applicable.
- 6.27.1.8.1.3 Every tender for building or engineering works (except for maintenance work, when Estmancode guidance shall be followed) shall embody or be in the terms of the current edition of one of the Joint Contracts Tribunal Standard Forms of Building Contract or Department of the Environment (GC/Wks) Standard forms of contract; or, when the content of the work is primarily engineering, the General Conditions of Contract recommended by the Institution of Mechanical and Electrical Engineers and the Association of Consulting Engineers or (in the case of civil engineering work) the General Conditions of Contract recommended by the Institute of Civil Engineers, the Association of Consulting Engineers and the Federation of Civil Engineering Contractors. These documents shall be modified and/or amplified to accord with Department of Health guidance and, in minor respects, to cover special features of individual projects.
- 6.27.1.8.1.4 Every tender for goods, materials, services (including consultancy services) or disposals shall embody such of the NHS Standard Contract conditions as are applicable. Every tenderer must give a written undertaking not to engage in collusive tendering or other restrictive practice.
- 6.27.1.8.1.5 Selection and award criterion must always be established in advance of tender selection taking place. Subsequent decisions to vary these criteria will be closely scrutinised before final approval is given. Further to Procurement Policy Note 06/20's application to NHS Trusts from April 2022, a minimum weighting of 10% must be given to Social Value in any tender award criteria.

6.27.1.8.1.6 Before the due date of the tender, the electronic tendering portal will issue an automatic notification to the directors responsible for receiving and the releasing of electronic tenders.

6.27.1.8.2 Receipt and safe custody of tenders

6.27.1.8.2.1 Formal competitive tender documents will be received electronically via the Trust's electronic tendering portal.

6.27.1.8.2.2 The Chief Executive or their nominated representative will be responsible for ensuring a secure system is in place for the safe custody of tenders. Electronic tenders received will be kept 'locked' in a secure electronic tender box within the electronic portal until the tender deadline for receipt of completed tender responses.

6.27.1.8.2.3 The electronic tenders will remain sealed until the electronic seal is removed by the Chief Executive's designated receiving officer. The date and time of receipt of each tender will be recorded on the electronic tender portal along with any tenders that have been received after the tender deadline, which will include details of the date and time the late tender(s) was/were received.

6.27.1.8.2.4 The Chief Executive shall designate a Releasing Officer, not from the originating Department, to release the electronic tenders which have had the seal removed by the receiving officer. Appropriate records will be provided by the electronic portal, as below.

6.27.1.8.2.5 Tenders will be held by the electronic tender portal under electronic seal until the closing date and time have been reached.

6.27.1.8.3 Opening tenders and Register of tenders

6.27.1.8.3.1 The rules relating to the opening of tenders should be read in conjunction with any delegated authority set out in the Trust's Scheme of Delegation.

6.27.1.8.3.2 As soon as practicable after the date and time stated as being the latest time for the receipt of tenders, they shall be opened (i.e. the electronic seal will be removed) at one time in the presence of the Chief Executive or his/her nominated Executive Director together with one other Executive Director who is not from the originating Department (i.e. the department sponsoring or commissioning the tender).

6.27.1.8.3.3 The involvement of Finance Department staff in the preparation of a tender proposal will not preclude the Chief Finance Officer from serving as one of the two Executives to open and release tenders. All Executive Directors are authorised to open and release tenders and for this purpose the Foundation Trust Secretary will count as a Director for the purposes of opening tenders.

6.27.1.8.3.4 Should a tender be procured directly by an Executive Director, that officer should not be present at the opening or releasing of tenders.

6.27.1.8.3.5 The electronic tender portal will provide an extensive audit trail of the time of the tenders being opened and the time they are released to the evaluation team.

6.27.1.8.3.6 No tender shall be amended after it has been received except to correct bona fide errors endorsed as such by the Chief Executive or his nominated Executive Director. Any corrections shall be recorded.

6.27.1.8.3.7 On completion of the opening and releasing arrangements, all accepted tenders will be made available to the issuing department via the electronic tender portal.

6.27.1.8.3.8 Incomplete tenders, i.e. those from which information necessary for the adjudication of the tender is missing, and amended tenders i.e. those amended by the tenderer upon their own initiative either orally or in writing after the due time for receipt, but prior to the opening of other tenders, should be dealt with in the same way as late tenders. (See 6.27.1.8.4.2 below).

6.27.1.8.4 Admissibility

6.27.1.8.4.1 In considering which tender to accept, the designated Officers shall have regard to whether value for money will be obtained by the Trust and whether the number of tenders received provides adequate competition. In cases of doubt they shall consult the Chief Executive.

6.27.1.8.4.2 Tenders received after the due time and date may be considered only if the Chief Executive or nominated Executive Director decides that there are exceptional circumstances, e.g. where significant financial, technical or delivery advantages would accrue, and is satisfied that there is no reason to doubt the bona fides of the tenders concerned. The Chief Executive or nominated Executive Director shall decide whether such tenders are admissible and whether re-tendering is desirable. Re-tendering may be limited to those tenders reasonably in the field of consideration in the original competition. If the tender is accepted, the late arrival of the tender should be reported to the Board of Directors at its next meeting.

6.27.1.8.4.3 Incomplete tenders i.e. those from which information necessary for the adjudication of the tender is missing and amended tenders i.e. those amended by the tenderer upon their own initiative either orally or in writing after the due time for receipt should be dealt with in the same way as late tenders under Section 6.26.11.9.4.2 above.

6.27.1.8.4.4 Where examination of tenders reveals errors that would affect the tender figure, the tenderer is to be given details of such errors and afforded the opportunity of confirming or withdrawing their offer.

6.27.1.8.4.5 Necessary discussions with a tenderer of the contents of their tender, in order to elucidate technical points etc, before the award of a contract, need not disqualify the tender.

6.27.1.8.4.6 Formal pre-contract discussions must have the written consent of the Chief Executive and at least two Officers must be present and all details must be confirmed in writing.

6.27.1.8.4.7 If for any reason the designated officers are of the opinion that the tender received are not strictly competitive (for example, because their numbers are insufficient or any are amended, incomplete or qualified) no contract shall be awarded without the approval of the Chief Executive.

6.27.1.8.4.8 Tenders received after the due time and date, but prior to the opening of the other tenders, may be considered only if the Chief Executive or their nominated officer decides that there are exceptional circumstances i.e. despatched in good time but delayed through no fault of the tenderer.

6.27.1.8.4.9 Only in the most exceptional circumstances will a tender be considered which is received after the opening of the other tenders and only then if the tenders that have been duly opened have not left the custody of the Chief Executive or their nominated officer or if the process of evaluation and adjudication has not started.

6.27.1.8.4.10 While decisions as to the admissibility of late, incomplete or amended tenders are under consideration, the tender documents shall be kept strictly confidential, recorded, and held in safe custody by the Chief Executive or their nominated officer.

6.27.1.8.5 Acceptance of formal tenders

6.27.1.8.5.1 Where only one tender is sought and/or received, the Chief Executive and Chief Finance Officer shall, as far practicable, ensure that the price to be paid is fair and reasonable and will ensure value for money for the Foundation Trust, obtaining an independent assessment if required.

6.27.1.8.5.2 A tender other than the lowest (if payment is to be made by the Trust), or other than the highest (if payment is to be received by the Trust) shall not be accepted unless there are good reasons to the contrary. Such reasons shall be set out in a permanent record and be reported to the Board.

6.27.1.8.5.3 A financial appraisal should be undertaken by the Chief Finance Officer of successful tenderers who bid for contracts in excess of £50,000 and for all contractors bidding for financial services.

6.27.1.8.5.4 All tender documentation should be treated as confidential and should be retained for inspection / audit.

6.27.1.8.5.5 Note, unsuccessful bidders will be debriefed by the Head of Procurement involved, as required.

6.27.1.8.5.6 A contract cannot be concluded until the expiry of a period of at least 10 calendar days with effect from the day following the date on which the contract award decision is sent to the tenderers concerned if fax or electronic means are used; or, if other means of communication are used, before the expiry of a period of either at least 15 calendar days with effect from the day following the date on which the contract award decision is sent to the tenderers and candidates concerned.

6.27.1.8.5.7 Any discussions with a tenderer which are deemed necessary to clarify technical aspects of their tender before the award of a contract will not disqualify the tender (see also 6.27.1.8.4.6 above).

6.27.1.8.5.8 The lowest tender, if payment is to be made by the Foundation Trust, or the highest, if payment is to be received by the Foundation Trust, shall be accepted unless there are good and sufficient reasons to the contrary. Such reasons shall be set out in either the contract file, or other appropriate record.

It is accepted that for professional services such as management consultancy, the lowest price does not always represent the best value for money. Other factors affecting the success of a project include:

- (a) experience and qualifications of team members;
- (b) understanding of client's needs;
- (c) feasibility and credibility of proposed approach;
- (d) ability to complete the project on time.

Where other factors are taken into account in selecting a tenderer, these must be clearly recorded and documented in the contract file, and the reason(s) for not accepting the lowest tender clearly stated.

6.27.1.8.5.9 No tender shall be accepted which will commit expenditure in excess of that which has been allocated by the Foundation Trust and which is not in accordance with these Instructions except with the authorisation of the Chief Executive.

6.27.1.8.5.10 The use of these procedures must demonstrate that the award of the contract was:

- (a) not in excess of the going market rate / price current at the time the contract was awarded;
- (b) that best value for money was achieved.

6.27.11.9.5.11 All tenders must be treated as confidential and will be retained within the secure electronic tender portal for inspection.

6.27.11.9.6 Tender reports to the Board of Directors

6.27.11.9.6.1 Reports to the Board of Directors will be made for spend above £500,000 to be approved in line with delegated limits.

6.27.11.9.7.1 Responsibility for maintaining list

6.27.11.9.7.1.1A manager nominated by the Chief Executive shall on behalf of the Trust maintain lists of approved firms from who tenders and quotations may be invited. These shall be kept under frequent review. The lists shall include all firms who have applied for permission to tender and as to whose technical and financial competence the Foundation Trust is satisfied. All suppliers must be made aware of the Foundation Trust's terms and conditions of contract.

6.27.11.9.7.1.2 Building and Engineering Construction Works

- (i) Invitations to tender shall be made only to firms included on the approved list of tenderers compiled in accordance with this Instruction or on the separate maintenance lists compiled in accordance with Estmancode guidance (Health Notice HN(78)147).
- ii) Firms included on the approved list of tenderers shall ensure that when engaging, training, promoting or dismissing employees or in any conditions of employment, shall not discriminate against any person because of colour, race, ethnic or national origins, religion or sex, and will comply with the provisions of the Equal Pay Act 1970, the Sex Discrimination Act 1975, the Race Relations Act 1976, and the Disabled Persons (Employment) Act 1944 and any amending and/or related legislation.
- iii) Firms shall conform at least with the requirements of the Health and Safety at Work Act and any amending and/or other related legislation concerned with the health, safety and welfare of workers and other persons, and to any relevant British Standard Code of Practice issued by the British Standard Institution. Firms must provide to the appropriate manager a copy of its safety policy and evidence of the safety of plant and equipment, when requested.

6.27.11.9.7.1.3 Financial Standing and Technical Competence of Contractors

The Chief Finance Officer may make or institute any enquiries they deem appropriate concerning the financial standing and financial suitability of approved contractors. The Director with lead responsibility for clinical governance will similarly make such enquiries as is felt appropriate to be satisfied as to their technical / medical competence.

6.27.11.9.7.1.4 Exceptions to using approved contractors

6.27.11.9.7.1.4.1 If in the opinion of the Chief Executive and the Chief Finance Officer or the Director with lead responsibility for clinical governance it is impractical to use a potential contractor from the list of approved firms/individuals (for example

where specialist services or skills are required and there are insufficient suitable potential contractors on the list), or where a list for whatever reason has not been prepared, the Chief Executive should ensure that appropriate checks are carried out as to the technical and financial capability of those firms that are invited to tender or quote.

- 6.27.11.9.7.1.4.2 An appropriate record in the contract file should be made of the reasons for inviting a tender or quote other than from an approved list.

6.27.11.10 Quotations: Competitive and non-competitive

6.27.11.10.7 Quotation Procedures

- 6.27.11.10.7.1 Quotations must be obtained in writing as specified in the Delegated Financial Limits Table B Section 6 of this Corporate Governance Manual.
- 6.27.11.10.7.2 Quotations should be obtained from at least 3 firms/individuals based on specifications or terms of reference prepared by, or on behalf of, the Foundation Trust.
- 6.27.11.10.7.3 Quotations should be in writing unless the Chief Finance Officer or their nominated officer determines that it is impractical to do so in which case quotations may be obtained by telephone. Confirmation of telephone quotations should be obtained as soon as possible and the reasons why the telephone quotation was obtained should be set out in a permanent record.
- 6.27.11.10.7.4 Wherever practicable, requests for quotations and quotation responses should be provided via the electronic tendering portal. This electronic tendering portal will allow for all quotations to be received electronically and will record the time and date of receipt.
- 6.27.11.10.7.5 If quotations are to be received outside of the electronic tendering portal they should be opened by the nominated Receiving Officer.
- 6.27.11.10.7.6 Where only one quotation is received the Foundation Trust shall, as far as practicable, ensure that the price to be paid is fair and reasonable, obtaining an independent assessment if required.
- 6.27.11.10.7.7 A quotation other than the lowest (if payment is to be made by the Foundation Trust), or other than the highest (if payment is to be received by the Foundation Trust) shall not be accepted unless there are good reasons to the contrary. Such reasons shall be set out in a permanent record and be reported to the Board.
- 6.27.11.10.7.8 All quotation documentation should be treated as confidential and should be retained either via the electronic tendering portal or in hard copy format for inspection / audit.
- 6.27.11.10.8 Non-Competitive Quotations**
- 6.27.11.10.8.1 Non-competitive quotations in writing may be obtained in the following circumstances:
- (i) the supply of proprietary or other goods of a special character and the rendering of services of a special character, for which it is not, in the opinion of the responsible officer, possible or desirable to obtain competitive quotations;
 - (ii) the supply of goods or manufactured articles of any kind which are required quickly and are not obtainable under existing contracts;
 - (iii) miscellaneous services, supplies and disposals;
 - (iv) where the goods or services are for building and engineering maintenance the responsible works manager must certify that the first two conditions of this SFI (i.e.(i) and (ii) of this SFI) apply.

6.27.11.10.8.2 Quotations to be within Financial Limits

6.27.11.10.8.

- 2.1 No quotation shall be accepted which will commit expenditure in excess of that which has been allocated by the Foundation Trust and which is not in accordance with Standing Financial Instructions except with the authorisation of either the Chief Executive or Chief Finance Officer.
- 6.27.11.10.9 Instances where formal competitive tendering or competitive quotation is not required**
- 6.27.11.10.9.1 Where competitive tendering or a competitive quotation is not required the Foundation Trust should adopt one of the following alternatives:
- (a) The Foundation Trust shall use the NHS Supply Chain or nominated procurement partner for procurement of all goods and services unless the Chief Executive or nominated officers deem it inappropriate.
 - (b) If the Foundation Trust does not use the NHS Supply Chain - where tenders or quotations are not required, because expenditure is below the levels defined in the Scheme of Reservation and Delegation, the Foundation Trust shall procure goods and services in accordance with procurement procedures approved by the Chief Finance Officer.
- 6.27.11.11 Private Finance for capital procurement**
- 6.27.11.11.1 The Foundation Trust should normally market-test for PFI (Private Finance Initiative funding) when considering a capital procurement. When the Board proposes, or is required, to use finance provided by the private sector the following should apply:
- (a) The Chief Executive shall demonstrate that the use of private finance represents value for money and genuinely transfers risk to the private sector.
 - (b) Where the sum exceeds delegated limits, a business case must be referred to the independent regulator, NHS England, for approval or treated as per current guidelines.
 - (c) The proposal must be specifically agreed by the Board of the Foundation Trust.
 - (d) The selection of a contractor/finance company must be on the basis of competitive tendering or quotations.
- 6.27.11.12 Compliance requirements for all contracts**
- 6.27.11.12.1 The Board may only enter into contracts on behalf of the Foundation Trust within the statutory powers delegated to it by the Secretary of State and shall comply with:
- (a) The Foundation Trust's Standing Orders and Standing Financial Instructions;
 - (b) Public Contracts Regulations 2015 and other statutory provisions;
 - (c) Any relevant directions including the NHS FREM, Estate code and guidance on the Procurement and Management of Consultants;
 - (d) Such of the NHS Standard Contract Conditions as are applicable.
 - (e) Contracts with Foundation Trusts must be in a form compliant with appropriate NHS guidance.
 - (f) Where appropriate contracts shall be in or embody the same terms and conditions of contract as was the basis on which tenders or quotations were invited.

- (g) In all contracts made by the Foundation Trust, the Board shall endeavour to obtain best value for money by use of all systems in place. The Chief Executive shall nominate an officer who shall oversee and manage each contract on behalf of the Foundation Trust.

6.27.11.13 Foundation Trust Contracts / Healthcare Services Agreements

- 6.27.11.13.1 Service agreements with NHS providers for the supply of healthcare services shall be drawn up in accordance with the requirements of the law. A contract with a Foundation Trust, being a Public Benefits Corporation, is a legal document and is enforceable in law.
- 6.27.11.13.2 The Chief Executive shall nominate officers to commission service agreements with providers of healthcare in line with a commissioning plan approved by the Board of Directors (refer to Scheme of Reservation and Delegation).

6.27.11.14 Disposals (See also Section 6.20 Condemnations and Disposals)

- 6.27.11.14.1 Competitive Tendering or Quotation procedures shall not apply to the disposal of:
 - (a) 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 their nominated officer;
 - (b) Obsolete or condemned articles and stores, which may be disposed of in accordance with the supplies policy of the Foundation Trust;
 - (c) items to be disposed of with an estimated sale value of less than that defined on the Scheme of Delegation, this figure to be reviewed on a periodic basis;
 - (d) items arising from works of construction, demolition or site clearance, which should be dealt with in accordance with the relevant contract;
 - (e) land or buildings concerning which DH guidance has been issued but subject to compliance with such guidance.

6.27.11.15 In-house Services

- 6.27.11.15.1 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 Foundation Trust may also determine from time to time that in-house services should be market tested by competitive tendering.
- 6.27.11.15.2 In all cases where the Board of Directors determines that in-house services should be subject to competitive tendering the following groups shall be set up:
 - (a) Specification group, comprising the Chief Executive or nominated officer/s and specialist.
 - (b) In-house tender group, comprising a nominee of the Chief Executive and technical support.
 - (c) Evaluation team, comprising normally a specialist officer, a supplies officer and a Chief Finance Officer representative.
- 6.27.11.15.3 All groups should work independently of each other and individual officers may be a member of more than one group but no member of the in-house tender group may participate in the evaluation of tenders.
- 6.27.11.15.4 The evaluation team shall make recommendations to the Board of Directors.
- 6.27.11.15.5 The Chief Executive shall nominate an officer to oversee and manage the contract on behalf of the Foundation Trust.

6.27.11.16 Applicability of SFIs on Tendering and Contracting to funds held in trust

6.27.11.16.1 These Instructions shall not only apply to expenditure from Exchequer funds but also to works, services and goods purchased from the Foundation Trust's trust funds and private resources.

6.27.12 Acceptance of Gifts and Hospitality by Staff

6.27.12.1 The Chief Finance Officer shall ensure that all staff are made aware of the Foundation Trust policy on acceptance of gifts and other benefits in kind by staff. This policy should follow the guidance contained in the ⁷Department of Health Standards of Business Conduct for NHS Staff.

6.27.13 Retention of documents

6.27.13.1 Context

6.27.13.1.1 All NHS records are public records under the terms of the Public Records Act 1958 section 3 (1) – (2). The Secretary of State for Health and all NHS organisations have a duty under this Act to make arrangements for the safe keeping and eventual disposal of all types of records. In addition, the requirements of the Data Protection Act 1998 and the Freedom of Information Act 2000 must be achieved.

6.27.13.1.2 Accountability

6.27.13.1.2.1 The Chief Executive and senior managers are personally accountable for records management within the organisation. Additionally, the organisation is required to take positive ownership of, and responsibility for, the records legacy of predecessor organisations and /or obsolete services. Under the Public Records Act 1958 all NHS employees are responsible for any records that they create or use in the course of their duties. Thus any records created by an employee of the NHS are public records and may be subject to both legal and professional obligations.

6.27.13.1.2.2 The Chief Executive shall be responsible for maintaining archives for all documents required to be retained under the direction contained in the ⁸Department of Health guidance, Records Management: NHS Code of Practice.

6.27.13.1.3 Types of Record Covered by The Code of Practice

6.27.13.1.3.2 The guidelines apply to NHS records of all types (including records of NHS patients treated on behalf of the NHS in the private healthcare sector) regardless of the media on which they are held:

- Patient health records (electronic or paper based)
- Records of private patients seen on NHS premises;
- Accident and emergency, birth and all other registers;
- Theatre registers and minor operations (and other related) registers;
- Administrative records (including e.g. personnel, estates, financial and accounting records, notes associated with complaint handling);
- X-ray and imaging reports, output and other images;
- Photographs, slides and other images;
- Microform (i.e. fiche / film)
- Audio and video tapes, cassettes, CD-ROM etc.
- Emails;
- Computerised records;
- Scanned records;

⁷Standards of business conduct for NHS staff (HSG(93)5), NHS Management Executive, 1993

⁸Records Management: NHS Code of Practice, Department of Health 2006 & 2009

- Text messages (both outgoing from the NHS and incoming responses from the patient).
- 6.27.13.1.3.3 The documents held in archives shall be capable of retrieval by authorised persons.
- 6.27.13.1.3.4 Documents held in accordance with the Records Management Code of Practice shall only be destroyed at the express instigation of the Chief Executive, records shall be maintained of documents so destroyed.
- 6.27.14 Risk Management**
- 6.27.14.1 The Chief Executive shall ensure that the Foundation Trust has a programme of risk management which must be approved Board of Directors and monitored by the Quality committee.
- 6.27.14.2 The programme of risk management shall include:
 - (a) A process for identifying and quantifying risks and potential liabilities;
 - (b) Engendering among all levels of staff a positive attitude towards the control of risk;
 - (c) Management processes to ensure all significant risks and potential liabilities are addressed including effective systems of internal control, cost effective insurance cover, and decisions on the acceptable level of retained risk;
 - (d) Contingency plans to offset the impact of adverse events;
 - (e) Audit arrangements, including internal audit, clinical audit, health and safety review;
 - (f) Decisions on which risks shall be insured;
 - (g) Arrangements to review the risk management programme.
- 6.27.14.3 The existence, integration and evaluation of the above elements will assist in providing a basis to make a statement on the effectiveness of internal control within the Annual Report and Accounts, as required by current guidance.
- 6.27.15 Insurance arrangements**
- 6.27.15.1 The Board shall decide if the Foundation Trust will insure through the risk pooling schemes administered by the NHS Litigation Authority or self insure for some or all of the risks covered by the risk pooling schemes. If the Board decides not to use the risk pooling schemes for any of the risk areas (clinical, property and employers/third party liability) covered by the scheme this decision shall be reviewed annually.
- 6.27.15.2 Arrangements to be followed by the Board of Directors in agreeing Insurance cover:
 - (a) Where the Board decides to use the risk pooling schemes administered by the NHS Litigation Authority the Chief Finance Officer shall ensure that the arrangements entered into are appropriate and complementary to the risk management programme. The Chief Finance Officer shall ensure that documented procedures cover these arrangements.
 - (b) Where the Board decides not to use the risk pooling schemes administered by the NHS Litigation Authority for one or other of the risks covered by the schemes, the Chief Finance Officer 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 Chief Finance Officer will draw up formal documented procedures for the management of any claims arising from third parties and payments in respect of losses which will not be reimbursed.
 - (c) All the risk pooling schemes require Scheme members to make some contribution to the settlement of claims (the 'deductible'). The Chief Finance Officer should ensure documented procedures also cover the management of claims and payments below the deductible in each case.

6.27.15.3

Standard Areas for Commercial Insurance Cover

- (a) Foundation Trust's may enter commercial arrangements for insuring motor vehicles owned by the Foundation Trust including insuring third party liability arising from their use;
- (b) Where the Foundation Trust is involved with a consortium in a Private Finance Initiative contract and the other consortium members require that commercial insurance arrangements are entered into; and
- (c) Where income generation activities take place. Income generation activities should normally be insured against all risks using commercial insurance. If the income generation activity is also an activity normally carried out by the Foundation Trust for a NHS purpose the activity may be covered in the risk pool. Confirmation of coverage in the risk pool must be obtained from the Litigation Authority. In any case of doubt concerning a Foundation Trust's powers to enter into commercial insurance arrangements the Finance Director should consult NHS England or the Department of Health as appropriate.

6.27.15.4

Consideration for Other Areas of Insurance Cover

6.27.15.4.1

As a Foundation Trust the Board need to consider the adequacy of insurance cover recognising the Public Benefit Corporation status. Key areas to consider include:

- (a) Directors and Officers Liability – Recognising the cover available through the NHSLA, consideration is required to the adequacy of the cover in respect of selling assets, entering into contracts and insolvency indemnity cover
- (b) Property Damage – consider the provision for underwriting claims.
- (c) Business interruption resulting from property damage-consider the provision to cover for loss of income.

BOARD OF DIRECTORS

TERMS OF REFERENCE

Authority/Constitution

1. The Board is constituted as the principal governing body of the NHS Foundation Trust, operating under the guidance of the Trust's Governance Framework. Its constitution and terms of reference are as detailed below, with the provision for amendments at future Board meetings or as required by changes in legislation, governance guidelines, or the Trust's operational needs.
2. The Board is empowered by the Trust's Constitution and the relevant NHS statutory frameworks to act within its prescribed terms of reference. All employees and members of the Trust are required to comply with directives and requests made by the Board, ensuring full cooperation in the execution of its governance, oversight, and strategic functions.

Purpose

3. The Terms of Reference describe the role and working of the Board of Directors (hereafter referred to as the Board) and are for the guidance of the Board, for the information of the Trust as a whole and serve as the basis of the Terms of Reference for the Board's own Committees.
4. The Trust exists to 'provide goods and services for any purposes related to the provision of services provided to individuals for, or in connection with, the prevention, diagnosis or treatment of illness, and the promotion and protection of public health.'
5. The Trust has a Board which exercises all the powers of the Trust on its behalf, but the Board may delegate any of those powers to a Committee of directors or to the Chief Executive. The Board consists of Executive Directors, one of whom is the Chief Executive, and Non-Executive Directors, one of whom is the Trust Chair. The nominated deputy for the Chief Executive and Trust Chair, upon appointment to a substantive or acting up role, must be formally recorded in the minutes.

Duties

6. The Board leads the trust by undertaking four key roles:
 - setting strategy;
 - supervising the work of the executive in the delivery of the strategy and through seeking assurance that systems of control are robust and reliable;

- setting and leading a positive culture for the Board and the organisation;
 - giving account and answering to key stakeholders, particularly the Council of Governors.
7. The general duty of the Board of Directors, and of each director individually, is to act with a view to promoting the success of the Trust so as to maximise the benefits for the members of the Trust as a whole and for the public. Each director also has a duty to avoid conflicts of interest and not to accept benefits from third parties (as well as to declare interests in proposed transactions or arrangements with the Trust).
8. The practice and procedure of the meetings of the Board, and of its committees, are not set out here but are described in the Board's Standing Orders.

9. GENERAL RESPONSIBILITIES:

10. The general responsibilities of the Board are:
- to maintain and improve quality of care;
 - to work in partnership with service users, carers, local health organisations, local government authorities and others to provide safe, effective, accessible, and well governed services for patients, service users and carers;
 - to ensure that the Trust meets its obligations to the population served, its stakeholders and its staff in a way that is wholly consistent with public sector values and probity;
 - to ensure relationships are maintained with the Trust's stakeholders, regulators, public, governors, staff and patients, such that the trust can discharge its wider duties;
 - to exercise collective responsibility for adding value to the Trust by promoting its success through direction and supervision of its affairs in a cost effective manner;
 - to ensure compliance with all applicable law, regulation and statutory guidance.
11. In fulfilling its duties, the Trust Board will work in a way that makes the best use of the skills of non-executive and executive directors.

12. LEADERSHIP

13. The Board provides active leadership to the organisation by:
- ensuring there is a clear vision and strategy for the Trust that is well known and understood by stakeholders and is being implemented within a framework of prudent and effective controls which enable risk to be assessed and managed;
 - ensuring the Trust is a good employer by the development of a workforce strategy and its appropriate implementation and operation;
 - implementing effective Board and Committee structures and clear lines of reporting and accountability throughout the organisation.

14. STRATEGY

15. The Board:
- sets and maintains the Trust's strategic vision, aims and objectives ensuring the necessary financial, physical and human resources are in place for it to meet its objectives;
 - determines the nature and extent of the risk it is willing to take in achieving its strategic objectives;

- monitors and reviews management performance to ensure the Trust's objectives are met;
- oversees both the delivery of planned services and the achievement of objectives, monitoring performance to ensure corrective action is taken when required;
- develops and maintains an annual business plan, with due regard to the views of the council of governors, and ensures its delivery as a means of taking forward the strategy of the Trust to meet the expectations and requirements of stakeholders;
- ensures that national policies and strategies are effectively addressed and implemented within the Trust.

16. CULTURE, ETHICS AND INTEGRITY

17. The Board:

- is responsible for setting values, ensuring they are widely communicated and adhered to and that the behaviour of the Board is entirely consistent with those values;
- promotes a patient-centred culture of openness, transparency and candour;
- ensures that high standards of corporate governance and personal integrity are maintained in the conduct of foundation trust business.

18. GOVERNANCE

19. The Board:

- ensures compliance with relevant principles, systems and standards of good corporate governance and has regard to guidance on good corporate governance and appropriate codes of conduct, accountability and openness applicable to NHS provider organisations;
- ensures that all licence conditions relating to the Trust's governance arrangements are complied with;
- ensures that the Trust has comprehensive governance arrangements in place that guarantee that the resources vested in the Trust are appropriately managed and deployed, that key risks are identified and effectively managed and that the Trust fulfils its accountability requirements;
- ensures that the Trust complies with its governance and assurance obligations in the delivery of clinically effective and safe services taking account of patient and carer experiences and maintaining the dignity of those cared for;
- ensures that all the required returns and disclosures are made to the regulators;
- formulates, implements and reviews standing orders and standing financial instructions as a means of regulating the conduct and transactions of foundation trust business;
- agrees the schedule of matters reserved for decision by the Board of Directors;
- ensures that the statutory duties of the Trust are effectively discharged;
- Acts as corporate trustee for the Trust's charitable funds.

20. RISK

21. The Board:

- ensures an effective system of integrated governance, risk management and internal control across the whole of the Trust's clinical and corporate activities;

- ensures that there are sound processes and mechanisms in place to ensure effective user and carer involvement in the development of care plans, the review of quality of services provided and the development of new services;
- ensures there are appropriately constituted appointment and evaluation arrangements for senior positions such as consultant medical staff and those reporting to executive directors.

22. COMMUNICATION

23. The Board:

- Ensures an effective communication channel exists between the Trust, its governors, members, staff and the local community.
- Ensures the effective dissemination of information on service strategies and plans and also provides a mechanism for feedback.
- Ensures that those Board proceedings and outcomes that are not confidential are communicated publicly through Board meetings in public and also via the Trust's website.

24. FINANCIAL AND QUALITY SUCCESS

25. The Board:

- Ensures that an effective system of finance and quality is embedded within the Trust.
- Ensures that the Trust operates effectively, efficiently and economically.
- Ensures the continuing financial viability of the organisation.
- Ensures the proper management of resources and that financial and quality of service responsibilities are achieved.
- Ensures that the Trust achieves the quality targets and requirements of stakeholders within the available resources.
- Reviews performance, identifying opportunities for improvement and ensuring those opportunities are taken.

26. RESPONSIBILITIES OF BOARD MEMBERS

27. All Members of the Board:

- Have joint responsibility for every decision of the Board regardless of their individual skills or status. This does not impact upon the particular responsibilities of the Chief Executive as the Accounting Officer.
- Have a responsibility to constructively challenge during Board discussions and help develop proposals on priorities, risk mitigation, values, standards and strategy.

28. Role of the Trust Chair:

29. The Trust Chair is the guardian of the Board's decision-making processes and provides general leadership of the Board and the Council of Governors.

- Responsible for leading the Board and for ensuring that it successfully discharges its overall responsibilities for the Trust as a whole.
- Reports to the Board and is responsible for the effective operation of the Board and the Council of Governors.

- Responsible for ensuring that the Board as a whole plays a full part in the development and determination of the Trust's strategy and overall objectives.

30. Role of the Chief Executive

- The Chief Executive reports to the Trust Chair and to the Board directly. All members of the management structure report either directly or indirectly to the Chief Executive.
- The Chief Executive is responsible to the Board for running the Trust's business and for proposing and developing the Trust's strategy and overall objectives for approval by the Board.
- The Chief Executive is responsible for implementing the decisions of the Board and its Committees, providing information and support to the Board and Council of Governors.

31. Role of Executive Directors (EDs)

- Share collective responsibility with the Non-Executive Directors as part of a unified Board.
- Shape and deliver the strategy and operational performance in line with the Trust's strategic aims.

32. Role of Non-Executive Directors (NEDs)

- Bring a range of varied perspectives and experiences to strategy development and decision making.
- Ensure that effective management arrangements and an effective management team are in place.
- Hold the Executive Directors to account for performance of the operational responsibilities.
- Scrutinise the performance of the executive management in meeting agreed goals and objectives, receive adequate information and monitor the reporting of performance. NEDs should satisfy themselves as to the integrity of financial, clinical and other information, and make sure that financial and clinical quality controls, and systems of risk management and governance, are robust and implemented.
- To take an active role in providing advice, support and encouragement to Executive Directors.

33. Role of the Senior Independent Director (SID)

- Is a Non-Executive Director appointed by the Board in consultation with the Council of Governors to undertake the role. Normally the SID will not be the Vice Trust Chair although this may be the case if the Board deems it necessary.
- Will be available to members of the Foundation Trust and to Governors if they have concerns which, contact through the usual channels of the Trust Chair, Chief Executive, Deputy Chief Executive, Director of Finance and Trust Secretary, has failed to resolve or where it would be inappropriate to use such channels.
- Has a key role in supporting the Trust Chair in leading the Board and acting as a sounding board and source of advice for the Trust Chair. The SID has a role in supporting the Trust Chair in his/her role as Trust Chair of the Council of Governors.

34. In addition to the duties described here, the SID has the same duties as the other Non-Executive Directors.

35. Role of the Trust Secretary

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

- agreement of the agenda, for Board and Board committee meetings, with the relevant Chair, in consultation with the Chief Executive;
- collation of reports and papers for Board and committee meetings;
- ensuring that suitable minutes are taken, keeping a record of matters arising and issues to be carried forward;
- ensuring that board procedures are complied with;
- supporting the Chair in ensuring good information flows within and between the Board, its committees, the Council of Governors and senior management;
- advising the Board and Board committees on governance matters;
- supporting the chair on matters relating to induction, development and training for directors

Membership

36. The composition of the Board shall be:

- A Non-Executive Chair
- Not more than seven other non-executive Directors
- Not more than seven executive Directors including:
 - The Chief Executive (who is the Accounting Officer)
 - Chief Finance Officer
 - A registered medical practitioner or a registered dentist (within the meaning of the Dentists Act 1984)
 - A registered nurse or registered midwife.

37. Six Directors including not less than three executive Directors (one of whom must be the Chief Executive or another Executive Director nominated by the Chief Executive) and not less than three non-executive Directors (one of whom must be the Chair or the Vice Chair of the Board of Directors) shall form a quorum.

38. An officer in attendance for an executive Director but without formal acting up status may not count towards the quorum.

39. If a Director has been disqualified from participating in a discussion on any matter and/or from voting on any resolution by reason of declaration of a conflict of interest, that Director 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 minute of the meeting. The meeting must then proceed to the next business.

40. Voting

41. All questions put to the vote shall, at the discretion of the Chair, be decided by a show of hands save that no resolution of the Board of Directors shall be passed if it is opposed by all of the non-executive Directors present or by all of the executive Directors present. A paper ballot may be used if a majority of the Directors present so request.
42. In case of an equality of votes the Chair shall have a second and casting vote.
43. If at least one third of the Board 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). If a Board member so requests, her vote shall be recorded by name.
44. In no circumstances may an absent Director vote by proxy. Subject to Standing Order 59, absence is defined as being absent at the time of the vote.
45. An officer who has been appointed formally by the Board to act up for an executive Director during a period of incapacity or temporarily to fill an executive Director vacancy, shall be entitled to exercise the voting rights of the 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 the executive Director. An officer's status when attending the meeting shall be recorded in the minutes.
46. Where an executive Director post is shared by more than one person:
 - Each person shall be entitled to attend meetings of the Board
 - Each of those persons shall be eligible to vote in the case of agreement between them
 - In the case of disagreement between them no vote should be cast
 - The presence of those persons shall count as one person.

Requirements of Membership

47. The Board of Directors may agree that Directors can participate in its meetings by telephone, video or computer link. Participation in a meeting in this manner shall be deemed to constitute presence in person at the meeting.
48. Directors who are unable to attend a meeting shall notify the Secretary in writing in advance of the meeting in question so that their apologies may be submitted.

Equality Diversity & Inclusion

49. In conducting its business, members must demonstrably consider the equality and diversity implications of decisions they make and consider whether in the management of risk control, the Trust achieves positive change around inclusion, equality and diversity

Conflicts of Interest

50. If any of the Members has an interest, financial or otherwise, in any matter and is due to be present at the meeting at which the matter is under discussion, he/she will declare that interest as early as possible and act in accordance with the Trust's Conflicts of Interests Policy. The Chair of the meeting will determine how a conflict of interest should be managed. The Chair of the meeting may require the individual to withdraw from the meeting or part of it. The individual must comply with these arrangements, which must be recorded in the minutes of the meeting.

Reporting

51. The minutes of all meetings of the Board of Directors shall be formally recorded and submitted to the following meeting for approval.
52. The Council of Governors is responsible for holding the Board to account, for example by attending Board meetings in public and meeting with the Trust Chair, Chief Executive and Committee Chairs on the day of Board meetings / Council of Governors' meeting. The agenda and minutes of Board meetings will be shared with the Council of Governors.
53. The Trust Chair will be responsible for ensuring the Board of Directors adheres to its Terms of Reference and Annual Work Plan. The Board shall self-assess its performance following each board meeting.

Administration of Meetings

54. Ordinary meetings of the Board shall be held at regular intervals at such times and places as the Board may determine. The Secretary will publish the dates, times and locations of meetings of the Board in advance.
55. The Secretary will plan to ensure that Board is supported administratively. Duties in this respect will include taking minutes of the meeting and providing appropriate support to the Chair and Board members.
56. Agendas and papers will be circulated at least five working days in advance of the meeting.
57. Minutes will be circulated to Board members as soon as is reasonably practicable.

Review

58. The Terms of Reference of the Board of Directors shall be reviewed and submitted for approval at least annually.

Version Control Schedule

Date	Version no	Main changes proposed	Date approved by Board of Directors	Date ratified by Board of Directors (thereby come into force)
March 2024	1	Development of the Terms of Reference – alignment with updated template		

QUALITY COMMITTEE

TERMS OF REFERENCE

Authority/Constitution

1. The Committee is established by the Board of Directors and will be known as the Quality Committee (the Committee). The Committee is a non-executive committee of the Board and has no executive powers, other than those specifically delegated in these terms of reference.
2. The Committee is authorised by the Board to investigate any activity within its Terms of Reference. It is authorised to seek any information it requires from any employee and all employees are directed to cooperate with any request made by the Committee.
3. The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of representatives from partner organisations or other external bodies or organisations with relevant experience and expertise if it considers this necessary, subject always to compliance with Trust delegated authorities.

Purpose

4. The Committee exists on behalf of the Board of Directors to:
 - Seek, review and scrutinise assurances that strategic priorities for quality have been identified, and that effective and appropriate systems are in place to drive evidence-based quality improvement and clinical outcomes.
 - Seek, review and scrutinise assurances that patients, carers and families are receiving outstanding services that are safe, compassionate, fair and consistent in quality.

Duties

5. The Committee is responsible for:
6. **Strategy**
 - a) To seek assurance, providing challenge and scrutiny as necessary, regarding the identification, implementation, and delivery of priorities within the Trust's Quality Strategy; ensuring it is consistent with the Trust's vision and improvement programme.
 - b) To provide support and challenge with regards to continuous quality improvement, and to receive assurance of such aligned to the Quality Strategy, with a clear focus on upholding the tenants of quality (governance, safety, patient experience, and clinical effectiveness)

- c) Review trends in patient safety, experience and outcomes (effectiveness) impacting on strategic or transformation programmes to provide assurance to the Board and commission 'deep dives' as appropriate.
- d) To seek and receive assurance that learning is embedded from in-patient, outpatient and other care related surveys are being undertaken; and this leads to improvements in the experiences of patients, service users and carers. Make recommendations to the Board as appropriate.
- e) To seek assurance, providing challenge and scrutiny as necessary, regarding the development and implementation of priorities to address equality, diversity and health inequalities as they relate to access, experience and outcomes for the people who need our services.
- f) Review the Trust's Research and Development Strategy and Innovation Strategy prior to their recommendation to the Board of Directors; and seek assurance regarding their ongoing delivery.

7. Governance and risk

- g) Seek assurance that the organisational systems and processes in relation to clinical governance (quality, safety, patient experience, and clinical effectiveness) are robust, effective and well-embedded so that priority is given to identifying and managing risks to the quality of care.
- h) Review the controls and assurances against relevant quality risks on the Board Assurance Framework (BAF) and provide assurance to the Board that risks to the strategic priorities relating to quality and safety are being managed. Identify and escalate any new or emerging issues impacting on the BAF.
- i) To receive assurance regarding the robustness of the quality impact of financial recovery plans, and that risks to quality and safety are considered, mitigated and monitored.
- j) Receive the annual clinical audit programme and provide assurance to the Board that clinical audit supports the Trust to provide safe and clinically effective patient care and obtain assurance that there is delivery against agreed annual clinical audit programme.
- k) Implement and monitor the process for the production of the Trust's year end Quality Report before it is presented to the Trust Audit Committee and Board for formal approval.
- l) To review the proposed internal audit plan for all functions areas within the Committees remit e.g. clinical audit, safety, experience and effectiveness.

8. Compliance

- m) Ensure clinical systems maintain compliance with the CQC's fundamental standards and obtain assurance of the Trust's ongoing compliance with the CQC registration. Escalate issues to the Board of Directors as necessary.
- n) Obtain assurance that the Trust is compliant with guidance from NICE (through receipt of an Annual Report) and other related bodies.
- o) Consider external and internal reports to seek assurance regarding the robustness of management responses in relation to quality and patient safety resulting from improvement reviews / notices from NHSE, the CQC, HSSIB, HSE etc. and other bodies / external assessors. Ensure that learning is embedded, and this leads to improvements in the experiences of patients, service users and carers.
- p) Oversee the implementation of key national reports and inquiries recommendations and provide assurance to the Board on their delivery.
- q) Review and receive assurances regarding the compliance of statutory reporting requirements including, but not limited to: safeguarding, infection prevention and control, learning from deaths, Guardian of Safe Working, maternity services, and medicines management.

9. Overall

- r) To seek assurance, providing challenge and scrutiny as necessary regarding other priorities / areas of focus as agreed by the Board and the Quality Committee, which will be identified within the Committee's workplan.
- s) To approve any matters that, due to time constraints, could not be approved by the Board within the scope of the Committees areas of responsibility.
- t) Referring relevant matters for consideration to other Board Committees as appropriate.
- u) Considering relevant matters delegated or referred to it by the Board of Directors or referred by any of the Board Committees.
- v) Escalating matters as appropriate to the Board of Directors.

Membership

10. The Committee membership will be appointed by the Board of Directors and will consist of:

- Non-Executive Director (Chair)
- Two additional Non-Executive Directors
- *Chief Medical Officer
- *Chief Nurse
- *Chief Finance Officer
- *Chief People Officer
- *Chief Operating Officer

- Deputy Director of Nursing and Midwifery
- Associate Director of Quality and Governance
- Director of Midwifery

*or their nominated representative who will be sufficiently senior and have the authority to make decisions.

11. Members can participate in meetings by two-way audio link including telephone, video or computer link (excepting email communication). Participation in this way shall be deemed to constitute presence in person at the meeting and count towards the quorum.
12. The Board of Directors will appoint a Non-Executive Director as Chair of the Committee. Should the Chair be absent from a meeting of the Committee, the Committee may appoint a Chair of the meeting from amongst the Non-Executive Directors present.
13. A quorum shall be three members including two Non-Executive Directors and one Executive Director (one of whom must be either the Medical Director or Chief Nurse or their deputy). The Chair of the Trust may be included in the quorum if present.

14. Voting

15. Each member will have one vote with the Chair having a second and casting vote, if required. Should a vote be necessary a decision will be determined by a simple majority.

Requirements of Membership

16. Members

17. Members will be required to attend a minimum of 75% of all meetings.

18. Officers

19. The Committee will co-opt additional members to attend as and when required.
20. Other executive directors (including the Chief Executive) and officers of the Trust will be invited to attend and contribute to the meeting as appropriate when an issue relating to their area of operation or responsibility is being discussed.
21. Representatives from partner organisations or other external bodies may be invited to attend as appropriate. Such representatives will not have voting rights.
22. The Trust Secretary will attend to provide appropriate support to the Chair and Committee members.

Equality Diversity & Inclusion

23. In conducting its business, members must demonstrably consider the equality, diversity & inclusion implications of decisions they make and consider whether in the management of risk control, the Trust achieves positive change around inclusion, equality, and diversity.

Conflicts of Interest

24. If any of the Members has an interest, financial or otherwise, in any matter and is due to be present at the meeting at which the matter is under discussion, he/she will declare that interest as early as possible and act in accordance with the Trust's Conflicts of Interests Policy. The Chair of the meeting will determine how a conflict of interest should be managed. The Chair of the meeting may require the individual to withdraw from the meeting or part of it. The individual must comply with these arrangements, which must be recorded in the minutes of the meeting.

Reporting

25. The Quality Committee will be accountable to the Board of Directors.
26. A Chair's Report will be submitted to the next following Board of Directors for assurance. Approved minutes will be made available to all Board members.
27. The Committee will report to the Board annually on its work and performance in the preceding year.
28. Trust standing orders and standing financial instructions apply to the operation of the Audit Committee.

Administration of Meetings

29. Meetings shall be held seven times per year. Additional meetings may be arranged from time to time, if required, to support the effective functioning of the Trust.
30. The Secretary will plan to ensure that Committee is supported administratively. Duties in this respect will include taking minutes of the meeting and providing appropriate support to the Chair and members.
31. Agendas and papers will be circulated at least five working days in advance of the meeting.
32. Minutes will be circulated to members as soon as is reasonably practicable.

Review

33. The Terms of Reference of the Quality Committee shall be reviewed and submitted for approval to the Board of Directors at least annually.

Version Control Schedule

Date	Version no	Main changes proposed	Date approved by	Date ratified by Board of
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			Audit Committee	Directors (thereby come into force)
March 2024	1	Development of the Terms of Reference – alignment with updated template		

FINANCE, PERFORMANCE & BUSINESS DEVELOPMENT COMMITTEE

TERMS OF REFERENCE

Authority/Constitution

1. The Committee is established by the Board of Directors and will be known as the Finance, Performance and Business Development Committee (the Committee). The Committee is a Non-Executive Committee of the Board and has no executive powers, other than those specifically delegated in these terms of reference.
2. The Committee is authorised by the Board to investigate any activity within its Terms of Reference. It is authorised to seek any information it requires from any employee and all employees are directed to cooperate with any request made by the Committee.
3. The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of representatives from partner organisations or other external bodies or organisations with relevant experience and expertise if it considers this necessary, subject always to compliance with Trust delegated authorities.

Purpose

4. The Committee exists on behalf of the Board of Directors to seek, review and scrutinise assurances that strategic priorities for finance, performance and business development have been identified, and that effective and appropriate systems are in place to drive evidence-based improvement and outcomes.

Duties

5. The Committee is responsible for:
6. **Finance and Performance**
 - a) Review progress against the Trust's long-term financial planning
 - b) Receive and consider the annual financial and operational plans and make recommendations as appropriate to the Board.
 - c) Review on behalf of the Board, financial submissions (as reported in the Financial Performance Report) or others, as agreed by the Board, to NHS England for consistency on financial data provided.
 - d) Oversee the development and implementation of the Digital Strategy
 - e) Examine specific areas of financial and operational risk and highlight these to the Board as appropriate through the Board Assurance Framework
 - f) To undertake an annual review of the NHS England Enforcement Undertaking.
 - g) To review and receive assurance on the appropriateness of the Trust's Emergency Planning Resilience & Response processes and procedures.

7. Business Planning & Development

- h) Advise the Board and maintain an overview of the strategic business environment within which the Trust is operating and identify strategic business risks and opportunities reporting to the Board on the nature of those risks and opportunities and their effective management.
- i) Advise the Board and maintain an oversight on all major investments, disposals and business developments.
- j) Develop the Trust's marketing & communications strategy for approval by the Board and oversee implementation of that strategy.

Membership

- 8. The Committee membership will be appointed by the Board of Directors and will consist of:
 - Non-Executive Director (Chair)
 - Two additional Non-Executive Directors
 - *Chief Finance Officer
 - *Chief Nurse
 - *Chief Operating Officer
 - *Chief Digital Officer

*or their nominated representative who will be sufficiently senior and have the authority to make decisions.
- 9. Members can participate in meetings by two-way audio link including telephone, video or computer link (excepting email communication). Participation in this way shall be deemed to constitute presence in person at the meeting and count towards the quorum.
- 10. The Board of Directors will appoint a Non-Executive Director as Chair of the Committee. Should the Chair be absent from a meeting of the Committee, the Committee may appoint a Chair of the meeting from amongst the Non-Executive Directors present.
- 11. A quorum shall be three members including two Non-Executive Directors and one Executive Director. The Chair of the Trust may be included in the quorum if present.

12. Voting

- 13. Each member will have one vote with the Chair having a second and casting vote, if required. Should a vote be necessary a decision will be determined by a simple majority.

Requirements of Membership

14. Members

- 15. Members will be required to attend a minimum of 75% of all meetings.

16. Officers

17. The Committee will co-opt additional members to attend as and when required.
18. Other executive directors (including the Chief Executive) and officers of the Trust will be invited to attend and contribute to the meeting as appropriate when an issue relating to their area of operation or responsibility is being discussed.
19. Representatives from partner organisations or other external bodies may be invited to attend as appropriate. Such representatives will not have voting rights.
20. The Trust Secretary will attend to provide appropriate support to the Chair and Committee members.

Equality Diversity & Inclusion

21. In conducting its business, members must demonstrably consider the equality, diversity and inclusion implications of decisions they make and consider whether in the management of risk control, the Trust achieves positive change around inclusion, equality, and diversity.

Conflicts of Interest

22. If any of the Members has an interest, financial or otherwise, in any matter and is due to be present at the meeting at which the matter is under discussion, he/she will declare that interest as early as possible and act in accordance with the Trust's Conflicts of Interests Policy. The Chair of the meeting will determine how a conflict of interest should be managed. The Chair of the meeting may require the individual to withdraw from the meeting or part of it. The individual must comply with these arrangements, which must be recorded in the minutes of the meeting.

Reporting

23. The Finance, Performance and Business Development Committee will be accountable to the Board of Directors.
24. A Chair's Report will be submitted to the next following Board of Directors for assurance. Approved minutes will be made available to all Board members.
25. The Committee will report to the Board annually on its work and performance in the preceding year.
26. Trust standing orders and standing financial instructions apply to the operation of the Committee.

Administration of Meetings

27. Meetings shall be held seven times per year. Additional meetings may be arranged from time to time, if required, to support the effective functioning of the Trust.

28. The Secretary will plan to ensure that Committee is supported administratively. Duties in this respect will include taking minutes of the meeting and providing appropriate support to the Chair and members.
29. Agendas and papers will be circulated at least five working days in advance of the meeting.
30. Minutes will be circulated to members as soon as is reasonably practicable.

Review

31. The Terms of Reference of the Finance, Performance and Business Development Committee shall be reviewed and submitted for approval to the Board of Directors at least annually.

Version Control Schedule

Date	Version no	Main changes proposed	Date approved by Audit Committee	Date ratified by Board of Directors (thereby come into force)
March 2024	1	Development of the Terms of Reference – alignment with updated template		

PUTTING PEOPLE FIRST COMMITTEE

TERMS OF REFERENCE

Authority/Constitution

1. The Committee is established by the Board of Directors and will be known as the Putting People First Committee (the Committee). The Committee is a Non-Executive Committee of the Board and has no executive powers, other than those specifically delegated in these terms of reference.
2. The Committee is authorised by the Board to investigate any activity within its Terms of Reference. It is authorised to seek any information it requires from any employee and all employees are directed to cooperate with any request made by the Committee.
3. The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of representatives from partner organisations or other external bodies or organisations with relevant experience and expertise if it considers this necessary, subject always to compliance with Trust delegated authorities.

Purpose

4. The Committee exists on behalf of the Board of Directors to seek assurance regarding the development, implementation and effectiveness of the Trust's People, and Equality, Diversity and Inclusion strategies that supports the Trust's vision, values and overarching strategic direction.

Duties

5. The Committee's responsibilities are as follows:
 - a) Seek assurance, providing challenge and scrutiny as necessary, regarding the identification, implementation, and delivery of priorities within the Trust's People Strategy (integrated workforce, wellbeing and organisational development strategy); ensuring it is consistent with the Trust's vision and improvement programme.
 - b) Seek assurance, providing challenge and scrutiny as necessary, regarding the development and implementation of priorities within the Equality, Diversity and Inclusion Strategy.
 - c) Seek assurance, providing challenge and scrutiny as necessary, regarding the development and implementation of priorities to address health inequalities as they relate to people and workforce.
 - d) Seek assurance in relation to strategic workforce planning to meet the future needs of patients and service users, aligned to Trust and system strategies, and the quality and effectiveness of plans to deliver them.

- e) Seek assurance regarding the strategic implementation of multi-disciplinary education and training and gaining assurances that the relevant legislative and regulatory requirements are in place.
- f) Review workforce trends impacting on strategic or transformation programmes to provide assurance to the Board and commission 'deep dives' as appropriate.
- g) Review the controls and assurances against relevant people risks on the Board Assurance Framework (BAF) and provide assurance to the Board that risks to the strategic priorities relating to the workforce are being managed. Identify and escalate any new or emerging issues impacting on the BAF.
- h) Seek assurance regarding the effectiveness of any changes in practice required following any internal or external inquiries that significantly impact on workforce issues.
- i) Seek assurance regarding the strategic implementation and monitoring of staff engagement levels as evidenced by the results of the national and any other staff surveys.
- j) Monitoring and oversight of the Trust's commitments relating to freedom to speak up / whistleblowing and escalate any issues or concerns to the Board of Directors.
- k) Review and receive assurances regarding the compliance of statutory reporting requirements including, but not limited to: Guardian of Safe Working, safer staffing, medical appraisal and revalidation.
- l) Seek assurance regarding the Trust's approach to ensuring compliance with relevant legal and regulatory requirements, including equality, diversity and human rights legislation.
- m) Seek assurance, providing challenge and scrutiny as necessary regarding other priorities / areas of focus as agreed by the Board and the Putting People First Committee, which will be identified within the Committee's workplan.
- n) Escalating matters as appropriate to the Board of Directors.

Membership

6. The Committee membership will be appointed by the Board of Directors and will consist of:
 - Non-Executive Director (Chair)
 - Two additional Non-Executive Directors
 - *Chief People Officer
 - *Chief Nurse
 - *Chief Operating Officer
 - Staff Side Chair
 - Medical Staff Committee representative
 - Education Governance Chair

*or their nominated representative who will be sufficiently senior and have the authority to make decisions.
7. Members can participate in meetings by two-way audio link including telephone, video or computer link (excepting email communication). Participation in this way shall be deemed to constitute presence in person at the meeting and count towards the quorum.
8. The Board of Directors will appoint a Non-Executive Director as Chair of the Committee. Should the Chair be absent from a meeting of the Committee, the Committee may appoint a Chair of the meeting from amongst the Non-Executive Directors present.

9. A quorum shall be three members including two Non-Executive Directors and one Executive Director (one of whom must be either the Chief People Officer or Chief Nurse or their deputy). The Chair of the Trust may be included in the quorum if present.

10. Voting

11. Each member will have one vote with the Chair having a second and casting vote, if required. Should a vote be necessary a decision will be determined by a simple majority.

Requirements of Membership

12. Members

13. Members will be required to attend a minimum of 75% of all meetings.

14. Officers

15. The Committee will co-opt additional members to attend as and when required.
16. Other executive directors (including the Chief Executive) and officers of the Trust will be invited to attend and contribute to the meeting as appropriate when an issue relating to their area of operation or responsibility is being discussed.
17. Representatives from partner organisations or other external bodies may be invited to attend as appropriate. Such representatives will not have voting rights.
18. The Trust Secretary will attend to provide appropriate support to the Chair and Committee members.

Equality Diversity & Inclusion

19. In conducting its business, members must demonstrably consider the equality, diversity and inclusion implications of decisions they make and consider whether in the management of risk control, the Trust achieves positive change around inclusion, equality, and diversity.

Conflicts of Interest

20. If any of the Members has an interest, financial or otherwise, in any matter and is due to be present at the meeting at which the matter is under discussion, he/she will declare that interest as early as possible and act in accordance with the Trust's Conflicts of Interests Policy. The Chair of the meeting will determine how a conflict of interest should be managed. The Chair of the meeting may require the individual to withdraw from the meeting or part of it. The individual must comply with these arrangements, which must be recorded in the minutes of the meeting.

Reporting

21. The Putting People First Committee will be accountable to the Board of Directors.

22. A Chair's Report will be submitted to the next following Board of Directors for assurance. Approved minutes will be made available to all Board members.
23. The Committee will report to the Board annually on its work and performance in the preceding year.
24. Trust standing orders and standing financial instructions apply to the operation of the Committee.

Administration of Meetings

25. Meetings shall be held four times per year. Additional meetings may be arranged from time to time, if required, to support the effective functioning of the Trust.
26. The Secretary will plan to ensure that Committee is supported administratively. Duties in this respect will include taking minutes of the meeting and providing appropriate support to the Chair and members.
27. Agendas and papers will be circulated at least five working days in advance of the meeting.
28. Minutes will be circulated to members as soon as is reasonably practicable.

Review

29. The Terms of Reference of the Putting People First Committee shall be reviewed and submitted for approval to the Board of Directors at least annually.

Version Control Schedule

Date	Version no	Main changes proposed	Date approved by Audit Committee	Date ratified by Board of Directors (thereby come into force)
March 2024	1	Development of the Terms of Reference – alignment with updated template		

AUDIT COMMITTEE

TERMS OF REFERENCE

Authority/Constitution

1. The Committee is established by the Board of Directors and will be known as the Audit Committee (the Committee). The Committee is a non-executive committee of the Board and has no executive powers, other than those specifically delegated in these terms of reference.
2. The Committee is authorised by the Board to investigate any activity within its Terms of Reference. It is authorised to seek any information it requires from any employee and all employees are directed to cooperate with any request made by the Committee.
3. The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of representatives from partner organisations or other external bodies or organisations with relevant experience and expertise if it considers this necessary, subject always to compliance with Trust delegated authorities.

Purpose

4. The Audit Committee serves a crucial oversight role, primarily focused on enhancing the Trust's governance, risk management, and internal control frameworks. Its core purpose includes overseeing the integrity of financial statements, ensuring the effectiveness of the internal audit function, monitoring compliance with legal and regulatory requirements, and assessing the independence and performance of external auditors. By scrutinizing financial reporting processes, internal controls, and the management of financial and operational risks, the Audit Committee helps to ensure that the Trust operates in a transparent, efficient, and accountable manner, thereby contributing to the Trust's overall integrity and public confidence in its operations.

Duties

5. The Committee is responsible for:
6. **Governance, risk management and internal control**
7. The Committee shall review the establishment and maintenance of an effective system of integrated governance, risk management and internal control across the whole of the Trust's activities (both clinical and non-clinical) that supports the achievements of the Trust's objectives. It will provide an independent and objective view on internal control and probity. In addition, the committee shall monitor the integrity of the financial statements of the Trust and any formal announcements relating to its financial performance, reviewing significant financial reports and the judgements contained in them.

8. In particular, the Committee will review the adequacy of:
- All risk and control related disclosure statements (in particular the Annual Governance Statement and declarations of compliance to external bodies), together with any accompanying Head of Internal Audit opinion, external audit opinion or other appropriate independent assurances, prior to endorsement by the Board
 - The process of preparing the Trust's returns to NHS England (which returns are approved by the Board's Finance and Performance Committee)
 - The underlying assurance processes that indicate the degree of the achievement of corporate objectives, the effectiveness of the management of principal risks and the appropriateness of the above disclosure statements
 - The policies for ensuring that there is compliance with relevant regulatory, legal and code of conduct requirements and related reporting and self-certification
 - The Trust's standing orders, standing financial instructions and scheme of delegation
 - The policies and procedures for all work related to fraud and corruption as set out in the Secretary of State directions and as required by the NHS Counter Fraud Authority
 - The arrangements by which Trust staff may raise, in confidence, concerns about possible improprieties in matters of financial reporting and control, clinical quality, patient safety or other matters. In so doing the Committee's objective should be to ensure that arrangements are in place for the proportionate and independent investigation of such matters and for appropriate follow-up action.
9. In carrying out this work the Committee will primarily utilise the work of internal audit, external audit and other assurance functions, but will not be limited to these audit functions. It will also seek reports and assurances from directors and managers as appropriate, concentrating on the overarching systems of integrated governance, risk management and internal control, together with indicators of their effectiveness. This will be evidenced through the Committee's use of an effective Assurance Framework to guide its work and that of the audit and assurance functions that report to it.
10. The Committee will undertake an annual training needs assessment for its own members.

11. Internal audit

12. The Committee will ensure that there is an effective internal audit function established by management that meets mandatory government and Public Sector Internal Auditing Standards and provides appropriate independent assurance to the Audit Committee, Chief Executive and Board. This will be achieved by:
- Consideration of the appointment of the internal audit service, the audit fee and any questions of resignation and dismissal
 - Review and approval of the internal audit strategy, operational plan and more detailed programme of work, ensuring that this is consistent with the audit needs of the organisation as identified in the Assurance Framework
 - Reviewing the internal audit programme, considering the major findings of internal audit investigations (and management's response), and ensuring coordination between internal and external auditors

- Ensuring that the internal audit function is adequately resourced and has appropriate standing within the organisation
- Annual review of the effectiveness of internal audit.

13. External audit

14. The Committee shall review the independence, objectivity and work of the external auditor appointed by the Council of Governors and consider the implications and management's response to this work. This will be achieved by:

- Consideration of the appointment and performance of the external auditor, including making recommendations to the Council of Governors regarding the former
- Discussion and agreement with the external auditor, before the audit commences, of the nature and scope of the audit as set out in the annual audit plan and ensure coordination with internal auditors and with other external auditors
- Discussion with the external auditors of their local evaluation of audit risks and assessment of the Trust and associated impact on the audit fee
- Reviewing all external audit reports, including the report to those charged with governance, agreement of the annual audit letter before submission to the Board and any audit work performed outside the annual audit plan, together with the appropriateness of management's response
- Recommending to the Council of Governors the engagement of the external auditor in respect of non-audit work, taking into account relevant ethical guidance regarding the provision of such services
- Annual review of the effectiveness of external audit.

15. Other assurance functions

16. The Committee will review the findings of other significant assurance functions, both internal and external to the Trust, and consider the implications to the governance of the Trust. These will include, but will not be limited to, reviews and reports by the Department of Health, arms length bodies or regulators/inspectors (e.g. Care Quality Commission, NHS Resolution, etc), professional bodies with responsibility for the performance of staff or functions (e.g. Royal Colleges, accreditation bodies, etc) or the Local Anti-Fraud Specialist.

17. In addition the Committee will review the work of other Committees within the Trust, whose work can provide relevant assurance to the Audit Committee's own scope of work. This will particularly include the Quality Committee, Finance, Performance & Business Development Committee and Putting People First Committee, and include a review of an annual report of each of the Committees against their terms of reference. In reviewing the work of the Quality Committee, and issues around clinical risk management, the Audit Committee will wish to satisfy itself on the assurance that can be gained from the clinical audit function.

18. The Committee will also review all suspensions of standing orders and variation or amendment to standing orders.

19. The Audit Committee will report to the Board and to the Council of Governors any matters in respect of which it considers action or improvement is needed.

20. Counter fraud

21. The Audit Committee will satisfy itself that the Trust has adequate arrangements in place for countering fraud and will approve the appointment of the Local Anti-Fraud Specialist. The Committee will review the outcomes of counter fraud work.

22. Management

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

25. Financial reporting

26. The Audit Committee shall monitor the integrity of the Annual financial statements of the Trust.
27. The Audit Committee should ensure that the systems for financial reporting to the Board, including those of budgetary control, are subject to review as to completeness and accuracy of the information provided to the Board.
28. The Audit Committee will review the Trust's annual report and financial statements before submission to the Board, focusing particularly on:
- The wording in the Annual Governance Statement and other disclosures relevant to the Terms of Reference of the Committee
 - Changes in, and compliance with, accounting policies and practices
 - Unadjusted mis-statements in the financial statements
 - Major judgemental areas, and
 - Significant adjustments resulting from the audit
 - Letter of representation
 - Qualitative aspects of financial reporting.

Membership

29. The Committee membership will be appointed by the Board of Directors from amongst its Non-Executive members and will consist of not less than three members.
30. Members can participate in meetings by two-way audio link including telephone, video or computer link (excepting email communication). Participation in this way shall be deemed to constitute presence in person at the meeting and count towards the quorum.
31. The Board of Directors will appoint a Non-Executive Director as Chair of the Committee. Should the Chair be absent from a meeting of the Committee, the Committee may appoint a Chair of the meeting from amongst the Non-Executive Directors present.

32. Voting

33. Each member will have one vote with the Chair having a second and casting vote, if required. Should a vote be necessary a decision will be determined by a simple majority.

Requirements of Membership

34. Members

35. Members will be required to attend a minimum of 75% of all meetings.

36. Officers

37. The Chief Finance Officer, Deputy Chief Finance Officer, Financial Controller and Deputy Chief Nurse & Midwife shall normally attend meetings. At least once a year the Committee will meet privately with external and internal auditors.
38. The Chief Executive and other executive directors will be invited to attend, particularly when the Committee is discussing areas of risk or operation that are within the responsibility of that director.
39. The Chief Executive will also be required to attend when the Audit Committee discusses the process for assurance that supports the Annual Governance Statement.
40. The Trust Secretary will attend to provide appropriate support to the Chair and Committee members.

Equality Diversity & Inclusion

41. In conducting its business, members must demonstrably consider the equality, diversity and inclusion implications of decisions they make and consider whether in the management of risk control, the Trust achieves positive change around inclusion, equality and diversity.

Conflicts of Interest

42. If any of the Members has an interest, financial or otherwise, in any matter and is due to be present at the meeting at which the matter is under discussion, he/she will declare that interest as early as possible and act in accordance with the Trust's Conflicts of Interests Policy. The Chair of the meeting will determine how a conflict of interest should be managed. The Chair of the meeting may require the individual to withdraw from the meeting or part of it. The individual must comply with these arrangements, which must be recorded in the minutes of the meeting.

Reporting

43. The Audit Committee will be accountable to the Board of Directors.
44. A Chair's Report will be submitted to the next following Board of Directors for assurance. Approved minutes will be made available to all Board members.

45. The Committee will report to the Board annually on its work and performance in the preceding year and, as part of this report, will provide commentary in support of the Annual Governance Statement (AGS), specifically dealing with the fitness for purpose of the Assurance Framework, the completeness and embeddedness of risk management in the Trust, the integration of governance arrangements and the appropriateness of the evidence compiled to demonstrate fitness to register with the Care Quality Commission and the robustness of the processes behind the quality accounts. In providing this commentary in support of the AGS the Committee will seek relevant assurance from the Chair of the Board's Quality Committee.
46. Trust standing orders and standing financial instructions apply to the operation of the Audit Committee.

Administration of Meetings

47. Meetings shall be held at least four times per year.
48. The external auditor or Head of Internal Audit may request a meeting if they consider that one is necessary.
49. The Secretary will plan to ensure that Board is supported administratively. Duties in this respect will include taking minutes of the meeting and providing appropriate support to the Chair and members.
50. Agendas and papers will be circulated at least five working days in advance of the meeting.
51. Minutes will be circulated to members as soon as is reasonably practicable.

Review

52. The Terms of Reference of the Audit Committee shall be reviewed and submitted for approval to the Board of Directors at least annually.

Version Control Schedule

Date	Version no	Main changes proposed	Date approved by Audit Committee	Date ratified by Board of Directors (thereby come into force)
March 2024	1	Development of the Terms of Reference – alignment with updated template		

CHARITABLE FUNDS COMMITTEE

TERMS OF REFERENCE

Authority/Constitution

1. The Committee has been established to exercise the Foundation Trust's functions as sole corporate trustee of the Liverpool Women's Charity (registered charity number 1048294).
2. The Trust Board is regarded as having responsibility for exercising the functions of the Trustee. The Trust Board delegates these functions to the Committee, within any limits set out in these terms of reference and the sections of the standing financial instructions pertaining to charitable funds.

Purpose

3. The Committee's primary purpose is to:
 - Oversee the management and monitoring of the charitable funds held by the Trust on behalf of the Charity.
 - Provide assurance to the Board that the administration of the Charity is conducted in accordance with:
 - Applicable legislation, including the Charity Commission Act 2011, the Trustee Act 2000, and any relevant NHS regulations.
 - The Charity's governing document.
 - Principles of good governance and financial management.
 - Support the achievement of the Charity's objectives, as outlined in its governing document, to enhance patient care and services provided by the Trust.

Duties

4. The Committee's responsibilities fall broadly into the following areas:
5. **Compliance**
 - a) Manage the affairs of the Liverpool Women's Charity in accordance with appropriate legislation and ensure statutory compliance with the Charity Commission regulations.
 - b) Ensure systems and processes are in place to receive, account for, deploy and invest charitable funds in accordance with charity law.
 - c) Scrutinise requests for use of charitable funds to ensure that any such use is in accordance with the aims and purposes of any charitable fund or donation and are clinically and ethically appropriate. Committee members will bear in mind due diligence to

Charity Commission and Trust guidance regarding the ethical use of funds and acceptance of donations.

6. Budget, Income & Expenditure

- d) Review and approve an Annual Business plan and budget
- e) Receive and approve periodic income and expenditure statements, ensuring that performance is in line with the Charity's budget and plan.
- f) Receive and consider the Annual Accounts including the Annual Report from the auditors, before submission to the Board of Directors for approval.

7. Fundraising

- g) Ensure a fundraising strategy is prepared and monitored which complies with Charity Commission guidance and legislation and which includes appropriate communication and marketing plans;
- h) ensure systems and processes are in place to receive, account for, deploy and invest funds raised in accordance with charity law;
- i) ensure systems, processes and communication are in place around fundraising, staff engagement and funding commitments;
- j) ensure a cohesive policy around external media and communication;
- k) encourage a culture of fundraising and raise the profile of the Charity within the Trust and with external partner organisations
- l) ensure effective communication regarding 'whistleblowing' relating to fundraising, donations or subsequent use of funds.

8. Investment Management

- m) Consider and agree an investment strategy for the safe and secure investment of funds not immediately required for use, taking into account any appropriate ethical considerations.
- n) Appoint and review external investment advisors and operational fund managers.
- o) Review the performance of investments on a regular basis (utilising comparator information) with the external investment advisors to ensure the optimum return from surplus funds.

Membership

- 9. The Committee membership will be appointed by the Board of Directors and will consist of:
 - Non-Executive Director (Chair)
 - Two additional Non-Executive Directors

- Chief Finance Officer (or nominated deputy)
 - Chief Nurse
 - Head of Financial Services
 - Head of Fundraising
 - Chief Information Officer
10. Members can participate in meetings by two-way audio link including telephone, video or computer link (excepting email communication). Participation in this way shall be deemed to constitute presence in person at the meeting and count towards the quorum.
11. The Board of Directors will appoint a Non-Executive Director as Chair of the Committee. Should the Chair be absent from a meeting of the Committee, the Committee may appoint a Chair of the meeting from amongst the Non-Executive Directors present.
12. A quorum shall be three members including two Non-Executive Directors and one Executive Director. The Chair of the Trust may be included in the quorum if present.
13. **Voting**
14. Each member will have one vote with the Chair having a second and casting vote, if required. Should a vote be necessary a decision will be determined by a simple majority.

Requirements of Membership

15. Members

16. Members will be required to attend a minimum of 75% of all meetings.

17. Officers

18. The Committee will co-opt additional members to attend as and when required.
19. Other executive directors (including the Chief Executive) and officers of the Trust will be invited to attend and contribute to the meeting as appropriate when an issue relating to their area of operation or responsibility is being discussed.
20. Representatives from partner organisations or other external bodies may be invited to attend as appropriate. Such representatives will not have voting rights.
21. The Trust Secretary will attend to provide appropriate support to the Chair and Committee members.

Equality Diversity & Inclusion

22. In conducting its business, members must demonstrably consider the equality and diversity implications of decisions they make and consider whether in the management of risk control, the Trust achieves positive change around inclusion, equality, and diversity.

Conflicts of Interest

23. If any of the Members has an interest, financial or otherwise, in any matter and is due to be present at the meeting at which the matter is under discussion, he/she will declare that interest as early as possible and act in accordance with the Trust's Conflicts of Interests Policy. The Chair of the meeting will determine how a conflict of interest should be managed. The Chair of the meeting may require the individual to withdraw from the meeting or part of it. The individual must comply with these arrangements, which must be recorded in the minutes of the meeting.

Reporting

24. The Charitable Funds Committee will be accountable to the Board of Directors.
25. A Chair's Report will be submitted to the next following Board of Directors for assurance. Approved minutes will be made available to all Board members.
26. The Committee will report to the Board annually on its work and performance in the preceding year.
27. Trust standing orders and standing financial instructions apply to the operation of the Committee.

Administration of Meetings

28. Meetings shall be held seven times per year. Additional meetings may be arranged from time to time, if required, to support the effective functioning of the Trust.
29. The Secretary will plan to ensure that Committee is supported administratively. Duties in this respect will include taking minutes of the meeting and providing appropriate support to the Chair and members.
30. Agendas and papers will be circulated at least five working days in advance of the meeting.
31. Minutes will be circulated to members as soon as is reasonably practicable.

Review

32. The Terms of Reference of the Charitable Funds Committee shall be reviewed and submitted for approval to the Board of Directors at least annually.

Version Control Schedule

Date	Version no	Main changes proposed	Date approved by	Date ratified by Board of
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			Audit Committee	Directors (thereby come into force)
March 2024	1	Development of the Terms of Reference – alignment with updated template		

NOMINATION & REMUNERATION COMMITTEE

TERMS OF REFERENCE

Authority/Constitution

1. The Committee is established by the Board of Directors and will be known as the Nomination and Remuneration Committee (the Committee).
2. The Committee is authorised by the Board to investigate any activity within its Terms of Reference.
3. The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary, subject always to compliance with Trust delegated authorities.

Purpose

4. The Nomination & Remuneration Committee's primary responsibilities include overseeing the processes for recruiting and appointing senior leadership positions within the Trust, ensuring there is a transparent and merit-based selection process. Additionally, the committee is tasked with developing and reviewing policies related to the remuneration, incentives, and terms of service for the executive directors and senior management, ensuring these are fair, competitive, and capable of attracting and retaining the high-calibre talent necessary for the Trust's success.

Duties

5. The Committee is responsible for:
 - a. Overseeing the recruitment and selection process for the posts of Chief Executive⁹ and Executive Directors
 - b. Preparing a description of the role and capabilities required for the Chief Executive and Executive Director posts to reflect the balance of skills, knowledge and experience required
 - c. Succession planning Executive appointments taking into account the challenges and opportunities facing the Trust and the skills and expertise required on the Board
 - d. Reviewing the structure, size and composition of the Executive Director composition of the Board of Directors

⁹ Note that Chief Executive appointments are subject to approval by the Council of Governors

- e. Reviewing Executive Directors' performance.
- f. Determining the remuneration and terms of service of the Chief Executive and the Executive Management Team
- g. Determining the annual cost of living award for senior managers (excluding those paid under Agenda for Change arrangements)
- h. Succession planning for Executive Director appointments
- i. Overseeing agreement of appropriate contractual arrangements relating to the Chief Executive and Executive Management Team
- j. Scrutinising any termination payments relating to the Chief Executive or the Executive Management Team, ensuring that they have been properly calculated and take account of any relevant guidance
- k. To be responsible for any disciplinary issue relating to the Chief Executive or member of the Executive Management Team which may result in their dismissal. The Committee will not be responsible for any disciplinary issue which is short of dismissal
- l. Such other duties as the Board of Directors may delegate.

Membership

- 6. The Committee membership will be appointed by the Board of Directors and will consist of:
 - Trust Chair
 - All Non-Executive Directors
- 7. Members can participate in meetings by two-way audio link including telephone, video or computer link (excepting email communication). Participation in this way shall be deemed to constitute presence in person at the meeting and count towards the quorum.
- 8. The Chair of the Board of Directors will be the Chair of the Committee. The Vice Chair of the Board will be the Vice Chair of the Committee from the outset. The Vice Chair will automatically assume the authority of the Chair should the latter be absent.
- 9. A quorum shall be three members including the Chair or Vice Chair and at least two Non-Executive Directors.
- 10. **Voting**
- 11. Each member will have one vote with the Chair having a second and casting vote, if required. Should a vote be necessary a decision will be determined by a simple majority.

Requirements of Membership

- 12. **Members**
- 13. Members will be required to attend a minimum of 75% of all meetings.

14. Officers

15. The Chief Executive and Chief People Officer (or equivalent executive lead for the Trust with responsibility for the human resources functions of the Trust) will be in attendance at its meetings, as and when appropriate and necessary.
16. The Trust Secretary will act as Secretary to the Committee.

Equality Diversity & Inclusion

17. In conducting its business, members must demonstrably consider the equality and diversity implications of decisions they make and consider whether in the management of risk control, the Trust achieves positive change around inclusion, equality and diversity.

Conflicts of Interest

18. If any of the Members has an interest, financial or otherwise, in any matter and is due to be present at the meeting at which the matter is under discussion, he/she will declare that interest as early as possible and act in accordance with the Trust's Conflicts of Interests Policy. The Chair of the meeting will determine how a conflict of interest should be managed. The Chair of the meeting may require the individual to withdraw from the meeting or part of it. The individual must comply with these arrangements, which must be recorded in the minutes of the meeting.

Reporting

19. The Nomination and Remuneration Committee will be accountable to the Board of Directors.
20. The minutes of the Nomination & Remuneration Committee will be formally recorded and submitted to the Board of Directors. The Chair of the Committee shall draw to the attention of the Board any issues that require disclosure to it or require executive action
21. Summary minutes will also be circulated to members of the Audit Committee.
22. The Committee will report to the Board annually on its work and performance in the preceding year.
23. Trust standing orders and standing financial instructions apply to the operation of the Remuneration and Nomination Committee.

Administration of Meetings

24. Meetings shall be held at least once per year or as required to fill Executive Director vacancies. Additional meetings may be arranged from time to time, if required, to support the effective functioning of the Trust.

25. The Secretary will plan to ensure that Board is supported administratively. Duties in this respect will include taking minutes of the meeting and providing appropriate support to the Chair and members.

26. Agendas and papers will be circulated at least five working days in advance of the meeting.

27. Minutes will be circulated to members as soon as is reasonably practicable.

Review

28. The Terms of Reference of the Committee shall be reviewed and submitted for approval to the Board of Directors at least annually.

Version Control Schedule

Date	Version no	Main changes proposed	Date approved by Nomination & Remuneration Committee	Date ratified by Board of Directors (thereby come into force)
March 2024	1	Development of the Terms of Reference – alignment with updated template		

Procedure for Reviewing and Updating

1. Background

- 1.1 This manual sets out how the Trust operates and regulates itself. This is of vital importance in the public sector where the use of public funds and the performance and conduct of the organisation is under constant scrutiny.

2 Annual Review

- 2.1 The manual will be reviewed annually. It will be reviewed by the Trust Audit Committee in July. Thereafter it will be presented to the Board of Directors for formal approval and adoption at the next available meeting.
- 2.2 All changes¹⁰ to the manual will be reviewed by the Audit Committee. These changes will be clearly highlighted in the updated Manual which is presented for subsequent adoption to the Board of Directors.
- 2.3 Following adoption, the Chief Executive and the Trust Secretary are responsible for ensuring that all directors, governors and trust staff are made aware of the manual and their responsibilities in respect of it. An up-to-date version of the manual will at all times be available on the Trust's intranet and website.
- 2.4 Where there are proposed changes to the manual that require initial review and approval by the Council of Governors, this will be done prior to consideration by the Audit Committee and the Board of Directors.
- 2.5 Care should be taken to ensure that all changes are consistent with the Trust's Constitution. Any proposed changes to the Constitution must first be approved by the Trust's members and NHS England as per paragraph 23 of the Constitution.
- 2.6 Changes to Standing Financial Instructions, Scheme of Delegation of Board powers and associated section or which have financial implications or impact must always be routed through the Trust's Finance Department, where the Deputy Chief Finance Officer will ensure all financial aspects of the change are given due consideration and approval. These changes must be subsequently approved by the Finance, Performance and Business Development Committee ahead of consideration by the Audit Committee and Board of Directors.
- 2.7 The Trust Secretary will co-ordinate the submission of Corporate Governance Manual changes for approval to the Audit Committee, the Board of Directors and the Council of Governors as required.

3 Periodic Updating

- 3.1 The manual will be reviewed annually, when necessary, changes will be made. However, it is recognised that changes may need to be made in-year to reflect legislative, constitutional, operational, or other requirements i.e., periodic updating.
- 3.2 In such circumstances the same procedures must be followed, in due order, as specified above in respect of the annual review.

¹⁰ With the exception of minor changes such as an organisational name change which will be reported for noting to the next available Audit Committee

Appendix F – Corporate Governance Manual Change Schedule

Version control			
Version	Section	Changes made	Date
13.0	Foreword	The foreword has been expanded to provide additional context and outline of each of the respective sections of the document.	April 2024
13.0	Version Control	Moved from the front of the document to be an appendix	April 2024
13.0	Schedule of matters reserved to the Board of Directors	Moved to be an appendix. No changes have been made to the content.	April 2024
13.0	Corporate Governance (section 3)	<p>This section has been strengthened by adding in context regarding the Trust's regulatory framework (taken from the Governance and Performance Framework).</p> <p>Additional narrative on the Corporate Governance functions added.</p> <p>Brief description of the Board's Committees added.</p> <p>Outline of the updated operational management processes added.</p> <p>Description of the Trust's internal and external control environment added</p>	April 2024
13.0	Scheme of Delegation (including the NHS Foundation Trust Accounting Officer Memorandum)	Moved to be an appendix. No changes have been made to the content.	April 2024
13.0	Standing Financial Instructions	Moved to be an appendix. No changes have been made to the content.	April 2024
13.0	<p>Code of Conduct for the Board of Directors</p> <p>Code of Conduct for the Council of Governors – found in the</p>	These have been collated into a single section (4) and the public sector equality duties have been added.	April 2024

	Trust Constitution Code of Conduct for NHS Managers Standards of Business Conduct for NHS Staff Standing Orders for the Council of Governors		
13.0	Section 5	New section added from the Governance and Performance Framework called 'How we conduct Trust Business'. This is to provide staff with advice, guidance and templates for the effective management of meetings. This will support a consistent approach across the Trust.	April 2024
13.0	Appendix G	Meeting templates added to the document.	April 2024
11.0	Throughout	Updates post exit from the EU reflected throughout the document	July 2022
11.0	4.0	Approved committee membership and terms of reference added.	July 2022
11.0	6.27.11.10.9	Instances where formal competitive tendering or competitive quotation is not required updated	July 2022
10.0	Throughout	Public Contracts Regulations 2015 to the procurement of services and supplies threshold changed to £122,976 rather than £189,330.	August 2021
10.0	Throughout	Removal of references to 'OJEU'	August 2021
10.0	5.0, Table A	TABLE A – Delegated Authority <ul style="list-style-type: none"> • Removal of Head of Estates – replaced where appropriate with Director of Estates • 19c – removal of references to outdated legislation • 35a – inclusion of the ability of Executives to nominate a Deputy to enter the Trust into contracts. • 35c – addition of Divisional Managers as having operational responsibility to nominate officers to oversee and manage contracts on behalf of the Trust 	July 2021

		<ul style="list-style-type: none"> 35h – removed – duplication with 35g 	
10.0	Throughout	References to 'CONCODE' removed throughout the document.	July 2021
10.0	4.1	Updated Committee Structures	July 2021
10.0	3.3.4	References to Nominations Committee (Executive Directors) and the Remuneration and Terms of Service Committee and replaced by Nomination & Remuneration Committee	July 2021
10.0	Throughout	Alignment with new Corporate branding	July 2021
10.0	Throughout	Change of job titles: <ul style="list-style-type: none"> Director of Finance changed to Chief Finance Officer Director of Nursing & Midwifery to Chief Nurse & Midwife 	July 2021
10.0	4.0	Approved committee membership, Committee Structure and terms of reference added.	July 2021
9.0	6.15.1.3	Reference to Nomination & Remuneration Committee updated to align with updated Nomination & Remuneration Committee Terms of Reference.	September 2020
9.0	8.0	Board Code of Conduct Updated	September 2020
8.0	6.0 (6.27.1.6.6)	Reasons for a single tender action to be reported to the Audit Committee and through the Board of Directors in the Chair's Report.	
8.0	6.0 (6.27.1.6.6)	All requests to waive tenders to the Audit Committee quarterly and not directly to the Board of Directors	July 2020
8.0	5.0, Table B	OJEU threshold updated from £181,302 to &189,330	July 2020
8.0	5.0, Table B (4)	Provision 'Requisitioning stock and non-stock items / services against a budget, in line with EU procurements thresholds (subject to periodic review) and quotation and tendering procedures set out under Section 6' amended to 'Approving requisitions, authorising invoices and recommending contract awards'.	July 2020
8.0	5.0, Table A (35, h)	Removal of the provision - 'Decide if late tenders should be considered'.	July 2020
8.0	5.0, Table A (35, a)	Provision added – 'Entering into contracts on behalf of the Trust, regardless of value'	July 2020
8.0	5.0, Table A (35, b)	Removal of Head of Estates from Operational Responsibility	July 2020
8.0	5.0, Table A (30, e)	Insertion of '...in line with national requirements' following the 'prompt payment of accounts' section	July 2020

8.0	5.0, Table A (34, w)	Authority to authorise overtime – limited to Clinical Directors and Chief Operating Officer. To encourage preferred option of utilising the Bank rather than overtime.	July 2020
8.0	5.0, Table A (34, nn)	Authorisation of extensions of contract beyond normal retirement age in exceptional circumstances – provision removed.	July 2020
8.0	5.0, Table A (34, x)	Reference ‘authorised approvers’ in place of budget holders.	July 2020
8.0	5.0, Table A (34, k)	Addition of ‘...at recruitment stage’ to the provision of the granting of additional increments.	July 2020
8.0	5.0, Table A (34, q)	Remove section on ‘Authorise car users’ – Trust no longer has a car lease scheme.	July 2020
8.0	5.0, Table A (34, p)	Renewal of fixed term contract – role of Vacancy Control Panel stated.	July 2020
8.0	5.0, Table A (17, l)	Reference to ‘All corporate posts to be reviewed by the Vacancy Control Panel and all clinical posts by the Executive team’ added to operational responsibility.	July 2020
8.0	5.0, Table A (33, c)	Operational responsibility for Informing staff of their duties in respect of patients’ property noted as being Head of Governance and Quality rather than Head of Legal Services.	July 2020
8.0	5.0, Table A (34, i)	Removal of line managers from being authorised to book agency staff. In relation to Nursing and Midwifery agency staff, line managers to be replaced with Heads of Nursing / Midwifery.	July 2020
8.0	5.0, Table A (34, i)	Deputy Chief Nurse and Midwife or Matron listed as having operational responsibility for approving bank usage.	July 2020
8.0	5.0, Table A (17, i)	Responsibility to Identify and implement cost improvements and income generation activities in line with the Operational Plan identified as being all budget holders.	July 2020
8.0	5.0, Table A (throughout)	References to ‘business plan’ removed from budget section and replaced with operational plan.	July 2020
8.0	5.0, Table A (17, b)	Operational responsibility for budget submissions to the Board identified as Deputy Chief Finance Officer (from Chief Finance Officer)	July 2020
8.0	5.0, Table A (throughout)	Removal of reference to Corporate Administration Manager	July 2020
8.0	5.0, Table A	Caldicott Guardian changed from Chief Nurse and Midwife to Medical Director	July 2020

8.0	5.0, Table A (throughout)	Removal of references to Hewitt Centre Managing Director	July 2020
8.0	Throughout	Change of job titles: <ul style="list-style-type: none"> • Director of Operations changed to Chief Operating Officer • Director of Workforce & Marketing to Chief People Officer 	July 2020
8.0	4.2	Trust Board Terms of Reference added	July 2020
8.0	4.0	Approved committee membership, Committee Structure and terms of reference added.	July 2020
7.0	4.0	Approved committee membership, Committee Structure and terms of reference added.	July 2019
7.0	5.0, Table A	Section 13 - Conflicts of interest definition of decision-making staff in compliance of the Trust's policy 'Managing conflicts of Interest'	July 2019
7.0	5.0, Table A	Section 22 – Gifts and Hospitality- Threshold increased in line with the Trust Policy 'Managing conflict of Interest' from £25 to £50.	July 2019
6.0	4.0	Approved committee membership and terms of reference added.	05.07.18
5.2	5.0 Table B	OJEU threshold has changed and been updated. Threshold value amended from £164,176 (ex VAT) to £181,302 (ex VAT).	09.01.2018
5.1	4.0	Change of name of Governance and Clinical Assurance Committee to the Quality Committee Amended Terms of Reference of the Quality Committee and Remuneration and Nominations Committee Amended Integrated Structure Charts	08.01.2018
4.1	4.0	Board approved Terms of reference added	07.07.17
	Table B – Delegated Financial Limits	Threshold value amended from £172,514 ex VAT when in fact it should be £164,176 ex VAT.	15.06.17
4.0	4.0	Board approved Terms of reference added	30.01.17
	5.0	Table B – Delegated Financial Limits	30.01.17
	6.0	Amendments to Standing Financial Instructions.	30.01.17
	All	Changes to names throughout the document, i.e. Trust regulator name, job titles of directors, heads of departments. Full reformat required to provide consistency.	30.01.17
3.0	4.0 Terms of reference	Board approved Terms of reference added	27.07.15

	Table A	Amended job titles of Directors. Amended waiving requirements to include delegated authority to authorise the use of a waiver. Amended thresholds to reflect the revised EU threshold.	27.07.15
	6.0	Prudential Borrowing Code removed as is no longer a requirement The approval limits for Charitable Expenditure updated.	27.07.15
2.0	4.0 Terms of reference	Board approved Terms of reference added	03.10.14
1.1	6.12.3 6.13.3.2 Table A Table B	Minor amendments approved by Board of Directors in April 2014.	05.04.14

