



Northern Ireland Ambulance Service
Health and Social Care Trust



STANDING ORDERS

And

SCHEME OF RESERVATION AND DELEGATION

September 2023

Title:	Standing Orders and Scheme of Reservation and Delegation		
Author:	Mrs Carol Mooney, Board Secretary		
Ownership:	Ms Maxine Paterson, Director of Planning, Performance and Corporate Services		
Date of Audit Committee Approval:		Date of Trust Board Approval:	
Operational Date:	21 October 2021	Review Date:	March 2024
Version No:	V3.0	Supercedes:	TW/4/Fin (03) 2014
Key words:	Standing Orders, Scheme of Reservation and Delegation, Standing Financial Instructions		
Other Relevant Policies:	Standing Financial Instructions		

Date	Version	Author	Comments
17 June 2019	V0.1	Andrew Phillips	Standing Orders benchmarked with HSC Trusts
18 June 2019	V1.0	Andrew Phillips	Approved at Audit Committee and Trust Board
21 October 2021	V2.0	Carol Mooney	Approved at Audit Committee and Trust Board
9 February 2023	V3.0	Carol Mooney	Approved at ARAC (19/1/23) and Trust Board
24 August 2023	V4.0	Carol Mooney	Amendment approved at Trust Board (24/8/23)

CONTENTS		Page
SECTION A - INTERPRETATION AND DEFINITIONS FOR STANDING ORDERS AND STANDING FINANCIAL INSTRUCTIONS		1
 SECTION B – STANDING ORDERS		
1. INTRODUCTION		
1.1	Statutory Framework	5
1.2	Health and Social Care Framework	6
1.3	Delegation of Powers	7
1.4	Governance	7
2. THE TRUST BOARD: COMPOSITION OF MEMBERSHIP, TENURE AND ROLE OF MEMBERS		
2.1	Composition of the Membership of Trust Board	8
2.2	Appointment of the Chair and Members of the Trust	8
2.3	Terms of Office of the Chair and Members	8
2.4	Appointment and Powers of Vice-Chair	9
2.5	Joint Members	9
2.6	Role of Members	10
	2.6.1 Chair	10
	2.6.2 Non-Executive Members.....	12
	2.6.3 Executive Members	12
	2.6.4 Chief Executive	13
	2.6.5 Director of Finance	13
2.7	Corporate Role of the Board	13
2.8	Schedule of Matters Reserved to the Board and Scheme of Delegation	14
2.9	Lead Roles for Board Members	14
3. MEETINGS OF THE TRUST BOARD		
3.1	Calling Meetings	14
3.2	Notice of Meetings and the business to be transacted	15
3.3	Agenda and Supporting Papers	15
3.4	Petitions	16
3.5	Notice of Motion	16
3.6	Emergency Motions	16
3.7	Motions: Procedure at and during a meeting	17
	3.7.1 Who may propose.....	17
	3.7.2 Contents of motions.....	17
	3.7.3 Amendments to motions.....	17
	3.7.4 Rights of reply to motions.....	18
	3.7.5 Withdrawing a motion.....	18
	3.7.6 Motions once under debate.....	18
	3.7.7 Motion to Rescind a Resolution	19

CONTENTS		Page
3.8	Chair of meeting	19
3.9	Chair's ruling	20
3.10	Quorum	20
3.11	Voting	20
3.12	Suspension of Standing Orders	21
3.13	Variation and Amendment of Standing Orders	22
3.14	Record of Attendance	23
3.15	Minutes	23
3.16	Admission of Public and the Press	24
3.17	3.17.1 Reserved sections.....	24
	3.17.2 General disturbances.....	24
	3.17.3 Business proposed to be transacted when the press and public have been excluded from the meeting.....	25
	3.17.4 Use of mechanical or electrical equipment for recording or transmission of meetings.....	26
3.18	Observers at Board meetings	26
3.19	Procedures for addressing the Board	26
4.	APPOINTMENT OF COMMITTEES AND SUB-COMMITTEES	
4.1	Appointment of Committees	28
4.2	Joint Committees	28
4.3	Applicability of Standing Orders and Standing Financial Instructions to Committees	29
4.4	Terms of Reference	29
4.5	Delegation of Powers by Committees to Sub-Committees	29
4.6	Approval of Appointments to Committees	29
4.7	Appointments for Statutory Functions	30
4.8	Committees established by the Trust Board	30
	4.8.1 Audit and Risk Assurance Committee	30
	4.8.2 Remuneration and Terms of Service Committee	31
	4.8.3 Safety, Quality, Patient Experience and Performance Committee	31
	4.8.4 People, Finance and Organisational Development Committee	32
	4.8.5 Other Committees	32
5.	ARRANGEMENTS FOR THE EXERCISE OF TRUST FUNCTIONS BY DELEGATION	
5.1	Delegation of functions to Committees, Officers or other bodies ...	33
5.2	Emergency powers and urgent decisions	34
5.3	Delegation to Committees	34
5.4	Delegation to Officers	34
5.5	Schedule of Matters Reserved to the Board and Scheme of Delegation of Powers	35
5.6	Duty to Report Non-Compliance with Standing Orders and Standing Financial Instructions	35
5.7	Charitable Trust Funds	35

CONTENTS

Page

6.	OVERLAP WITH OTHER TRUST POLICY STATEMENTS/PROCEDURES, REGULATIONS AND THE STANDING FINANCIAL INSTRUCTIONS	
6.1	Policy Statements: General Principles	36
6.2	Standing Financial Instructions	36
6.3	Specific guidance	36
7.	DUTIES AND OBLIGATIONS OF BOARD MEMBERS, MEMBERS, DIRECTORS AND SENIOR MANAGERS UNDER THESE STANDING ORDERS	
7.1	Code of Conduct and Accountability	36
7.2	Declaration of Interests	37
7.2.1	Requirements for Declaring Interests and Applicability to Board Members	37
7.2.2	Interests which are relevant and material	37
7.2.3	Advice on Interests	38
7.2.4	Recording of Interests in Trust Board minutes	38
7.2.5	Publication of declared interests in Annual Report and Accounts	39
7.2.6	Conflicts of interest which arise during the course of a meeting	39
7.2.7	Declaration of Objectivity and Interests for those Officers Engaged in Award of Contract.....	39
7.3	Register of Interests	39
7.4	Exclusion of Chair and Members in Proceedings on Account of Pecuniary Interest	40
7.4.1	Definition of terms used in interpreting 'Pecuniary' interest ..	40
7.4.2	Exclusion in proceedings of the Trust Board	41
7.4.3	Waiver of Standing Orders made by the Minister for Health	42
7.5	Standards of Business Conduct	
7.5.1	Trust Policy and National Guidance	45
7.5.2	Interest of Officers in Contracts	46
7.5.3	Canvassing of and recommendations by, Members in relation to appointments	46
7.5.4	Relatives of Members or Officers	47
8.	CUSTODY OF SEAL, SEALING OF DOCUMENTS AND SIGNATURE OF DOCUMENTS	
8.1	Custody of Seal	47
8.2	Sealing of Documents	47
8.3	Register of Sealing	47
8.4	Signature of documents	47

CONTENTS

Page

SECTION C – SCHEME OF RESERVATION AND DELEGATION

1.1	Decisions Reserved to the Board	49
1.2	Scheme of Delegation Derived from the Codes of Conduct and Accountability	58
1.3	Decisions/Duties Delegated by the Board to Committees	60
1.4	Scheme of Delegation Derived from the Accounting Officer Memorandum	64
1.5	Scheme of Delegation from Standing Orders	67

SECTION D – COMMITTEE TERMS OF REFERENCE

1.1	Audit and Risk Assurance Committee	70
1.2	People, Finance and Organisational Development Committee	81
1.3	Remuneration and Terms of Service Committee	89
1.4	Safety, Quality, Patient Experience and Performance Committee.	96

SECTION A

1. INTERPRETATION AND DEFINITIONS FOR STANDING ORDERS AND STANDING FINANCIAL INSTRUCTIONS

1.1 Save as otherwise permitted by law, at any meeting, the Chair of the Trust shall be the final authority on the interpretation of Standing Orders (on which they should be advised by the Chief Executive).

1.2 Any expression to which a meaning is given in the HPSS (NI) Order 1991, the Health and Social Care (Reform) Act (Northern Ireland) 2009 and other Acts/Orders relating to the HSC shall have the same meaning in these Standing Orders and Standing Financial Instructions and in addition:

1.2.1 "**Accounting Officer**" means the HSC Officer responsible and accountable for funds entrusted to the Trust. The officer shall be responsible for ensuring the proper stewardship of public funds and assets. For this Trust it shall be the Chief Executive.

1.2.2 "**Trust**" means the Northern Ireland Ambulance Service (NIAS) Health & Social Care Trust.

1.2.3 "**Board**" means the Chair, Executive and Non-Executive members of the Trust collectively as a body.

1.2.4 "**Budget**" means a resource, expressed in financial terms, proposed by the Board for the purpose of carrying out, for a specific period, any or all of the functions of the Trust.

1.2.5 "**Budget holder**" means the Director or employee with delegated authority to manage finances (Income and Expenditure) for a specific area of the organisation.

1.2.6 "**Chair of the Board (or Trust)**" is the person appointed in accordance with the relevant legislation¹ to lead the

¹ Regulation 3 of the Health and Social Services Trusts (Membership and Procedure) Regulations (Northern Ireland) 1994

Board and to ensure that it successfully discharges its overall responsibility for the Trust as a whole. The expression “the Chair of the Trust” shall be deemed to include the member acting as Chair of the Trust if the Chair is absent from the meeting or is otherwise unavailable.

- 1.2.7 "**Chief Executive**" means the Chief Officer of the Trust. The Chief Executive is the Trust’s Accounting Officer.
- 1.2.8 "**Commissioning**" means the process for determining the need for and for obtaining the supply of healthcare, social care and related services by the Trust within available resources.
- 1.2.9 "**Committee**" means a Committee or Sub-Committee created and appointed by the Trust.
- 1.2.10 "**Committee members**" means persons formally appointed by the Board to sit on or to chair specific Committees.
- 1.2.11 "**Contracting and procuring**" means 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.
- 1.2.12 "**Director of Finance**" means the Chief Financial Officer of the Trust.
- 1.2.13 "**Funds held on trust**" shall mean those funds which the Trust holds on date of incorporation, receives on distribution by statutory instrument or chooses subsequently to accept under powers derived under Article 16 of the HPSS (NI) Order 1991. Such funds may or may not be charitable.
- 1.2.14 "**Member**" means Executive or Non-Executive member of the Board as the context permits. Member, in relation to the Board, includes its Chair.

- 1.2.15 **“Associate Member”** means a person appointed to perform specific statutory and non-statutory duties which have been delegated by the Trust Board for them to perform and these duties have been recorded in an appropriate Trust Board minute or other suitable record.
- 1.2.16 **"Membership, Procedure and Administration Arrangements Regulations"** means HSS Trusts (Membership and Procedure) Regulations (Northern Ireland) 1994.
- 1.2.17 **"Nominated officer"** means an officer charged with the responsibility for discharging specific tasks within Standing Orders and Standing Financial Instructions.
- 1.2.18 **"Officer"** means employee of the Trust or any other person holding a paid appointment or office with the Trust.
- 1.2.19 **“Audit and Risk Assurance Committee”** means a Committee whose primary role is to independently contribute to the Board’s overall process for ensuring that an effective internal financial control system is maintained.
- 1.2.20 **“People, Finance and Organisational Development Committee”** (People Committee) means a Committee whose functions are concerned with providing assurance in relation to strategic HR issues and the Trust Board’s statutory responsibility to break even.
- 1.2.21 **“Remuneration Committee & Terms of Service Committee”** means a Committee whose primary role is to advise the Board about appropriate remuneration and terms of service for the Chief Executive and all other direct reports to the Chief Executive.
- 1.2.22 **“Safety, Quality, Patient Experience and Performance Committee”** (Safety Committee) means a Committee whose functions are concerned with the arrangements for the purpose of monitoring and improving the quality and safety of health and social care

for which the Northern Ireland Ambulance Service Health and Social Care Trust has responsibility.

1.2.23 "**Secretary**" means a person appointed to act independently of the Board to provide advice on corporate governance issues to the Board and the Chair and monitor the Trust's compliance with the law, Standing Orders, and DoH guidance.

1.2.24 "**SFIs**" means Standing Financial Instructions.

1.2.25 "**SOs**" means Standing Orders.

1.2.26 "**Member acting as Chair**" means the Non-Executive member appointed by the Board to take on the Chair's duties if the Chair is absent for any reason.

1.2.27 "**DoH**" means the Department of Health.

1.2.28 "**SPPG**" means Strategic Planning and Performance Group.

1.2.29 "**PHA**" means Public Health Agency.

SECTION B – STANDING ORDERS

1. INTRODUCTION

1.1 Statutory Framework

The Northern Ireland Ambulance Service (NIAS) HSC Trust (the Trust) is a statutory body which came into existence on 1 April 1995 under the Northern Ireland Ambulance Service Health and Social Services Trust (Establishment) Order (Northern Ireland) 1995.

1.1.1 The principal place of business of the Trust is Northern Ireland Ambulance Service, Headquarters, Site 30, Knockbracken Healthcare Park, Saintfield Road, Belfast, BT8 8SG.

1.1.2 HSC Trusts are provided for under Article 10(1) of the Health and Personal Social Services (NI) Order 1991 and subsequently amended under Health and Social Care (Reform) Act (Northern Ireland) 2009.

1.1.3 The functions of the Trust are conferred by this legislation.

1.1.4 As a statutory body, the Trust has specified powers to contract in its own name and to act as a corporate trustee.

1.1.5 Schedule 3 of the HPSS (NI) Order 1991 specifies the duties, powers and status of HSC Trusts.

1.1.6 The Codes of Conduct and Accountability (October 2022) require the Trust to adopt Standing Orders for the regulation of its proceedings and business. The Trust must also adopt Standing Financial Instructions (SFIs) as part of Standing Orders setting out the responsibilities of individuals.

1.1.7 The Trust will also be bound by such other statutes and legal provisions which govern the conduct of its affairs.

1.2 Health and Social Care Framework

- 1.2.1 In addition to the statutory requirements, the Minister for Health, through the DoH, issues further directions and guidance. These are normally issued under cover of a circular or letter.
- 1.2.2 The Codes of Conduct and Accountability (October 2022) require that, among other things, Boards draw up a schedule of decisions reserved to the Board, and ensure that management arrangements are in place to enable responsibility to be clearly delegated to senior executives (a scheme of delegation). The Code also requires the establishment of Audit and Remuneration Committees with formally agreed terms of reference. The Standards of Business Conduct make various requirements concerning possible conflicts of interest of Board members.
- 1.2.3 The Trust will produce and publish an annual report for each financial year within the timescales set by the DoH. The Annual Report will identify the Chair, Chief Executive and Non-Executive Directors, as well as the Chair and members of the Audit and Risk Assurance Committee, Safety, People and Remuneration Committees. It will also set out the numbers of meetings of the Board and those Committees and individual attendance by members.
- 1.2.4 The Trust will comply with all statutory requirements and Departmental directions, including the DoH Framework Document, Management Statement and Financial Memorandum, the Codes of Conduct and Accountability for Board Members of Health and Social Care bodies (October 2022) and other Codes of Conduct and directions as these apply to the functions, activities and conduct of Boards of Health and Social Care Trusts. Where these are updated or replaced, the new provisions and requirements will apply.

1.3 Delegation of Powers

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

1.4 Governance

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

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

2.1 Composition of the Membership of the Trust Board

In accordance with The Northern Ireland Ambulance Service Health and Social Services Trust (Establishment) Order (NI) 1995, the composition of the Board shall be:

2.1.1 The Chair of the Trust (appointed in accordance with the relevant legislation (following a recruitment process overseen by the DoH Public Appointments Unit)).

2.1.2 Up to five Non-Executive members (appointed by the DoH Public Appointments Unit).

2.1.3 Up to five Executive members (but not exceeding the number of Non-Executive members) including:

(a) the Chief Executive; and

(b) the Director of Finance;

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

2.2 Appointment of Chair and Members of the Trust

2.1.1 The Chair and Non-Executive Directors of the Trust are appointed in accordance with the relevant legislation.

2.3 Terms of Office of the Chair and Members

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

2.4 Appointment and Powers of Vice-Chair

- 2.4.1 Subject to Standing Order 2.4.2 below, the Chair and members of the Trust may appoint one of their numbers, who is not also an Executive member, to be Vice-Chair, for such period, not exceeding the remainder of his term as a member of the Trust, as they may specify on appointing him/her.
- 2.4.2 Any member so appointed may at any time resign from the office of Vice-Chair by giving notice in writing to the Chair. The Chair and members may thereupon appoint another member as Vice-Chair in accordance with the provisions of Standing Order 2.4.1.
- 2.4.3 Where the Chair of the Trust has died or has ceased to hold office, or where they have been unable to perform their duties as Chair owing to illness or any other cause, the Vice-Chair shall act as Chair until a new Chair is appointed or the existing Chair resumes their duties, as the case may be; and references to the Chair in these Standing Orders shall, so long as there is no Chair able to perform those duties, be taken to include references to the Vice-Chair.

2.5 Joint Members

- 2.5.1 Where more than one person is appointed jointly to a post mentioned in Part 2, regulation 6 of the HSS Trusts (Membership and Procedure) Regulations (NI) 1994, those persons shall count for the purpose of Standing Order 2.1 as one person.
- 2.5.2 Where the office of a member of the Board is shared jointly by more than one person:
- (a) Either or both of those persons may attend or take part in meetings of the Board;
 - (b) If both are present at a meeting they should cast one vote if they agree;

- (c) In the case of disagreements, no vote should be cast;
- (d) The presence of either or both of those persons should count as the presence of one person for the purposes of Standing Order 3.11 Quorum.

2.6 Role of Members

The Board will function as a corporate decision-making body, Executive and Non-Executive members will be full and equal members. Their role as members of the Trust Board will be to consider the key strategic and managerial issues facing the Trust in carrying out its statutory and other functions.

2.6.1 Chair

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

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

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

The Chair is responsible for leading the Board and for ensuring that it successfully discharges its overall responsibility for the organisation as a whole. The Chair is accountable to the Minister through the Departmental Accounting Officer. The Chair shall ensure that the Trust's policies and actions support the wider strategic

policies of the Minister and that the Trust's affairs are conducted with probity.

The Chair has a particular leadership responsibility on:-

- Formulating the Board's strategy for discharging its duties;
- Ensuring that the Board, in reaching decisions, takes proper account of guidance provided by the Minister, the sponsor department, the SPPG or the PHA;
- Ensuring that risk management is regularly and formally considered at Board meetings;
- Promoting the efficient, economic and effective use of staff and other resources;
- Encouraging and delivering high standards of regularity and propriety;
- Representing the views of the Board to the general public;
- Ensuring that the Board meets at regular intervals throughout the year and that the minutes of meetings accurately record the decisions taken and, where appropriate, the views of individual Board members.

The Chair shall also:

- Ensure that all members of the Board, when taking up office, are fully briefed on the terms of their appointment and on their duties, rights and responsibilities, and receive appropriate induction training, including on the financial management and reporting requirements of public sector bodies and on any differences which may exist between private and public sector practice;
- Advise the DoH of the needs of the Trust when Board vacancies arise, with a view to ensuring a proper balance of professional, financial or other expertise;
- Assess the performance of individual Board members. Board Members will be subject to ongoing performance appraisal, with a formal assessment being completed in consultation with Committee Chairs as appropriate by the Chair of the Board at the end of each year and prior to any proposed re-appointment or extension of the term of appointment

of individual members taking place. Members will be made aware that they are being appraised, the standards against which they will be appraised, and will have an opportunity to contribute to and view their report. The Chair of the Board will also be appraised on an annual basis by the DoH.

- Ensure the completion of the Board Governance Self-Assessment Tool on an annual basis. Assurance will be provided through the mid-year assurance statement that the tool is being completed, actions are being addressed and that any exception issues will be raised with the DoH.
- The Chair shall also ensure that Trust Board members are made aware of the Code of Conduct for Board Members of HSC Bodies (October 2022) including the Nolan “seven principles of public life”, and the requirement for a comprehensive and publicly available register of Board Members’ Interests. Communications between the Board, the Minister and the DoH shall normally be through the Chair. The Chair shall ensure that the other Board members are kept informed of such communications on a timely basis.

2.6.2 Non-Executive Members

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

2.6.3 Executive Members

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

2.6.4 Chief Executive

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

The Chief Executive shall be directly accountable to the Chair and Non-Executive Members of the Board for ensuring Board decisions are implemented, that the organisation works effectively in accordance with government policy and public service values, and for the maintenance of proper financial stewardship. The Chief Executive should be allowed full scope, within clearly defined delegated powers, for action fulfilling the decisions of the Board.

2.6.5 Director of Finance

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

2.7 Corporate Role of the Board

- 2.7.1 All business shall be conducted in the name of the Trust.
- 2.7.2 All funds received in trust shall be held in the name of the Trust as corporate trustee.
- 2.7.3 The powers of the Trust established under statute shall be exercised by the Board meeting in public session except as otherwise provided for in Standing Order 3.
- 2.7.4 The Board shall define and regularly review the functions it exercises on behalf of the Minister for Health.

2.8 Schedule of Matters Reserved to the Board and Scheme of Delegation

2.8.1 The Board may resolve that certain powers and decisions may only be exercised by the Board in formal session. These powers and decisions should be set out in Section C - 'Schedule of Matters Reserved to the Board' and shall have effect as if incorporated into the Standing Orders. Those powers which it has delegated to officers and other bodies are contained in the Scheme of Delegation.

2.9 Lead Roles for Board Members

2.9.1 The Chair will ensure that the designation of lead roles or appointments of Board members as required by DoH or as set out in any statutory or other guidance will be made in accordance with that guidance or statutory requirements (e.g. appointing a Lead Board Member with responsibilities for Infection Control or Child Protection Services etc.).

3. MEETINGS OF THE TRUST BOARD

3.1 Calling Meetings

3.1.1 Ordinary meetings of the Board shall be held at regular intervals at such times and places as the Board may determine. The Board shall determine the minimum number of meetings to be held each year.

3.1.2 The Chair of the Trust may call a meeting of the Board at any time.

3.1.3 One third or more members of the Board may requisition a meeting in writing. If the Chair refuses, or fails, to call a meeting within seven days of a requisition being presented, the members signing the requisition may forthwith call a meeting.

3.2 Notice of Meetings and the Business to be Transacted

- 3.2.1 Before each meeting of the Board, a written notice specifying the business proposed to be transacted shall be delivered to every member and to everyone on the Board distribution list and posted on the Trust website at least five working days before the meeting. Lack of service of such a notice on any member shall not affect the validity of a meeting
- 3.2.2 In the case of a meeting called by members in default of the Chair calling the meeting, the notice shall be signed by those members.
- 3.2.3 No business shall be transacted at the meeting other than that specified on the agenda, or emergency motions allowed under Standing Order 3.6.
- 3.2.4 A member desiring a matter to be included on an agenda shall make his/her request in writing to the Chair at least 10 working days before the meeting. The request should state whether the item of business is proposed to be transacted in the presence of the public and should include appropriate supporting information. Requests made less than 10 working days before a meeting may be included on the agenda at the discretion of the Chair.
- 3.2.5 Before each meeting of the Board, a public notice in accordance with Circular HSS (PPM) 4/2001 shall be issued detailing the time and place of the meeting. The public part of the agenda shall be posted on the Trust website www.nias.hscni.net at least one week before the meeting (required by section 54 of the Health and Personal Social Services Act (Northern Ireland) 2001).

3.3 Agenda and Supporting Papers

- 3.3.1 The Agenda will be sent to members at least five working days before the meeting and supporting papers, whenever possible, shall accompany the agenda, but will be despatched no later than three working days before the meeting, save in emergency.

3.4 Petitions

3.4.1 Where a petition has been received by the Trust, the Chair may include the petition as an item for the agenda of the next meeting, providing it is appropriate for consideration by the Board. The Chair shall advise the meeting of any petitions that are not granted and the grounds for refusal

3.5 Notice of Motion

3.5.1 Subject to the provision of Standing Orders 3.7 'Motions: Procedure at and during a meeting' and 3.8 'Motions to rescind a resolution', a member of the Board wishing to move a motion shall send a written notice to the Chief Executive who will ensure that it is brought to the immediate attention of the Chair.

3.5.2 The notice shall be delivered at least five clear days before the meeting. The Chief Executive shall include in the agenda for the meeting all notices so received that are in order and permissible under governing regulations. This Standing Order shall not prevent any motion being withdrawn or moved without notice on any business mentioned on the agenda for the meeting.

3.6 Emergency Motions

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

3.7 Motions: Procedure at and during a Meeting

3.7.1 Who may propose

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

3.7.2 Contents of motions

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

- (a) The reception of a report;
- (b) Consideration of any item of business before the Trust Board;
- (c) The accuracy of minutes;
- (d) That the Board proceeds to next business;
- (e) That the Board adjourns; and
- (f) That the question be now put.

3.7.3 Amendments to motions

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

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

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

3.7.4 Rights of reply to motions

a) Amendments

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

b) Substantive/Original motion

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

3.7.5 Withdrawing a motion

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

3.7.6 Motions once under debate

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

- (a) An amendment to the motion;
- (b) The adjournment of the discussion, or the meeting;
- (c) That the meeting proceeds to the next business;
- (d) That the question should be now put;
- (e) The appointment of an 'ad hoc' committee to deal with a specific item of business;
- (f) That a member be not further heard; and
- (g) A motion under Section 23(2) of the Local Government Act (NI) 1972 resolving to exclude the public, including the press (see Standing Order 3.17).

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

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

3.8 Motions to Rescind a Resolution

3.8.1 Notice of motion to rescind any resolution (or the general substance of any resolution) which has been passed within the preceding six calendar months shall bear the signature of the member who gives it and also the signature of three other members, and before considering any such motion of which notice shall have been given, the Trust Board may refer the matter to any appropriate Committee or the Chief Executive for recommendation.

3.8.2 When any such motion has been dealt with by the Trust Board, it shall not be competent for any Executive Member, other than the Chair, to propose a motion to the same effect within six months. This Standing Order shall not apply to motions moved in pursuance of a report or recommendations of a Committee or the Chief Executive.

3.9 Chair of Meeting

3.9.1 At any meeting of the Trust Board, the Chair shall preside. In the Chair's absence, the Chair of Audit and Risk Assurance Committee shall assume the position of Chair.

3.9.2 In the absence of the Chair and Chair of the Audit and Risk Assurance Committee, any such member (who is

not also an Executive Member of the Trust) as the members present shall choose, shall preside.

3.10 Chair's Ruling

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

3.11 Quorum

3.11.1 No decisions may be taken at a meeting unless at least one-third of the whole number of the Chair and voting members appointed, (including at least one Non-Executive Director Member and one Executive Director Member) are present.

3.11.2 An officer in attendance for an Executive Director Member but without formal acting up status, may not count towards the quorum.

3.11.3 If the Chair or member has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of the declaration of a conflict of interest (Standing Order 7), that person shall no longer count towards the quorum. If a quorum is then not available for the passing of a resolution on any matter, that matter may be discussed further but not voted upon at that meeting. Such a position shall be recorded in the minutes of the meeting.

3.12 Voting

3.12.1 Save as provided in Standing Orders 3.13 – ‘Suspension of Standing Orders’ and 3.14 – ‘Variation and Amendment of Standing Orders’, every question put to a vote at a meeting shall be determined by a majority of the votes of members present and voting on the question. In the case of an equal vote, the person presiding (ie: the Chair of the meeting shall have a second, and casting vote).

- 3.12.2 At the discretion of the Chair, all questions put to the vote shall be determined by oral expression or by a show of hands, unless the Chair directs otherwise, or it is proposed, seconded and carried that a vote be taken by paper ballot.
- 3.12.3 If at least one third of the members present so request, the voting on any question may be recorded so as to show how each member present voted or did not vote (except when conducted by paper ballot).
- 3.12.4 If a member so requests, their vote shall be recorded by name.
- 3.12.5 In no circumstances may an absent member vote by proxy. Absence is defined as being absent at the time of the vote.
- 3.12.6 A manager who has been formally appointed to act up for an Officer Member during a period of incapacity or temporarily to fill an Executive Director vacancy shall be entitled to exercise the voting rights of the Officer Member.
- 3.12.7 A manager attending the Trust Board meeting to represent an Officer Member during a period of incapacity or temporary absence without formal acting up status may not exercise the voting rights of the Officer Member. An Officer's status when attending a meeting shall be recorded in the minutes.
- 3.12.8 For the voting rules relating to joint members, see Standing Order 2.5.

3.13 Suspension of Standing Orders

- 3.13.1 Except where this would contravene any statutory provision or any direction made by the Minister for Health or the rules relating to the Quorum (Standing Order 3.11), any one or more of the Standing Orders may be suspended at any meeting, provided that at least two-

thirds of the whole number of the members of the Board are present (including at least one member who is an Officer Member of the Trust and one Member who is not) and that at least two-thirds of those members present signify their agreement to such suspension. The reason for the suspension shall be recorded in the Trust Board's minutes.

3.13.2 A separate record of matters discussed during the suspension of Standing Orders shall be made and shall be available to the Chair and Members of the Trust.

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

3.13.4 The Audit and Risk Assurance Committee shall review every decision to suspend Standing Orders.

3.14 Variation and Amendment of Standing Orders

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

- (a) Upon a notice of motion under Standing Order 3.5;
- (b) Upon a recommendation of the Chair or Chief Executive included on the agenda for the meeting;
- (c) That two thirds of the Board members are present at the meeting where the variation or amendment is being discussed, and that at least half of the Trust's Non-Executive members vote in favour of the amendment;
- (d) Providing that any variation or amendment does not contravene a statutory provision or direction made by the Minister for Health.

3.15 Record of Attendance

3.15.1 The names of the Chair and Directors/members present at the meeting shall be recorded and, if necessary, the point at which they join, leave or resume their place at the meeting shall also be noted.

3.16 Minutes

3.16.1 The minutes of the proceedings of a meeting shall be drafted, signed and presented to the next Board meeting.

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

A copy of the approved minutes will be posted on the Trust website www.nias.hscni.net following their approval at the next ensuing meeting.

3.16.2 The minutes of all Board Committees shall be formally recorded and brought to the public Board meeting for information except where confidentiality needs to be expressly protected. After each meeting, the Chair of the Committee shall present a written report to the next Trust Board meeting. At any point, the Committee Chair shall also draw to the attention of the Board any issues that require disclosure to the full Board, or require executive action.

3.17 Admission of Public and the Press

3.17.1 Reserved sections

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

These may include subjects that are:

- a) Demonstrably protected in terms of the Data Protection Act (ie staff or service user personal information); or
- b) Commercially sensitive; or
- c) Constituted information intended for publication at a later date.

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

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

3.17.2 General disturbances

The Chair or the person presiding over the meeting shall give such directions as they think fit with regard to the arrangements for meetings and accommodation of the public and representatives of the press such as to ensure that the Trust’s business shall be conducted

without interruption and disruption and, without prejudice to the power to exclude on grounds of the confidential nature of the business to be transacted, the public will be required to withdraw upon the Trust Board resolving as follows:

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

3.17.3 Business proposed to be transacted when the press and public have been excluded from a meeting

Matters to be dealt with by the Trust Board following the exclusion of representatives of the press, and other members of the public, as provided in 3.17.1 and 3.17.2 above, shall be confidential to the members of the Board.

Notwithstanding the provisions of 3.17 (1&2) above, the Trust Board shall make arrangements to ensure that any discussion of confidential matters relating to staff, patients or commercially sensitive issues are conducted by the Board meeting "In Committee". A separate confidential minute of such meetings will be maintained and approved by the Board at its next meeting. In addressing such matters, they shall operate with full executive powers.

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

3.17.4 Use of mechanical or electrical equipment for recording or transmission of meetings

In order to avoid undue disruption to Board meetings, television crews/press photographers or other media representatives can have access for a maximum of ten minutes prior to the meeting commencing. This will be subject to agreement of the Chair.

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

3.18 Observers at Trust Meetings

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

3.19 Procedures for Addressing the Board

3.19.1 Deputations from any meeting, association, public body or an individual may be permitted to address a meeting of the Board, subject to the following conditions:

- The subject is on the agenda;
- The Board Secretary has received three working days' notice, in writing, of the intended deputation, its purpose and a brief synopsis of content. The presentation/speaking notes must be submitted to the Board Secretary in advance of the meeting. The Chair will decide on the appropriateness of the presentation.

3.19.2 The specified notice may be waived at the discretion of the Chair. Any deputation will be confined to a presentation by not more than two persons, per agenda item, and not to exceed 10 minutes duration. The Chair may at his/her discretion vary the number of individuals

permitted to address the meeting. The Chair will decide if a Trust response is appropriate and there will be no right of reply by the speaker. The decision of the Chair will be final on this matter.

The Chair will also consider requests for questions from the public based on the following conditions:

- all questions must be relevant to an item included on the agenda;
- individuals will be restricted to a maximum of two questions each;
- once a question is answered by a member of Trust Board, as directed by the Chair, there will be no further discussions on this question; and
- the decision of the Chair will be final in relation to public questions.

3.19.3 The Trust recognises the important statutory role the Patient and Client Council has in relation to representing the interests of the public in all matters of health and social care within the Trust's area. The Trust will therefore, grant the right for the Council to request attendance at any Trust Board meeting to raise specific agenda items. The Chair may at his/her discretion allow the Council to be heard during Board discussion of the item in questions.

4. APPOINTMENT OF COMMITTEES AND SUB-COMMITTEES

4.1 Appointment of Committees

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

The Trust shall determine the membership and Terms of Reference of Committees and Sub-Committees and shall receive and consider reports of such Committees. Only in exceptional circumstances will the Trust Board delegate executive powers to a Committee. A Committee may only exercise such executive powers as are delegated to it by the Trust Board.

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

4.2 Joint Committees

4.2.1 Joint Committees may be appointed by the Trust by joining together with one or more other Trusts consisting, wholly or partly, of the Chair and members of the Trust or other health service bodies, or wholly of persons who are not members of the Trust or other health bodies in question.

4.2.2 Any Committee or joint Committee appointed under this Standing Order may, subject to such directions as may be given by the Minister for Health or the Trust or other health bodies in question, appoint Sub-Committees consisting wholly or partly of members of the Committees or Joint Committee (whether or not they are members of the Trust or health bodies in question) or wholly of persons who are not members of the Trust or health bodies in question or the Committee of the Trust or health bodies in question.

4.3 Applicability of Standing Orders and Standing Financial Instructions to Committees

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

4.4 Terms of Reference

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

4.5 Delegation of Powers by Committees to Sub-Committees

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

4.6 Approval of Appointments to Committees

4.6.1 The Board shall approve the appointments to each of the Committees which it has formally constituted. Where the Board determines, and regulations permit, that persons, who are neither members nor officers, shall be appointed to a Committee the terms of such appointment shall be within the powers of the Board as defined by the Minister for Health. The Board shall define the powers of such appointees and shall agree allowances, including reimbursement for loss of earnings, and/or expenses in accordance where appropriate with national guidance.

4.7 Appointments for Statutory functions

4.7.1 Where the Board is required to appoint persons to a Committee and/or to undertake statutory functions as required by the Minister for Health, and where such appointments are to operate independently of the Board, such appointments shall be made in accordance with the regulations and directions made by the Minister for Health.

4.8 Committees Established by the Trust Board

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

4.8.1 Audit and Risk Assurance Committee

In line with the requirements of the Cabinet Office's Code of Conduct for Board Members of Public Bodies (June 2019), the Audit and Risk Assurance Handbook (NI) 2018, and the Codes of Conduct and Accountability (October 2022), an Audit and Risk Assurance Committee will be established and constituted to provide the Trust Board with an independent and objective review of its financial systems, governance and internal control arrangements.

The Terms of Reference will be approved by the Trust Board, will be reviewed on a periodic basis and will be posted on the Trust website www.nias.hscni.net.

The Committee will be comprised exclusively of Non-Executive Directors and shall consist of not less than three members, of which one must have significant, recent and relevant financial experience. A quorum shall be two members. None of these members should be the Chair or members of the Remuneration and Terms of Service Committee. One member of the Committee shall be the Chair of the Safety Committee. The Committee will meet on at least three occasions per year.

4.8.2 Remuneration and Terms of Service Committee

In line with the requirements of the Codes of Conduct and Accountability (October 2022), and the Higgs report (2003), a Remuneration and Terms of Service Committee will be established and constituted. As a minimum, the role of the Committee will be to advise the Trust Board about appropriate remuneration and terms of service for the Chief Executive and other Senior Executives including:

- (a) All aspects of salary (including any performance related elements/bonuses);
- (b) Provisions for other benefits, including pensions and cars; and
- (c) Arrangements for termination of employment and other contractual terms.

The Terms of Reference will be approved by the Trust Board, will be reviewed on a periodic basis and will be posted on the Trust website www.nias.hscni.net.

The Committee will be comprised exclusively of the Chair of the Trust and at least two Non-Executive Directors. None of these members should be members of the Audit and Risk Assurance Committee. A quorum shall be two members. The Committee will meet on at least two occasions per year.

4.8.3 Safety, Quality, Patient Experience and Performance Committee

In line with the statutory duty of quality which is carried by the Chief Executive, a Safety, Quality, Patient Experience and Performance Committee will be established and constituted to provide the Trust Board with an independent and objective review that effective and regularly reviewed arrangements are in place to support the implementation, maintenance and development of governance (both clinical and non-clinical) and risk management and that such matters are

properly considered and communicated to the Trust Board.

The Terms of Reference will be approved by the Trust Board, will be reviewed on a periodic basis and will be posted on the Trust website www.nias.hscni.net.

The Committee will be comprised exclusively of Non-Executive Directors and shall consist of not less than three members. One member of the Committee shall be the Chair of Audit and Risk Assurance Committee. A quorum shall be two members. The Committee will meet on at least three occasions per year.

4.8.4 People, Finance and Organisational Development Committee

A People, Finance and Organisational Development Committee will be established and constituted to provide the Trust Board with an independent and objective review of Human Resources, Finance and Organisational Development functions.

The Terms of Reference will be approved by the Trust Board, will be reviewed on a periodic basis and will be posted on the Trust website www.nias.hscni.net

The Committee will be comprised exclusively of Non-Executive Directors and shall consist of not less than three members. A quorum shall be two members. The Committee will meet on at least three occasions per year.

4.8.5 Other Committees

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

5. ARRANGEMENTS FOR THE EXERCISE OF TRUST FUNCTIONS BY DELEGATION

5.1 Delegation of Functions to Committees, Officers or Other Bodies

5.1.1 Subject to such directions as may be given by the Minister for Health, the Board may make arrangements for the exercise, on behalf of the Board, of any of its functions by a Committee, Sub-Committee appointed by virtue of Standing Order 4, or by an officer of the Trust, or by another body as defined in Standing Order 5.1.2 below, in each case subject to such restrictions and conditions as the Trust thinks fit.

5.1.2 Section 13, Schedule 3 of the HPSS (NI) Order 1991 allows for regulations to provide for the functions of Trust's to be carried out by third parties. In accordance with The HSS Trusts (Membership and Procedure) Regulations (NI) 1994, the functions of the Trust may also be carried out in the following ways:

- (a) By another Trust or service providing body;
- (b) Jointly with any one or more of the following: HSC Trusts, Boards, agencies or a Centre of Procurement Expertise (in respect of procurement and logistics) or service providing body.

5.1.3 Where a function is delegated by these Regulations to another Trust, then that Trust or health service body exercises the function in its own right; the receiving Trust has responsibility to ensure that the proper delegation of the function is in place.

5.1.4 In situations involving the delegation to Committees, Sub-Committees or officers, the Trust delegating the function retains full responsibility.

5.1.5 Where a function is to be carried out on behalf of the Trust by a third party, appropriate arrangements will be put in place by contract or Service Level Agreement to

ensure performance standards, monitoring arrangements and accountability.

5.2 Emergency Powers and Urgent Decisions

5.2.1 The powers which the Board has reserved to itself within these Standing Orders (see Standing Order 2.9) may in emergency or for an urgent decision be exercised by the Chair and the Chief Executive after having consulted at least two Non-Executive Members. The exercise of such powers by the Chair and the Chief Executive shall be reported to the next formal meeting of the Trust Board in public session for formal ratification.

5.3 Delegation to Committees

5.3.1 The Board shall agree from time to time to the delegation of executive powers to be exercised by other Committees, or Sub-Committees, or Joint-Committees, which it has formally constituted in accordance with directions issued by the Minister for Health. The constitution and terms of reference of these Committees, or Sub-Committees, or Joint Committees, and their specific executive powers shall be approved by the Board.

5.3.2 When the Board is not meeting as the Trust in public session, it shall operate as a Committee and may only exercise such powers as may have been delegated to it by the Trust in public session.

5.4 Delegation to Officers

5.4.1 Those functions of the Trust which have not been retained as reserved by the Board or delegated to other Committee or Sub-Committee or Joint-Committee shall be exercised on behalf of the Trust by the Chief Executive. The Chief Executive shall determine which functions he/she will perform personally and shall nominate officers to undertake the remaining functions for which he/she will still retain accountability to the Trust. However, he/she shall not assign absolutely to

any other person any of the responsibilities set out in the Management Statement/Financial Memorandum.

5.4.2 The Chief Executive shall prepare a Scheme of Delegation identifying his/her proposals which shall be considered and approved by the Board. The Chief Executive, or in his/her absence the Director of Finance, may approve interim amendments to the Scheme of Delegation, which shall be considered and given retrospective approval by the Board at its next annual review.

5.4.3 Nothing in the Scheme of Delegation shall impair the discharge of the direct accountability to the Board of the Director of Finance to provide information and advise the Board in accordance with statutory or DoH requirements. Outside these statutory requirements, the roles of the Director of Finance shall be accountable to the Chief Executive for operational matters.

5.5 Schedule of Matters Reserved to the Board and Scheme of Delegation of Powers

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

5.6. Duty to Report Non-Compliance with Standing Orders and Standing Financial Instructions

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

5.7 Charitable Trust Funds

5.7.1 In line with its role as a corporate trustee for any funds held in trust (Standing Order 2.7.2), either as charitable

or non-charitable funds, the Trust Board will establish 'Financial Procedures – Charitable Trust Funds' to administer those funds in accordance with any statutory or other legal requirements.

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

6.1 Policy Statements: General Principles

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

6.2 Standing Financial Instructions

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

6.3 Specific Guidance

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

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

7.1 Codes of Conduct and Accountability (October 2022)

7.1.1 The Code of Conduct and Code of Accountability for Board Members of Health and Social Care bodies (October 2022), provides the basis on which Board members of HSC bodies should seek to fulfil the duties and responsibilities conferred upon them by DoH. The Codes of Conduct and Accountability (October 2022)

shall be made available to all Board members. Board members shall subscribe to it and shall be judged upon the manner in which it is observed.

The HSC Code of Conduct for HSC Employees (2016) incorporates the principles contained within the Code of Conduct for HPSS Managers 2013 and supercedes it. It is applicable to all HSC employees, including managers, and sets out the core standards of conduct expected by all HSC staff.

7.2 Declaration of Interests

7.2.1 Requirements for Declaring Interests and Applicability to Board Members

The Trust's policy on Standards of Business Conduct requires Trust Board Members to declare interests which are relevant and material to the HSC Trust of which they are a member. All existing Board members should declare such interests and any Board members appointed subsequently should do so on appointment. Any future relevant and material interests should also be declared immediately by the member upon acquisition.

7.2.2 Interests which are Relevant and Material

Interests which should be regarded as "relevant and material" are:

- (a) Directorships, including Non-Executive Directorships held in private companies or PLCs (with the exception of those of dormant companies);
- (b) Ownership or part-ownership of private companies, businesses or consultancies likely or possibly seeking to do business with the HSC;
- (c) Majority or controlling shareholdings in organisations likely or possibly seeking to do business with the Trust;

- (d) A position of authority in a charity or voluntary organisation in the field of health and social care;
- (e) Any connection with a voluntary or other organisation contracting for Trust services;
- (f) Research funding/grants that may be received by an individual or their department;
- (g) Interests in pooled funds that are under separate management.

Where any member of the Trust Board comes to know that the Trust has entered into or proposes to enter into a contract in which he/she or any person connected with him/her (as defined in Standing Order 7.3 below and elsewhere) has any pecuniary interest, direct or indirect, the Board member shall declare his/her interest by giving notice in writing of such fact to the Trust as soon as practicable.

7.2.3 Advice on Interests

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

Influence rather than the immediacy of the relationship is more important in assessing the relevance of an interest. The interests of partners in professional partnerships including general practitioners should also be considered.

7.2.4 Recording of Interests in Trust Board Minutes

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

Any changes in interests should be declared at the next Trust Board meeting following the change occurring and recorded in the minutes of that meeting. The Chief Executive will be responsible for ensuring that the Trust Register of Interests is duly updated. Where a conflict of

interest is established or perceived, the Board member shall withdraw and play no part in the relevant discussion unless the Chair deems that it is unnecessary for them to do so.

7.2.5 Publication of Declared Interests in Annual Report

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

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

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

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

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

7.3 Register of Interests

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

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

7.3.3 The Register will be posted on the Trust website www.nias.hscni.net on an annual basis.

7.4 Exclusion of Chair and Members in Proceedings on Account of Pecuniary Interest

7.4.1 Definition of Terms used in Interpreting ‘Pecuniary’ Interest

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

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

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

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

(d) **Exception to Pecuniary interests**

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

- (1) Neither he/she or any person connected with him/her has any beneficial interest in the securities of a company of which he/she or such person appears as a member, or
- (2) Any interest that he/she or any person connected with him/her may have in the contract is so remote or insignificant that it cannot reasonably be regarded as likely to influence him/her in relation to considering or voting on that contract, or
- (3) Those securities of any company in which he/she (or any person connected with him/her) has a beneficial interest, do not exceed £5,000 in nominal value or one per cent of the total issued share capital of the company or of the relevant class of such capital, whichever is the less.

Provided however, that where paragraph (3) above applies, the person shall nevertheless be obliged to disclose/declare their interest in accordance with Standing Order 7.2.2(b).

7.4.2 Exclusion in Proceedings of the Trust Board

- (a) Subject to the following provisions of this Standing Order, if the Chair or a member of the Trust Board has any pecuniary interest, direct or indirect, in any contract, proposed contract or other matter and is present at a meeting of the Trust Board at which the contract or other matter is the subject of consideration, they shall at the meeting and as soon as practicable after its commencement disclose the fact and shall not take part in the consideration or discussion of the contract or other matter or vote on any question with respect to it.
- (b) The Minister for Health may, subject to such conditions as he/she may think fit to impose, remove any disability imposed by this Standing Order in any case in which it appears to him/her in the interests of the HSC that the disability should be removed. (see Standing Order 7.4.3 on the 'Waiver' which has been approved by the Minister for Health).
- (c) The Trust Board may exclude the Chair or a member of the Board from a meeting of the Board while any contract, proposed contract or other matter in which he/she has a pecuniary interest is under consideration.
- (d) Any remuneration, compensation or allowance payable to the Chair or a Member by virtue of paragraph 9, Schedule 3 of the Health and Personal Social Services (Northern Ireland) Order 1991 shall not be treated as a pecuniary interest for the purpose of this Standing Order.
- (e) This Standing Order applies to a Committee or Sub-Committee and to a Joint Committee or Sub-Committee as it applies to the Trust and applies to a member of any such Committee or Sub-Committee (whether or not he/she is also a member of the Trust) as it applies to a member of the Trust.

7.4.3 Waiver of Standing Orders made by the Minister for Health

(a) Power of the Minister for Health to make Waivers

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

(b) Definition of 'Chair' for the Purpose of Interpreting this Waiver

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

- (1) At a meeting of the Trust, the Chair of that Trust;
- (2) At a meeting of a Committee:
 - (i) In a case where the member in question is the Chair of that Committee, the Chair of the Trust;
 - (ii) In the case of any other member, the Chair of that Committee.

(c) Application of Waiver

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

It will apply to:

- (1) A member of the Trust, who is a healthcare professional, within the meaning of regulation 5(5) of the Regulations, and who is providing or performing, or assisting in the provision or performance, of –
 - (i) Services under the Health and Personal Social Services (Northern Ireland) Order 1991; or
 - (ii) Services in connection with a pilot scheme under the Health and Personal Social Services (Northern Ireland) Order 1991;

For the benefit of persons for whom the Trust is responsible:

- (2) Where the ‘pecuniary interest’ of the member in the matter which is the subject of consideration at a meeting at which he is present:
 - (i) Arises by reason only of the member’s role as such a professional providing or performing, or assisting in the provision or performance of, those services to those persons;
 - (ii) Has been declared by the relevant Chair as an interest which cannot reasonably be regarded as an interest more substantial than that of the majority of other persons who:
 - (a) Are members of the same profession as the member in question,
 - (b) Are providing or performing, or assisting in the provision or performance of, such of those services as he provides or performs, or assists in the provision or performance of, for the benefit of persons for whom the Trust is responsible.

(d) Conditions which apply to the Waiver and the removal of having a pecuniary interest

The removal is subject to the following conditions:

- (1) The member must disclose his/her interest as soon as practicable after the commencement of the meeting and this must be recorded in the minutes;
- (2) The relevant Chair must consult the Chief Executive before making a declaration in relation to the member in question pursuant to paragraph 7.4.3(b)(2) above, except where that member is the Chief Executive;
- (3) In the case of a meeting of the Trust:
 - (i) The member may take part in the consideration or discussion of the matter which must be subjected to a vote and the outcome recorded;
 - (ii) May not vote on any question with respect to it.
- (4) In the case of a meeting of the Committee:
 - (i) The member may take part in the consideration or discussion of the matter which must be subjected to a vote and the outcome recorded;
 - (ii) May vote on any question with respect to it; but
 - (iii) The resolution which is subject to the vote must comprise a recommendation to, and be referred for approval by, the Trust Board.

7.5 Standards of Business Conduct

7.5.1 Trust Policy and National Guidance

All Trust staff and members of must comply with the Code of Conduct for HSC Employees (September 2016).

7.5.2 Interest of Officers in Contracts

- (a) Any officer or employee of the Trust who comes to know that the Trust has entered into or proposes to enter into a contract in which he/she or any person connected with him/her (as defined in Standing Order 7.4) has any pecuniary interest, direct or indirect, the Officer shall declare their interest by giving notice in writing of such fact to the Chief Executive as soon as practicable.
- (b) An Officer should also declare to the Chief Executive any other employment or business or other relationship of his/her, or of a cohabiting spouse, that conflicts, or might reasonably be predicted could conflict with the interests of the Trust.
- (c) The Trust will require interests, employment or relationships so declared to be entered in a Register of Interests of staff.

7.5.3 Canvassing of and Recommendations by Members in Relation to Appointments

- (a) Canvassing of members of the Trust or of any Committee of the Trust directly or indirectly for any appointment under the Trust shall disqualify the candidate for such appointment. The contents of this paragraph of the Standing Order shall be included in application forms or otherwise brought to the attention of candidates.
- (b) Members of the Trust shall not solicit for any person any appointment under the Trust or recommend any person for such appointment; but this paragraph of

this Standing Order shall not preclude a member from giving written testimonial of a candidate's ability, experience or character for submission to the Trust.

7.5.4 Relatives of Members or Officers

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

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

8.1 Custody of Seal

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

8.2 Sealing of Documents

8.2.1 Documents should only be sealed following a resolution by the Trust Board. In exceptional circumstances, a document shall be sealed in advance of a resolution by the Trust Board and retrospective resolution sought at the following Trust Board meeting. Where it is necessary that a document shall be sealed, the seal shall be affixed in the presence of the Chief Executive/or other Executive Director nominated by the Chief Executive, who is not from the originating department, along with one Non-Executive Director and shall be attested by them.

8.3 Register of Sealing

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

8.4 Signature of Documents

8.4.1 Where any document will be a necessary step in legal proceedings on behalf of the Trust, it shall, unless any enactment otherwise requires or authorises, be signed by the Chief Executive or any Executive Director.

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

SECTION C - SCHEDULE OF POWERS RESERVED TO THE BOARD

The 'Schedule of Powers reserved to the Board' is sub-divided to correspond with the seven key functions of the Board for which it is held accountable by the Department of Health on behalf of the Minister.

These are:-

1. To establish the overall strategic direction of the organisation within the policy and resources framework determined by the Department/Minister;
2. To oversee the delivery of planned results by monitoring performance against objectives and ensuring corrective action is taken when necessary;
3. To ensure effective financial stewardship through value for money, financial control and financial planning and strategy;
4. To ensure that high standards of corporate governance and personal behaviour are maintained in the conduct of the business of the whole organisation;
5. To appoint, appraise and remunerate senior executives;
6. To ensure effective dialogue between the organisation and the local community on its plans and performance and that these are responsive to the community's needs;
7. To ensure that the Trust has robust and effective arrangements in place for clinical and social care governance and risk management.

These matters are to be regarded as a guideline to the minimum requirement and shall not be interpreted as to exclude any other issues which it might be appropriate, because of their exceptional nature, to bring to the Board. The Chair, in consultation with the Chief Executive shall determine whether other issues outwith the following schedules of reserved powers shall be brought to the Board for consideration.

SECTION C - SCHEME OF RESERVATION AND DELEGATION

1.1 DECISIONS RESERVED TO THE BOARD

DELEGATED TO	AUTHORITIES / DUTIES DELEGATED
Trust Board	General Enabling Provision The Board may determine any matter, for which it has delegated or statutory authority, in full session within its statutory powers.
Trust Board	Regulations and Control <ol style="list-style-type: none">1. Approve Standing Orders (SOs), a Schedule of Matters Reserved to the Board and Standing Financial Instructions for the regulation of its proceedings and business.2. Suspend Standing Orders.3. Vary or amend the Standing Orders.4. Ratify any urgent decisions taken by the Chair and Chief Executive in public session in accordance with Standing Order 5.25. Approve a Scheme of Delegation of powers from the Board to Committees and Officers.6. Require and receive the Declaration of Board members' interests that may conflict with those of the Trust and determine the extent to which that member may remain involved with the matter under consideration.

DELEGATED TO	AUTHORITIES / DUTIES DELEGATED
	<ol style="list-style-type: none"> 7. Require and receive the Declaration of Officers' interests that may conflict with those of the Trust. 8. Approve arrangements for dealing with complaints. 9. Adopt the organisation structures, processes and procedures to facilitate the discharge of business by the Trust and to agree modifications thereto. 10. Receive reports from Committees including those that the Trust is required by the Minister for Health, or other regulation to establish and to take appropriate action on. 11. Consider the recommendations of the Trust's Committees where the Committees do not have executive powers. 12. Approve arrangements relating to the discharge of the Trust's responsibilities as a corporate Trustee for funds held on trust. 13. Establish Terms of Reference and reporting arrangements of all Committees and Sub-Committees that are established by the Board. 14. Approve arrangements relating to the discharge of the Trust's responsibilities as an appointee for patients' and clients' property. 15. Authorise use of the seal. 16. Ratify or otherwise instances of failure to comply with Standing Orders brought to the Chief Executive's attention in accordance with Standing Order 5.6. 17. Initiate disciplinary procedures for members of the Board or employees who are in breach of statutory requirements or Standing Orders.

DELEGATED TO	AUTHORITIES / DUTIES DELEGATED
Trust Board	<p data-bbox="493 368 945 403">Appointments / Dismissal</p> <ol data-bbox="493 456 2038 922" style="list-style-type: none"> <li data-bbox="493 456 1147 491">1. Appoint the Vice Chair of the Board. <li data-bbox="493 496 2038 576">2. Appoint and dismiss Committees (and individual members) that are directly accountable to the Board. <li data-bbox="493 580 2038 660">3. Appoint, appraise, discipline and dismiss Executive Directors (subject to Standing Order 2.2). <li data-bbox="493 665 2038 745">4. Confirm appointment of members of any Committee of the Trust as representatives on outside bodies. <li data-bbox="493 750 2038 829">5. Appoint, appraise, discipline and dismiss the Secretary (if the appointment of a Secretary is required under Standing Orders). <li data-bbox="493 834 2038 914">6. Approve proposals of the Remuneration Committee regarding Executive Directors and the Chief Executive.
Trust Board	<p data-bbox="493 975 997 1010">Strategy, Plans and Budgets</p> <ol data-bbox="493 1062 2038 1310" style="list-style-type: none"> <li data-bbox="493 1062 1897 1098">1. Define the strategic aims and objectives of the Trust, and approve strategic plans. <li data-bbox="493 1102 2038 1222">2. Approve proposals for ensuring quality and developing clinical and social care governance in services provided by the Trust, having regard to any guidance issued by the Minister for Health. <li data-bbox="493 1227 1733 1262">3. Approve the Trust's policies and procedures for the management of risk <li data-bbox="493 1267 1646 1302">4. Approve Outline and Final Business Cases for Capital Investment.

DELEGATED TO	AUTHORITIES / DUTIES DELEGATED
	<ol style="list-style-type: none"> 5. Approve budgets on an annual basis. 6. Approve the Trust's proposed organisational development proposals. 7. Ratify proposals for acquisition, disposal or change of use of land and/or buildings. 8. Approve PFI proposals. 9. Approve the opening of bank accounts and Trust banking arrangements. 10. Approve proposals on individual contracts (other than HSC contracts) of a capital or revenue nature in accordance with the Scheme of Delegation. 11. Approve proposals in individual cases for the write off of losses or making of special payments in accordance with the Scheme of Delegation. 12. Approve individual compensation payments in accordance with the Scheme of Delegation. 13. Approve proposals for action on litigation against or on behalf of the Trust in accordance with the Scheme of Delegation.
Trust Board/ Committee	<p>Policy Determination</p> <p>All policies, including any updates, will be approved at Committee level and brought to the attention of Trust Board through the regular updates brought forward by the Committee Chairs. Procedures related to policies deemed relevant by a Director will also, where necessary, be presented with its associated policy. These procedures will have previously been considered by the Senior Management Team.</p>

DELEGATED TO	AUTHORITIES / DUTIES DELEGATED
	<p>In addition, Trust Board will, once per year, be presented with a register detailing the policies, and including such information as review dates and monitoring information, including scrutiny at Committee level. In exceptional circumstances, the Committee Chair or the Trust's Senior Management Team may take a view that the significance of the policy and its impact on the organisation is such that it merits direct consideration by the Trust Board. The Chief Executive will agree this in consultation with the Chair. There may also be regional policies which the Trust Board is required to adopt and these will be considered at Trust Board.</p>
Trust Board	<p>Audit</p> <ol style="list-style-type: none"> 1. Receipt of the annual Report to Those Charged With Governance from the external auditor and agreement of proposed action, taking account of the advice, where appropriate, of the Audit and Risk Assurance Committee. 2. Receipt of an annual report from the Internal Auditor and agree action on recommendations where appropriate of the Audit and Risk Assurance Committee.
Trust Board	<p>Annual Reports and Accounts</p> <ol style="list-style-type: none"> 1. Receive and approve the Trust's Annual Report and Accounts. 2. Receive and approve the Accounts for Charitable Trust Funds.

DELEGATED TO	AUTHORITIES / DUTIES DELEGATED
Trust Board	<p>Monitoring</p> <ol style="list-style-type: none"> 1. Receipt of such reports as are required by statute or DoH regulation and other such reports as the Board sees fit from Committees in respect of their exercise of powers delegated. 2. Continuous appraisal of the affairs of the Trust by means of the provision to the Board as the Board may require from Directors, Committees, and Officers of the Trust as set out in management policy statements. All monitoring returns required by the DoH shall be reported, at least in summary, to the Board. 3. Receive reports on financial performance against budget and Trust Delivery Plan, including progress in meeting specific strategic, HSCB and DoH objectives and targets.
Trust Board	Approve procedure for declaration of hospitality and sponsorship.
Trust Board	Ensure proper and widely publicised procedures for voicing complaints, concerns about misadministration, breaches of Code of Conduct, and other ethical concerns.
Trust Board	Board members share corporate responsibility for all decisions of the Board.

Trust Board	<p>The Board has seven key functions for which it is held accountable by the DoH on behalf of the Minister for Health:</p> <ol style="list-style-type: none">1. To establish the overall strategic direction of the organisation within the policy and resources framework determined by the Department/Minister;2. To oversee the delivery of planned results by monitoring performance against objectives and ensuring corrective action is taken when necessary;3. To ensure effective financial stewardship through value for money, financial control and financial planning and strategy;4. To ensure that high standards of corporate governance and personal behaviour are maintained in the conduct of the business of the whole organisation;5. To appoint, appraise and remunerate senior executives;6. To ensure effective dialogue between the organisation and the local community on its plans and performance and that these are responsive to the community's needs;7. To ensure that the Trust has robust and effective arrangements in place for clinical and social care governance and risk management.
--------------------	--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

Trust Board	<p>It is the Board's duty to:</p> <ol style="list-style-type: none">1. act within statutory financial and other constraints;2. be clear what decisions and information are appropriate to the Board and draw up Standing Orders, a Schedule of Decisions Reserved to the Board and Standing Financial Instructions to reflect these, ensure that management arrangements are in place to enable responsibility to be clearly delegated to Senior Executives for the main programmes of action and for performance against programmes to be monitored and Senior Executives held to account;3. establish performance and quality measures that maintain the effective use of resources and provide value for money;4. specify its requirements in organising and presenting financial and other information succinctly and efficiently to ensure the Board can fully undertake its responsibilities;5. establish Audit and Risk Assurance, People, Safety 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.
--------------------	-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

**1.2 SCHEME OF DELEGATION DERIVED FROM THE CODES OF CONDUCT AND ACCOUNTABILITY
(OCTOBER 2022)**

DELEGATED TO:	AUTHORITIES / DUTIES DELEGATED:
Trust Board	HSC Trust Boards must comply with legislation and guidance issued by the DoH on behalf of the Minister for Health, respect agreements entered into by themselves or on their behalf and establish terms and conditions of service that are fair to the staff and represent good value for taxpayers' money.
All Board Members	Subscribe to Codes of Conduct and Accountability (October 2022).
Chair and Non-Executive Members	Chair and Non-Executive members are responsible for monitoring the executive management of the organisation and are responsible to the Minister for Health for the discharge of those responsibilities.
Chair	<p>It is the Chair's role to:</p> <ol style="list-style-type: none"> 1. provide leadership to the Board; 2. enable all Board members to make a full contribution to the Board's affairs and ensure that the Board acts as a team; 3. ensure that key and appropriate issues are discussed by the Board in a timely manner, 4. ensure the Board has adequate support and is provided efficiently with all the necessary data on which to base informed decisions;

	<p>5. lead Non-Executive Board members through a formally-appointed Remuneration & Terms of Service Committee of the main Board on the appointment, appraisal and remuneration of the Chief Executive and (with the latter) other Senior Executives;</p> <p>6. appoint Non-Executive Board members to all Sub-Committees of the main Board;</p> <p>7. advise the Minister for Health on the performance of Non-Executive Board members.</p>
<p>Chief Executive</p>	<p>The Chief Executive is accountable to the Chair and Non-Executive members of the Board for ensuring that its decisions are implemented, that the organisation works effectively, in accordance with Government policy and public service values and for the maintenance of proper financial stewardship.</p> <p>The Chief Executive should be allowed full scope, within clearly defined delegated powers, for action in fulfilling the decisions of the Board.</p> <p>The other duties of the Chief Executive as Accounting Officer are laid out in the Accounting Officer Memorandum.</p>

1.3 DECISIONS/DUTIES DELEGATED BY THE BOARD TO COMMITTEES

DELEGATED TO:	AUTHORITIES / DUTIES DELEGATED:
Non-Executive Directors	Non-Executive Directors are appointed by the Minister for Health following a recruitment process overseen by the DoH Public Appointments Unit to bring independent judgement to bear on issues of strategy, performance, key appointments and accountability through the DoH to the Minister and to the local community.
Chair and Directors	Declaration of potential conflict of interests.
Audit and Risk Assurance Committee	<p>The Committee shall contribute to the establishment, review and maintenance of an effective system of integrated governance, risk management and internal control, across the whole of the organisation's activities (both clinical and non-clinical) that supports the achievement of the organisation's objectives. The Committee will:</p> <ol style="list-style-type: none"> 1. Review the adequacy of all risk and control related disclosure statements (in particular the Governance Statement), together with any accompanying Head of Internal Audit statement, external audit opinion or other appropriate independent assurances, prior to endorsement by the Board. 2. Review the adequacy of the underlying assurance processes that indicate the degree of the achievement of corporate objectives, the effectiveness of the management of principal risks and the appropriateness of the above disclosure statements.

DELEGATED TO:	AUTHORITIES / DUTIES DELEGATED:
	<ol style="list-style-type: none"> 3. Review the adequacy of the policies for ensuring compliance with relevant regularity, legal and code of conduct requirements, including the Trust's Standing Orders and Standing Financial Instructions. 4. Review the adequacy of the policies and procedures for all work related to fraud and corruption. 5. Review the Schedule of Losses and Special Payments and will make recommendations to the Board. 6. Review the effectiveness and findings of the internal and external audit services, considering the implications of, and managements responses to their work. 7. Review the findings of other significant assurance functions, both internal and external to the organisation, and consider the implications for the governance of the organisation. 8. Review the Trust's Annual Report and the Financial Statements before submission to the Board, focusing particularly on: <ul style="list-style-type: none"> • The wording in the 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 • Significant adjustments resulting from the audit 9. 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. 10. Consider and approve relevant policies.

DELEGATED TO:	AUTHORITIES / DUTIES DELEGATED:
Remuneration and Terms of Service Committee	<p>The Committee will:</p> <ol style="list-style-type: none"> 1. Advise the Board about appropriate remuneration and terms of service for the Chief Executive and Senior Executives. 2. All aspects of salary (including any performance-related elements/bonuses); 3. Provisions for other benefits, including pensions and cars; 4. Arrangements for termination of employment and other contractual terms; 5. Make recommendations to the Board on the remuneration and terms of service of the Chief Executive and Senior Executives to ensure they are fairly rewarded for their individual contribution to the Trust - having proper regard to the Trust's circumstances and performance and to the provisions of any national arrangements for such staff; 6. Proper calculation and scrutiny of termination payments taking account of such national guidance as is appropriate advise on and oversee appropriate contractual arrangements for such staff; 7. Determine the necessary arrangements for remuneration of Senior Executives, taking account of DoH guidance. 8. Consider and approve relevant policies.

DELEGATED TO:	AUTHORITIES/DUTIES DELEGATED:
Safety, Quality, Patient Experience and Performance Committee	The Committee will be responsible for assuring the NIAS Board that effective and regularly reviewed arrangements are in place to support the implementation, maintenance and development of Governance (clinical and non-clinical) and risk management and that such matters are properly considered and communicated to the Board. The Committee will also consider and approve relevant policies.
People, Finance and Organisational Development Committee	The Committee will be responsible for assuring the NIAS Board that effective and regularly reviewed arrangements are in place to support Human Resources, Finance and Organisational Development functions within the Trust. The Committee will also consider and approve relevant policies.
Trust Board	HSC Trust Boards must comply with legislation and guidance issued by the DoH on behalf of the Minister for Health, respect agreements entered into by themselves or on their behalf and establish terms and conditions of service that are fair to the staff and represent good value for taxpayers' money.

1.4 SCHEME OF DELEGATION DERIVED FROM THE ACCOUNTING OFFICER MEMORANDUM

DELEGATED TO:	AUTHORITIES / DUTIES DELEGATED:
Chief Executive	Accountable through HSC Accounting Officer to Parliament/NI Assembly for stewardship of Trust resources.
Chief Executive	<p>Ensure the accounts of the Trust are prepared under principles and in a format directed by the DoH. Accounts must disclose a true and fair view of the Trust's income and expenditure and its state of affairs.</p> <p>Sign the accounts on behalf of the Trust Board.</p>
Chief Executive	<p>Sign a statement in the accounts outlining responsibilities as the Accounting Officer.</p> <p>Sign a statement in the accounts outlining responsibilities in respect of Internal Control.</p>
Chief Executive	<p>Ensure effective management systems that safeguard public funds and assist the Trust Chair to implement requirements of corporate governance including ensuring managers:</p> <ul style="list-style-type: none"> • “have a clear view of their objectives and the means to assess achievements in relation to those objectives • be assigned well defined responsibilities for making best use of resources having the information, training and access to the expert advice they need to exercise their responsibilities effectively.”

Chief Executive	Implement requirements of corporate governance.
Director of Finance	<p>Achieve value for money from the resources available to the Trust and avoid waste and extravagance in the organisation's activities.</p> <p>Follow through the implementation of any recommendations affecting good practice as set out on reports from the Northern Ireland Audit Office (NIAO).</p>
Director of Finance	Operational responsibility for effective and sound financial management and information.

DELEGATED TO:	AUTHORITIES / DUTIES DELEGATED:
Chief Executive	Primary duty to ensure that Director of Finance discharges the function of providing effective and sound financial management and information.
Chief Executive	Ensuring that expenditure by the Trust complies with Parliamentary/NI Assembly requirements.
Chief Executive	Chief Executive, supported by Director of Finance, to ensure appropriate advice is given to the Board on all matters of probity, regularity, prudent and economical administration, efficiency and effectiveness.
Chief Executive	If the Chief Executive considers that the Board or Chair is doing something that might infringe probity or regularity, he/she should set this out in writing to the Chair and the Board. If the matter is unresolved, he/she should ask the Audit and Risk Assurance Committee to enquire and if necessary the DoH.
Chief Executive	If the Board is contemplating a course of action that raises an issue not of formal propriety or regularity but affects the Chief Executive's responsibility for value for money, the Chief Executive should draw the relevant factors to the attention of the Board. If the outcome is that he/she are overruled, it is normally sufficient to ensure that his/her advice and the overruling of it are clearly apparent from the papers. Exceptionally, the Chief Executive should inform the DoH. In such cases, the Chief Executive should, as a member of the Board, vote against the course of action rather than merely abstain from voting.

1.5 SCHEME OF DELEGATION FROM STANDING ORDERS

DELEGATED TO	AUTHORITIES / DUTIES DELEGATED:
Chair	Final authority in interpretation of Standing Orders.
Trust Board	Appointment of Member acting as Chair
Chair	Call meetings.
Chair	Chair all Board meetings and associated responsibilities.
Chair	Give final ruling in questions of order, relevancy and regularity of meetings.
Chair	Having a second or casting vote
Chair	Suspension of Standing Orders
Audit and Risk Assurance Committee	Audit and Risk Assurance Committee to review every decision to suspend Standing Orders (power to suspend Standing Orders is reserved to the Board)
Trust Board	Variation or amendment of Standing Orders
Trust Board	Formal delegation of powers to Sub-Committees or Joint Committees and approval of their constitution and terms of reference. (Constitution and terms of reference of Sub Committees may be approved by the Chief Executive.)

DELEGATED TO	AUTHORITIES / DUTIES DELEGATED:
Chair & Chief Executive	The powers which the Board has retained to itself within these Standing Orders may in emergency be exercised by the Chair and Chief Executive after having consulted at least two Non-Executive members.
Chief Executive	The Chief Executive shall prepare a Scheme of Delegation identifying his/her proposals that shall be considered and approved by the Board, subject to any amendment agreed during the discussion.
Trust Board	Disclosure of non-compliance with Standing Orders to the Chief Executive as soon as possible.
Trust Board & Officers	Declare relevant and material interests.
Director of Finance	Maintain Register(s) of Interests.
All	Comply with the guidance contained in the Trust's Policy on Standards of Business Conduct for HSC Staff.
All	Disclose relationships between self and candidates for staff appointment. (Chief Executive to report the disclosure to the Board.)
Director of Finance	Keep seal in safe place and maintain a register of sealing.

DELEGATED TO	AUTHORITIES / DUTIES DELEGATED:
Chief Executive	Approve and sign all documents which will be necessary in legal proceedings.

Audit and Risk Assurance Committee

Title:	Audit and Risk Assurance Committee Terms of Reference		
Author(s):	Paul Nicholson, Andrew Phillips		
Ownership:	Committee Chair		
Date of Committee Approval:	7 October 2021	Date of Trust Board Approval:	21 October 2021
Operational Date:	21 October 2021	Review Date:	October 2023
Version No:	V1.0	Supersedes:	Version approved in October 2019
Key Words:			
Links to Other Policies / Procedures:			

Version Control:			
Date:	Version:	Author:	Comments:
21/10/21	V1.0	C Mooney	
9/2/23	V1.0	C Mooney	

Audit and Risk Assurance Committee

TERMS OF REFERENCE

CONTENTS

	Page
1. CONSTITUTION	73
2. MEMBERSHIP OF THE COMMITTEE	73
3. ATTENDANCE	74
4. FREQUENCY OF MEETINGS	74
5. AUTHORITY	75
6. DUTIES	75
7. REPORTING	79
8. REVIEW	79
9. OTHER MATTERS	79

1. CONSTITUTION

- 1.1 The Trust Board (The Board) hereby resolves to establish a Committee of the Board to be known as the Audit and Risk Assurance Committee (The Committee).
- 1.2 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 or as may be delegated by the Board on an ad hoc basis.
- 1.3 All procedural matters in respect of the conduct of the meetings of the Committee shall be in accordance with the Trust's Standing Orders.
- 1.4 The Committee will regularly review and reflect on best practice and adopt new learning as part of a commitment to continuous improvement.

2. MEMBERSHIP OF THE COMMITTEE

- 2.1 Trust Non-Executive Directors that are to be included as members of this Committee will be nominated by the Trust Board Chair and the Committee shall consist of not less than three members.
- 2.2 One of the members of the Committee will be appointed Chair of the Committee by the Chair of the Trust Board.
- 2.3 The Chair of the Trust Board shall not be a member of the Committee.
- 2.4 None of these members should be members of the Remuneration Committee.
- 2.5 One member of the Committee shall be the Chair of the Safety, Quality, Patient Experience and Performance Committee.
- 2.6 In the absence of the Committee Chair, another Non-Executive Member may be temporarily appointed to that role by agreement of the Non-Executive Directors.

- 2.7 One member of the Committee must have significant, recent and relevant financial experience.
- 2.8 A quorum shall be two non-Executive members including the Committee Chair.

3. ATTENDANCE

- 3.1 The Director of Finance, Director of Planning, Performance and Corporate Services and appropriate Internal and External Audit representatives shall normally attend meetings. However, at least once a year, the Committee should meet privately with the External and Internal Auditors.
- 3.2 The Chief Executive, Executive Directors and other Officers of the Trust may be invited to attend, particularly when the Committee is discussing areas of risk or operation that are the responsibility of that Director or Officer. The Trust Board Chair may attend by invitation as an observer.
- 3.3 The Chief Executive should be invited to attend at least twice annually, to discuss with the Committee the process for assurance that supports the Mid-Year Assurance Statement and the Governance Statement.
- 3.4 A representative from the Sponsor Department (Department of Health) will be invited and may attend meetings of the Committee as an observer.
- 3.5 The Board Secretary shall attend to take minutes of the meeting and provide appropriate support to the Chair and Committee members.

4. FREQUENCY OF MEETINGS

- 4.1 Meetings shall be held not less than three times a year and, where necessary, can be conducted remotely using such as teleconference/video conferencing.
- 4.2 The Chair of the Committee may convene additional meetings as is deemed necessary.

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

5. AUTHORITY

5.1 The Audit and Risk Assurance Committee's primary role is to independently contribute to the Board's overall process for ensuring that an effective internal financial control system is maintained.

5.2 The Board will always retain responsibility for such control and will act after taking account of the recommendations and assurances of the Committee. The Committee, therefore, does not have the executive authority of the Board, but does have sufficient membership, authority and resources to perform its role independently and effectively.

5.3 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.

5.4 The Committee is authorised by the Board to obtain external legal, clinical or other independent professional advice and to secure the attendance of individuals with relevant experience and expertise if it considers this necessary.

6. DUTIES

The duties of the Committee can be categorised as follows:

Governance, Risk Management and Internal Control

6.1 The Committee shall contribute to the establishment, review and maintenance of an effective system of integrated governance, risk management and internal control, across the whole of the organisation's activities (both clinical and non-clinical) that supports the achievement of the organisation's objectives.

6.2 In particular the Committee will review:

- The adequacy of all risk and control related disclosure statements (in particular the Mid-Year Assurance Statement and the Governance Statement), together with any accompanying Head of Internal Audit statement, external audit opinion or other appropriate independent assurances, prior to endorsement by the Board;
- The adequacy of the underlying assurance processes that indicate the degree of the achievement of corporate objectives, the effectiveness of the management of principal risks and the appropriateness of the above disclosure statements;
- The adequacy of the policies for ensuring compliance with relevant regularity, legal and code of conduct requirements, including the Trust's Standing Orders and Standing Financial Instructions;
- The adequacy of the policies and procedures for all work related to fraud and corruption as required by the Department of Health (DoH) and the Business Services Organisation's (BSO) Counter Fraud and Probity Service (CFPS);
- The annual schedule of losses and compensation payments;
- The register of Direct Award Contracts;
- Health and Safety;
- Information Governance, Performance and Compliance – UK GDPR;
- NIAS ICT Performance and Cyber Security;
- Procurement and Logistics including NIAS Stores operation.

6.3 In carrying out its work, the Committee will primarily utilise the work of Internal Audit, External Audit, and other assurance functions where appropriate, but will not be limited to these functions.

6.4 The Committee will also seek reports and assurances from other Trust Committees through their respective Chairs, Directors and managers as appropriate, concentrating on the overarching systems of integrated governance, risk management and internal control, together with indicators of their effectiveness.

- 6.5 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.

Internal Audit

- 6.6 The Committee shall seek to ensure that there is an effective internal audit function established by management that meets the Public Sector Internal Audit Standards and provides appropriate independent assurance to the Audit and Risk Assurance Committee, Chief Executive and Board. This will be achieved by:
- Consideration of the provision of the Internal Audit service, the cost of the audit and any questions of resignation and dismissal;
 - Review and approval of the Internal Audit strategy, operational plan and more detailed programme of work, ensuring that this is consistent with the audit needs of the organisation as identified in the Assurance Framework;
 - Consideration of the Head of Internal Audit's annual report, major findings of internal audit work (and management's response), and ensure co-ordination between the Internal and External Auditors to optimise audit resources;
 - Ensuring that the Internal Audit function is adequately resourced and has appropriate standing within the organisation;
 - Annual review of the effectiveness of internal audit.

External Audit

- 6.7 The Committee shall review the work and findings of the External Auditor appointed by the Northern Ireland Audit Office and consider the implications of, and management's responses to, their work. This will be achieved by:
- Consideration of the performance of the External Auditor;
 - 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 Strategy;
 - Discussion with the External Auditors of their local evaluation of audit risks and assessment of the Trust;
 - Review of all External Audit reports, including consideration of the annual Report to Those Charged with Governance before submission to the Board and any work carried out

outside the Annual Audit Strategy, together with the appropriateness of management responses.

Other Assurance Functions

- 6.8 The Committee shall review the findings of other significant assurance functions, both internal and external to the organisation, and consider the implications for the governance of the organisation.
- 6.9 These may include, but will not be limited to, any reports issued by the Comptroller and Auditor General or Public Accounts Committee, reviews by DoH commissioned bodies, the Regulation and Quality Improvement Authority (RQIA) or professional and regulatory bodies with responsibility for the performance of staff or functions (e.g. Joint Royal Colleges Ambulance Liaison Committee (JRCALC), Health Care Professions Council (HCPC), Royal Colleges, accreditation bodies, etc.).

Financial Reporting

- 6.10 The Committee shall review the Trust's Annual Report and Accounts as well as the Charitable Trust Funds Annual Report and Accounts before submission to the Board, focusing particularly on:
- The wording in the 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;
 - Significant adjustments resulting from the audit;
 - The Committee should also ensure that the systems for financial reporting to the Board, including those of budgetary control, are subject to review as to the completeness and accuracy of the information provided to the Board.
 - Banking and Treasury Management including Charitable Trust Funds

Value for Money

- 6.11 The Committee shall oversee the adequacy of the Trust's arrangements for ensuring that Value for Money (VFM) is obtained in the expenditure of all public funds entrusted to its care. This will include a review of the findings from, and management's response to, all value for money audit reports issued to the Trust as part of the regional VFM programme sponsored by DoH.
- 6.12 Consider and approve relevant policies.

7. REPORTING

- 7.1 The minutes of Committee meetings shall be formally recorded and submitted to the Board following approval by the Committee. After each meeting, the Chair of the Committee shall make a written report to the next Trust Board meeting. At any point, the Chair shall draw to the attention of the Board any issues that require disclosure to the full Board or require executive action.
- 7.2 The Committee will report to the Board annually on its work in support of the Governance Statement, specifically commenting on the fitness for purpose of the Assurance Framework, the completeness and embeddedness of risk management in the organisation, the integration of governance arrangements and the appropriateness of the self-assessment against quality and assurance standards.
- 7.3 The Chair shall liaise with the Chairs of other Committees on any issues or matter which may be relevant to their areas of responsibility.

8. REVIEW

- 8.1 The Terms of Reference should be reviewed annually.

9. OTHER MATTERS

- 9.1 The Agenda will be sent to members at least five working days before the meeting and supporting papers, wherever

possible, shall accompany the agenda, but will be dispatched no later than three working days before the meeting, save in an emergency.

- 9.2 An explanatory cover note will be provided for each agenda item.

People, Finance and Organisational Development Committee

Title:	People, Finance and Organisational Development Committee Terms of Reference		
Author(s):	Paul Nicholson, Michelle Lemon		
Ownership:	PFOD Chairs		
Date of Committee Approval:	2 December 2020	Date of Trust Board Approval:	21 October 2021
Operational Date:	21 October 2021	Review Date:	October 2023
Version No:	V2.0	Supersedes:	V1.0
Key Words:			
Links to Other Policies / Procedures:			

Version Control:			
Date:	Version:	Author:	Comments:
21/10/21	V2.0	C Mooney	
9/2/23	V2.0	C Mooney	

**People, Finance and Organisational
Development Committee**

TERMS OF REFERENCE

CONTENTS

	Page
1. CONSTITUTION	84
2. MEMBERSHIP OF THE COMMITTEE	84
3. ATTENDANCE	85
4. FREQUENCY OF MEETINGS	85
5. AUTHORITY	85
6. DUTIES	86
7. REPORTING	87
8. REVIEW	88
9. OTHER MATTERS	88

1 CONSTITUTION

- 1.1 The Trust Board (The Board) hereby resolves to establish a Committee of the Board to be known as the People, Finance & Organisational Development Committee (The Committee).
- 1.2 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 or as may be delegated by the Board on an ad hoc basis.
- 1.3 All procedural matters in respect of conduct of meetings of the Committee shall be in accordance with the Trust's Standing Orders.
- 1.4 The Committee will regularly review and reflect on best practice and adopt new learning as part of a commitment to continuous improvement.

2 MEMBERSHIP OF THE COMMITTEE

- 2.1 Trust Non-Executive Directors that are to be included as members of this Committee will be nominated by the Trust Board Chair.
- 2.2 Two Non-Executive Members of the Committee will be appointed as Co-Chairs of the Committee by the Trust Board Chair. One Co-Chair shall have responsibility for all matters relating to People and Organisational Development and one Co-Chair shall have responsibility for all matters relating to Finance.
- 2.3 In the absence of the Committee Co-Chairs, another Non-Executive Member may be temporarily appointed to that role by agreement of the Non-Executive Directors.
- 2.5 A quorum shall be two Non-Executive members.

3 ATTENDANCE AT MEETINGS

- 3.1 The Director of Human Resources and the Director of Finance shall normally attend meetings.
- 3.2 The Chief Executive, all Directors, Assistant Directors and senior managers with responsibility for workforce and finance related functions will be invited to attend as appropriate.
- 3.3 The Board Secretary shall attend to the minutes of the meeting and provide appropriate support to the Committee Co-Chairs and Committee members.

4 FREQUENCY OF MEETINGS

- 4.1 Meetings shall be held not less than three times a year, and where necessary can be conducted remotely using such as teleconference/video conferencing.

5 AUTHORITY

- 5.1 The Committee will be responsible for assuring the NIAS Board that effective and regularly reviewed arrangements are in place to support Human Resources, Finance and Organisational Development functions within the Trust.
- 5.2 The Board will always retain responsibility for such control and will act after taking account of the recommendations and assurances of the Committee. The Committee, therefore, does not have the executive authority of the Board, but does have sufficient membership, authority and resources to perform its role independently and effectively.
- 5.3 The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.
- 5.4 The Committee is authorised by the Board to obtain external legal, clinical or other independent professional advice and to secure the attendance of individuals with relevant experience and expertise if it considers this necessary.

6 DUTIES

The duties of the Committee can be categorised as follows:

6.1 Provide assurance to Trust Board in relation to all strategic issues relating to Human Resources, workforce and organisational development to deliver the Trust's Strategy, Plans and standards as determined by Trust Board.

These include those related to:

- Health and Wellbeing
- Learning and Development
- Employment Law
- Workforce Planning
- Recruitment and Retention
- Equality and Diversity
- Whistleblowing
- Pay and Conditions
- Culture

This list is not exhaustive and focus will evolve as the work of the Committee develops.

6.2 Provide assurance on the quality and effectiveness of targeted plans to support the organisation in delivering a positive patient centred culture, embedding the values and behaviours that the Trust aspires to demonstrate, including collective and compassionate leadership.

6.3 Provide assurance on the development and implementation of the Workforce Planning, Estates and Fleet strategies.

6.4 Ensure consideration of an evidence-based approach to workforce and organisational development work streams to include quantitative and qualitative information.

6.5 To independently contribute to the Board's overall process for ensuring that the Trust Board delivers its statutory responsibility to break even. This includes:

- To review in detail the financial strategy, so as to be able to confirm to the Trust Board the basis of acceptance.
- To review the financial monitoring information in sufficient detail to advise the Trust Board, with confidence, concerning the financial performance of the Trust.
- To keep Directors up-to-date regarding the financial outlook for the Trust, and to review the key financial assumptions used in estimating the projected position.
- To review achievement of cost improvements and income generation activities in line with the Trust Delivery Plan.
- To receive regular updates on actions taken by the Director of Finance to ensure the provision of effective and sound financial management and information.
- To ensure the Director of Finance provides assurance that adequate training is delivered on an on-going basis to budget holders to enable them to manage their responsibilities.
- To assist and recommend training for SMT and Board, as appropriate.

6.6 Consider and approve relevant policies.

7 REPORTING

7.1 The Minutes of Committee meetings shall be formally recorded and submitted to the Board following approval by the Committee. After each meeting, the relevant Co-Chair of the Committee shall make a written report to the next Trust Board meeting. At any point, the Co-Chair shall draw to the attention of the Board any issues that require disclosure to the full Board or require executive action.

7.2 The Committee will report to the Board annually on its work in support of the Governance Statement, specifically commenting on the fitness for purpose of the Assurance Framework, the completeness and embeddedness of risk management in the organisation, the integration of governance arrangements and the appropriateness of the self-assessment against quality and assurance standards.

7.3 The Co-Chairs shall liaise with the Chairs of other Committees on any issues or matter which may be relevant to their areas of responsibility.

8 REVIEW

8.1 The Terms of Reference should be reviewed annually.

9 OTHER MATTERS

9.1 The agenda will be sent to members at least five working days before the meeting and supporting papers, wherever possible, shall accompany the agenda, but will be dispatched no later than three working days before the meeting, save in an emergency.

9.2 An explanatory cover note will be provided for each agenda item.

Remuneration and Terms of Service Committee

Title:	Remuneration and Terms of Service Committee Terms of Reference		
Author(s):	C Mooney		
Ownership:	Trust Chair		
Date of Committee Approval:		Date of Trust Board Approval:	21 October 2021
Operational Date:	June 2018	Review Date:	October 2023
Version No:	V2.0	Supersedes:	V1.0
Key Words:			
Links to Other Policies / Procedures:			

Version Control:			
Date:	Version:	Author:	Comments:
21/10/21	V2.0	C Mooney	
9/2/23	V2.0	C Mooney	

**Remuneration and Terms of Service
Committee**

TERMS OF REFERENCE

CONTENTS

	Page
1. CONSTITUTION	92
2. MEMBERSHIP OF THE COMMITTEE	92
3. ATTENDANCE	93
4. FREQUENCY OF MEETINGS	93
5. AUTHORITY	93
6. DUTIES	94
7. REPORTING	95
8. REVIEW	95
9. OTHER MATTERS	95

1 CONSTITUTION

- 1.1 The Trust Board (The Board) hereby resolves to establish a Committee of the Board to be known as the Remuneration and Terms of Service Committee (The Committee)
- 1.2 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 or as may be delegated by the Board on an ad hoc basis.
- 1.3 All procedural matters in respect of the conduct of the meetings of the Committee shall be in accordance with the Trust's Standing Orders.
- 1.4 The Committee will regularly review and reflect on best practice and adopt new learning as part of a commitment to continuous improvement.

2 MEMBERSHIP OF THE COMMITTEE

- 2.1 Trust Non-Executive Directors that are to be included as members of this Committee will be nominated by the Trust Board Chair and the Committee shall consist of not less than three members.
- 2.2 The Chair of the organisation shall be Chair of the Committee.
- 2.3 None of these members should be members of the Audit and Risk Assurance Committee.
- 2.4 In the absence of the Committee Chair, another Non-Executive Member may be temporarily appointed to that role by agreement of the Non-Executive Directors.
- 2.5 A quorum shall be two members including the Committee Chair.

3 ATTENDANCE

- 3.1 The Trust Board Chair, Chief Executive and Director of Human Resources shall normally attend meetings.
- 3.2 The Board Secretary shall attend to take minutes of the meeting and provide appropriate support to the Chair and Committee members.

4 FREQUENCY OF MEETINGS

- 4.1 Meetings shall be held not less than two times a year and where necessary can be conducted remotely using such as teleconference/video conferencing.

5 AUTHORITY

- 5.1 The Committee's primary role is to advise the Board about appropriate remuneration and terms of service for the Chief Executive and all other direct reports to the Chief Executive. Advice to the Board on remuneration should include all aspects of salary (including any performance-related elements/bonuses and any allowances), provisions for other benefits including pensions and cars, as well as arrangements for termination of employment and other contractual terms.
- 5.2 The Board will always retain responsibility for such control and will act after taking account of the recommendations and assurances of the Committee. The Committee, therefore, does not have the executive authority of the Board, but does have sufficient membership, authority and resources to perform its role independently and effectively.
- 5.3 The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.

5.4 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.

6 DUTIES

The duties of the Committee can be categorised as follows:

6.1 Recommend to the Board about appropriate remuneration and terms of service for the Chief Executive and Executive Directors employed by the Trust, having proper regard to the Trust's circumstances and performance. Recommendations will also take into account Directions and/or guidance issued by the Department of Health and to the provisions of any national/regional arrangements where appropriate. Matters considered shall include:-

- All aspects of salary (including any performance-related elements/bonuses)
- Provisions for other benefits e.g. Lease cars
- Arrangements for termination of employment and other contractual terms.

6.2 Monitor and evaluate the performance management process in respect of the Chief Executive and Executive Directors (and other senior employees where appropriate). This will include:-

- Encouraging effective appraisal of staff
- Scrutinising objectives for:
 - Consistency
 - Robustness
 - Alignment with Government and Departmental priorities and local priorities
- Ensuring robust process has taken place
- Monitoring for consistency of assessment

- Recommending overall banding and award for Senior Executives

6.3 Advise on and oversee appropriate contractual arrangements for such staff including the proper calculation and scrutiny of termination payments taking account of such national guidance as is appropriate.

6.4 Ensure that all provisions regarding disclosure of remuneration, including pensions, are fulfilled.

6.5 Consider and approve relevant policies.

7 REPORTING

7.1 The Minutes of Committee meetings shall be formally recorded and submitted to the Board following approval by the Committee. After each meeting, the Chair of the Committee shall make a written report to the next Trust Board meeting. At any point, the Chair shall draw to the attention of the Board any issues that require disclosure to the full Board or require executive action.

8 REVIEW

8.1 The Terms of Reference should be reviewed annually.

9 OTHER MATTERS

9.1 The Agenda shall be sent to members at least five working days before the meeting and supporting papers, wherever possible, shall accompany the agenda, but shall be dispatched no later than three working days before the meeting, save in an emergency.

9.2 An explanatory cover note will be provided for each agenda item.

Safety, Quality, Patient Experience and Performance Committee

Title:	Safety, Quality, Patient Experience and Performance Committee Terms of Reference		
Author(s):	C Mooney		
Ownership:	Committee Chair		
Date of Committee Approval:	11 June 2020	Date of Trust Board Approval:	21 October 2021
Operational Date:	21 October 2021	Review Date:	October 2023
Version No:	V2.0	Supercedes:	V1.0
Key Words:			
Links to Other Policies / Procedures:			

Version Control:			
Date:	Version:	Author:	Comments:
21/10/21	V2.0	C Mooney	
9/2/23	V2.0	C Mooney	

**Safety, Quality, Patient Experience and
Performance Committee**

TERMS OF REFERENCE

CONTENTS

	Page
1. CONSTITUTION	99
2. MEMBERSHIP OF THE COMMITTEE	99
3. ATTENDANCE	100
4. FREQUENCY OF MEETINGS	100
5. AUTHORITY	100
6. DUTIES	101
7. REPORTING	103
8. REVIEW	104
9. OTHER MATTERS	104

1 CONSTITUTION

- 1.1 The Trust Board (The Board) hereby resolves to establish a Committee of the Board to be known as the Safety, Quality, Patient Experience and Performance Committee (The Committee).
- 1.2 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 or as may be delegated by the Board on an ad hoc basis.
- 1.3 All procedural matters in respect of conduct of meetings of the Committee shall be in accordance with the Trust's Standing Orders.
- 1.4 The Committee will regularly review and reflect on best practice and adopt new learning as part of a commitment to continuous improvement.

2 MEMBERSHIP OF THE COMMITTEE

- 2.1 Trust Non-Executive Directors that are to be included as members of this Committee will be nominated by the Trust Board Chair.
- 2.2 A Non-Executive Member of the Committee will be appointed Chair of the Committee by the Trust Board Chair.
- 2.3 The Trust Board Chair shall not be a member of the Committee but may attend meetings in an ex-officio capacity.
- 2.4 In the absence of the Committee Chair, another Non-Executive Member may be temporarily appointed to that role by agreement of the Non-Executive Directors.
- 2.5 One member of the Committee shall be the Chair of the Audit and Risk Assurance Committee.
- 2.6 Where practicable, one member of the Committee should have a clinical background.
- 2.7 A quorum shall be two Non-Executive members including the Committee Chair.

3 ATTENDANCE AT MEETINGS

- 3.1 All Directors shall normally attend meetings (subject to the issues to be considered on the agenda).
- 3.2 The Trust Board Chair, Chief Executive and other Officers of the Trust may attend and will be particularly expected to do so when the Committee is discussing areas of risk or operation that are the responsibility of that Officer.
- 3.3 The Board Secretary shall attend to the minutes of the meeting and provide appropriate support to the Committee Chair and Committee members.

4 FREQUENCY OF MEETINGS

- 4.1 Meetings shall be held not less than three times a year, and where necessary can be conducted remotely using such as teleconference/video conferencing.

5 AUTHORITY

- 5.1 The Committee will be responsible for assuring the NIAS Board that effective and regularly reviewed arrangements are in place to support the implementation, maintenance and development of Governance (clinical and non-clinical) and risk management and that such matters are properly considered and communicated to the Board.
- 5.2 The Board will always retain responsibility for such control and will act after taking account of the recommendations and assurances of the Committee. However, the Committee does have the delegated authority of the Board, through sufficient membership, authority and resources to perform its role independently and effectively.
- 5.3 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.
- 5.4 The Committee is authorised by the Board to obtain external legal, clinical or other independent professional advice and to secure the attendance of individuals with relevant experience and expertise if it considers this necessary. In particular, the Committee must be satisfied that it is able to provide appropriate clinical assurance.

6 DUTIES

The duties of the Committee can be categorised as follows:

6.1 Governance, Risk Management, Internal Control, Safety, Quality, Patient Experience and Performance - The Committee shall contribute to the establishment, review and maintenance of an effective system of integrated governance, risk management and internal control, across the whole of the organisation's activities (both clinical and non-clinical) that supports the achievement of the organisation's objectives with a particular focus on safety, quality, patient experience and performance.

6.2 In particular the Committee will:

6.2.1 Provide assurance that adequate systems and processes are in place to support the achievement of the organisation's objectives and strategically manage clinical and non-clinical risks.

6.2.2 Provide assurance that adequate systems and processes are in place for the delivery of high-quality patient care that is safe, effective and patient focused through the review and monitoring of:

- Clinical and operational activities;
- Operational performance;
- Safeguarding;
- Professional self-regulation;
- Development and implementation of national standards of care and practice;
- Clinical audit activity;
- Professional and clinical performance standards;
- Continuing professional development for all staff;
- Adverse incidents and complaints with a clinical component;
- Infection prevention and control arrangements;
- Clinical research and development activity;
- Personal and public involvement (PPI) arrangements and activities;
- Corporate social responsibility;

- Emergency planning and business continuity;
- Information governance;
- Compliance with the relevant DoH controls assurance standards and associated action plans.
- Clinical Effectiveness Audit
- Compliments and Complaints
- Quality Assurance and Annual Quality Report
- Complex Case Team
- Medicines Management
- Clinical Practice and Guidance
- Community First Responders
- Control Room Performance
- Clinical Support Desk
- Voluntary Car Service and Independent Sector Management

6.2.3 Review the Trust's Assurance Framework and the Trust's Risk Register and to make recommendations to Trust Board for action as required to ensure high quality patient care. In reporting to the Trust Board the committee will seek to reach consensus in any decisions made. Where consensus cannot be reached, the issue will be referred to the Trust Board for further discussion and if necessary a decision.

6.2.4 Report and review the outcome of Serious Adverse Incidents (SAI) including Serious Clinical Adverse Incidents in line with DoH guidance and to ensure that appropriate remedial action has been taken including measures to prevent recurrence.

6.2.5 Receive reports from other Committees and Working Groups in relation to areas of risk and governance.

6.2.6 Provide Trust Board with regular reports on the management of risk and quality of patient care, an annual report on clinical governance and an annual quality report.

6.3 ²In carrying out its work, the Committee will utilise the work of Internal Audit, External Audit, and other assurance

² Safety First – A framework for sustainable Improvement in the HPSS (March 2006)

² Procedure for reporting and follow up of SAI (April 2010)

functions where appropriate, but will not be limited to these functions. It will also seek reports and assurances from other Trust Committees through their respective Chairs, Directors and managers as appropriate, concentrating on the overarching systems of integrated governance, risk management and internal control, together with indicators of their effectiveness.

- 6.4 This will be evidenced through the Committee's use of an effective Assurance Framework to guide its work and that of the audit and assurance functions that report to it.
- 6.5 Other Assurance Functions - The Committee shall review the findings of other significant assurance functions, both internal and external to the organisation, and consider the implications for the governance of the organisation.
- 6.6 These may include, but will not be limited to, any reports issued by the Comptroller and Auditor General or Public Accounts Committee, reviews by DoH commissioned bodies, the Regulation and Quality Improvement Authority (RQIA) or professional and regulatory bodies with responsibility for the performance of staff or functions (e.g. Joint Royal Colleges Ambulance Liaison Committee (JRCALC), Health and Care Professions Council (HCPC), Royal Colleges, accreditation bodies, etc.).
- 6.7 Governance Statement - The Committee shall review the Governance Statement and other disclosures relevant to the Terms of Reference of the Committee.
- 6.8 Consider and approve relevant policies.

7 REPORTING

- 7.1 The minutes of Committee meetings shall be formally recorded and submitted to the Board following approval by the Committee. After each meeting, the Chair of the Committee shall make a written report to the next Trust Board meeting. At any point, the Chair shall draw to the attention of the Board any issues that require disclosure to the full Board or require executive action.
- 7.2 The Committee will report to the Board annually on its work in support of the Governance Statement, specifically commenting on the fitness for purpose of the Assurance Framework, the completeness and embeddedness of risk management in the organisation, the integration of

governance arrangements and the appropriateness of the self-assessment against the Quality Standards and Controls Assurance Standards.

7.3 The Chair shall liaise with the Chairs of other Committees on any issues or matter which may be relevant to their areas of responsibility.

8 REVIEW

8.1 The Terms of Reference should be reviewed annually.

9 OTHER MATTERS

9.1 The agenda will be sent to members at least five working days before the meeting and supporting papers, wherever possible, shall accompany the agenda, but will be dispatched no later than three working days before the meeting, save in an emergency.

9.2 An explanatory cover note will be provided for each agenda item.

