



**NHS GOLDEN JUBILEE**

**STANDING ORDERS**

NHS Golden Jubilee is the brand name for the NHS National Waiting Times Centre Board.

## Contents

<b>Section</b>	<b>Title</b>	<b>Page</b>
<b>1</b>	<b>Introduction</b>	<b>3</b>
<b>2</b>	<b>Definitions</b>	<b>4</b>
<b>3</b>	<b>Board Membership</b>	<b>5</b>
	▪ Board Members – Ethical conduct	
<b>4</b>	<b>Chair</b>	<b>6</b>
<b>5</b>	<b>Vice-Chair</b>	<b>6</b>
<b>6</b>	<b>Board Members</b>	<b>6</b>
	▪ Appointment of Members	
	▪ Period and termination of appointment: Chair and Non-Executive Directors	
	▪ Tenure and Suspension of Tenure of Office of Executive Directors	
	▪ Dismissal of Executive Directors	
	▪ Eligibility for Re-appointment	
<b>7</b>	<b>Calling and Notice of Board Meetings</b>	<b>8</b>
<b>8</b>	<b>Conduct of Meetings</b>	<b>10</b>
	▪ Authority of the Person Presiding at a Board Meeting	
	▪ Quorum	
<b>9</b>	<b>Business of the Meeting</b>	<b>12</b>
	▪ The Agenda	
	▪ Decision-Making	
	▪ Board Meeting in Private Session	
	▪ Minutes	
	▪ Adjournment	
	▪ Motions	
	▪ Chairs Ruling	
	▪ Voting	
<b>10</b>	<b>Scheme of Delegation</b>	<b>16</b>
<b>11</b>	<b>Execution of Documents</b>	<b>17</b>
<b>12</b>	<b>Matters Reserved for the Board</b>	<b>18</b>
<b>13</b>	<b>Committees and Sub-Committees</b>	<b>19</b>
<b>14</b>	<b>Conflicts of Interests</b>	<b>22</b>
<b>15</b>	<b>Miscellaneous</b>	<b>23</b>
	▪ Suspension of Standing Orders	
	▪ Alteration of Standing Orders	
	▪ Standing Orders and Standing Financial Instructions to be given to Executive Directors	
	▪ Annual Review	
	▪ Urgent Decisions	
<b>16</b>	<b>Version control</b>	<b>24</b>

## 1 INTRODUCTION

- 1.1 These Standing Orders for regulation of the conduct and proceedings of the **NHS Golden Jubilee Board**, the common name for **The National Waiting Times Centre Board**, [the Board] and its Committees are made under the terms of The Health Boards (Membership and Procedure) (Scotland) Regulations 2001 (2001 No. 302), as amended up to and including The Health Boards (Membership and Procedure) (Scotland) Amendment Regulations 2016 (2016 No. 3).

The Board is a Special Health Board, established under Scottish Statutory Instrument 2002 No 305 which came into force 27 June 2002.

The NHS Scotland Blueprint for Good Governance (issued through DL 2019) 02) has informed these Standing Orders. The Blueprint describes the functions of the Board as:

- Setting the direction, clarifying priorities and defining expectations.
- Holding the executive to account and seeking assurance that the organisation is being effectively managed.
- Managing risks to the quality, delivery and sustainability of services.
- Engaging with stakeholders.
- Influencing the Board's and the organisation's culture.

Further information on the role of the Board, Board Members, the Chair, the Vice-Chair, and the Chief Executive is available on the NHS Scotland Board Development website (<https://learn.nes.nhs.scot/17367/board-development>)

- 1.1.1 The Scottish Ministers shall appoint the members of the Board. The Scottish Ministers shall also attend to any issues relating to the resignation and removal, suspension and disqualification of members in line with the above regulations. Any member of the Board may on reasonable cause shown be suspended from the Board or disqualified for taking part in any business of the Board in specified circumstances.
- 1.3 Any statutory provision, regulation or direction by Scottish Ministers, shall have precedence if they are in conflict with these Standing Orders.
- 1.4 Any one or more of these Standing Orders may be varied or revoked at a meeting of the Board by a majority of members present and voting, provided the notice for the meeting at which the proposal is to be considered clearly states the extent of the proposed repeal, addition or amendment. The Board will annually review its Standing Orders.
- 1.5 Any member of the Board may on reasonable cause shown be suspended from the Board or disqualified for taking part in any business of the Board in specified circumstances. The Scottish Ministers may by determination suspend a member from taking part in the business (including meetings) of the Board. Paragraph 5.4 sets out when the person presiding at a Board meeting may suspend a Board member for the remainder of a specific Board meeting. The Standards Commission for Scotland can apply sanctions if a Board member is found to have

breached the Board Members' Code of Conduct, and those include suspension and disqualification. The regulations (see paragraph 1.1) also set out grounds for why a person may be disqualified from being a member of the Board.

- 1.4 The Chief Executive is ultimately accountable to the Board, and as Accountable officer responsible for ensuring that the Board meets its obligation to perform its functions within the available financial resources. The Chief Executive shall have overall Executive responsibility for the Board's activities, shall be responsible to the Board for ensuring that its financial obligations and targets are met and shall have overall responsibility for the Board's systems of internal control.
- 1.5 The Standing Financial Instructions adopted by the Board in accordance with financial regulations shall have effect as if incorporated in these Standing orders, but these Standing orders shall prevail in the event of conflict.
- 1.6 Failure to comply with the Standing Orders and the Standing Financial Instructions is a disciplinary matter which could result in dismissal.
- 1.7 The Chair of the Board shall be the final authority in the interpretation of Standing Orders on which they shall be advised by the Chief Executive and in the case of Standing Financial Instructions by the Director of Finance.
- 1.8 All business shall be conducted in the name of the Board.

## **2 DEFINITIONS**

Any expression to which a meaning is given in the Health Service Acts, or in the financial regulations made under the Acts, shall have the same meaning in these Standing Orders (SOs); and specifically:-

- 2.1 "Board" refers to the National Waiting Times Centre Board; (viz; all Board Members).
- 2.2 "Accountable officer" refers to the Officer responsible and accountable for funds entrusted to the Board. He/she shall be responsible for ensuring the proper stewardship of public funds and assets.
- 2.3 "Chair" refers to the Chair of the Board;
- 2.4 "Vice-Chair" refers to the Vice-Chair of the Board;
- 2.5 "Chief Executive" refers to the Chief Executive of the Board;
- 2.6 "Executive Director" refers to Executive Director of the Board;
- 2.7 "Non-Executive Director" refers to Non-Executive Director of the Board;
- 2.8 "Members" refers to all Members of the Board;

- 2.9 “Director of Finance” refers to the Chief Financial Officer of the Board;
- 2.10 “Officer” refers to any person whose contract of employment is held by the National Waiting Times Centre Board including nursing and medical staff and consultants practising upon Board premises;
- 2.11 “Employee” shall be deemed to include employees of third parties contracted to the Board when acting on behalf of the Board as well as Officers of the Board;

### **3 BOARD MEMBERSHIP**

#### Board Members – Ethical Conduct

- 3.1 Members have a personal responsibility to comply with the Code of Conduct for Members of the Golden Jubilee Foundation. The Commissioner for Public Standards can investigate complaints about members who are alleged to have breached their Code of Conduct. The Board will have appointed a Standards Officer. This individual is responsible for carrying out the duties of that role, however he or she may delegate the carrying out of associated tasks to other members of staff. The Board’s appointed Standards Officer shall ensure that the Board’s Register of Interests is maintained. When a member needs to update or amend their entry in the Register, they must notify the Board’s appointed Standards Officer of the need to change the entry within one month after the date the matter required to be registered.
- 3.2 The Board’s appointed Standards Officer shall ensure the Register is available for public inspection at the principal offices of the Board at all reasonable times and will be included on the Board’s website.
- 3.3 Members must always consider the relevance of any interests they may have to any business presented to the Board or one of its committees. Members must observe paragraphs 8.15 - 8.20 of these Standing Orders in conjunction with the Board’s Conflict of Interest policy.
- 3.4 In case of doubt as to whether any interest or matter should be declared, in the interests of transparency, members are advised to make a declaration.
- 3.5 Members shall make a declaration of any gifts or hospitality received in their capacity as a Board member. Such declarations shall be made to the Board’s appointed Standards Officer who shall make them available for public inspection at all reasonable times at the principal offices of the Board and on the Board’s website. The Register of Interests includes a section on gifts and hospitality. The Register may include the information on any such declarations, or cross-refer to where the information is published.

- 3.6 The Board's **Head of Corporate Governance** shall provide a copy of these Standing Orders to all members of the Board on appointment. A copy shall also be held on the Board's website.

## **4 CHAIR**

- 4.1 The Scottish Ministers shall appoint the Chair of the Board.

## **5 VICE-CHAIR**

- 5.1 The Chair shall nominate a candidate or candidates for vice-chair to the Cabinet Secretary. The candidate(s) must be a non-executive member of the Board. A member who is an employee of a Board is disqualified from being Vice-Chair. The Cabinet Secretary will in turn determine who to appoint based on evidence of effective performance and evidence that the member has the skills, knowledge and experience needed for the position. Following the decision, the Board shall appoint the member as Vice-Chair. Any person so appointed shall, so long as he or she remains a member of the Board, continue in office for such a period as the Board may decide.
- 5.2 The Vice-Chair may at any time resign from that office by giving notice in writing to the Chair. The process to appoint a replacement Vice-Chair is the process described at paragraph 5.1.
- 5.3 Where the Chair has ceased to hold office, or is unable for a sustained period of time to perform their duties due to illness, absence from Scotland or for any other reason, then the Board's Head of Corporate Governance should refer this to the Scottish Government. The Cabinet Secretary will confirm which member may assume the role of interim chair in the period until the appointment of a new chair, or the return of the appointed chair. Where the Chair is absent for a short period due to leave (for whatever reason), the Vice-Chair shall assume the role of the Chair in the conduct of the business of the Board. In either of these circumstances references to the Chair shall, so long as there is no Chair able to perform the duties, be taken to include references to either the interim chair or the Vice-Chair. If the Vice-Chair has been appointed as the Interim Chair, then the process described at paragraph 5.1 will apply to replace the Vice-Chair.
- 5.4 The Board will be constituted by the Chair, Non-Executive Directors and Executive Directors. (Current status is the provision for the Chair, seven Non-Executive Directors, Chief Executive and six Executive Directors).

## **6 BOARD MEMBERS**

### **6.1 Appointment of Members**

- 6.1.1 Non-Executive Directors and Executive Directors are appointed by Scottish Ministers.

6.1.2 The Executive Directors of the Board with voting rights shall include:

- Chief Executive
- Deputy Chief Executive/Director of Operations
- Director of Finance, who shall be a member of a recognised accounting body
- Medical Director, who shall be a medical practitioner

The following Directors will be in attendance at Board Meetings:

- Nurse Director, who shall be a registered nurse or registered midwife as defined in section 10 (7) of the Nurse, Midwives and health Visitors Act 1979 (1)
- Director of Quality, Innovation and People
- Director of Global Development and Strategic Partnerships

6.1.3 On appointment the Chair and Non-Executive Directors shall be required to be familiar and subscribe to Code of Conduct Non-Executive Directors Model 2003 and Scottish Government Standards of conduct, accountability and openness.

6.1.4 A special appointments committee, consisting of the Chair and the Non-Executive Directors shall undertake the appointment of a Chief Executive.

6.1.5 A similar committee, but to include the Chief Executive, shall perform this function in relation to the appointment of all other Executive Directors.

## 6.2 **Period and termination of appointment: Chair and Non-Executive Directors**

6.2.1 Subject to regulations 6.2.2 and 6.2.6 the Chair and Non-Executive Directors shall be appointed for such period not exceeding four years as Scottish ministers may specify on making the appointment.

6.2.2 The Chair and Non-Executive Directors may resign office at any time during the period for which they were appointed by giving notice in writing to Scottish Ministers.

6.2.3 Where during their period a Non-Executive Director is appointed Chair of the Board, their tenure of office as a member shall terminate when their appointment as Chair takes effect.

6.2.4 If Scottish Ministers consider that it is not in the interest of the health service that a person who is appointed as Chair or Non-Executive Director should continue to hold that office, they may forthwith terminate their appointment.

6.2.5 If a Chair or Non-Executive Director has not attended a meeting of the Board for a period of six months (including committees), Scottish Ministers shall forthwith terminate their appointment unless they are satisfied that:

- The absence was due to a reasonable cause; and
- The Chair or member will be able to attend meetings of the Board within such a period as Scottish Ministers consider reasonable

6.2.6 In accordance with the terms of The Health Boards (Non-Executive Directorship and Procedure) (Scotland) Regulations 2001, a person shall be disqualified for appointment as the Chair or a member if Sections 5 or 6 of the Regulations are applicable.

6.2.7 If it appears to Scottish Ministers that the Chair or a Non-Executive Director has failed to comply with Regulation 2.4 they may forthwith terminate that person's appointment.

### **6.3 Tenure & Suspension of Tenure of Office of Executive Directors**

6.3.1 Any Director of the Board shall hold office only for as long as they hold one of the posts specified in Standing order 6.1.2.

6.3.2 An Executive Director who is suspended from their post as an employee of the Board shall be suspended automatically and without notice from performing their functions as a Director of the Board during the period of their suspension as an employee.

### **6.4 Dismissal of Executive Directors**

6.4.1 Subject to any provisions specified by Scottish Ministers to the contrary, the following arrangements will apply with regard to the dismissal of Executive Directors of the Board.

6.4.2 The Chief Executive shall only be dismissed by a special committee comprising of the Chair and Non-Executive Directors.

6.4.3 Executive Directors of the Board shall only be dismissed by a special committee comprising of the Chair, Chief Executive and Non-Executive Directors.

### **6.5 Eligibility for Re-appointment**

6.5.1 The Chair or member shall, on the termination of the period of their tenure of office be eligible for re-appointment.

## **7 CALLING AND NOTICE OF BOARD MEETINGS**

7.1 The Chair may call a meeting of the Board at any time and shall call a meeting when required to do so by the Board. The Board shall meet at least six times in the year and will annually approve a forward schedule of meeting dates.

- 7.2 The Chair will determine the final agenda for all Board meetings. The agenda may include an item for any other business, however this can only be for business which the Board is being informed of for awareness, rather than being asked to make a decision. No business shall be transacted at any meeting of the Board other than that specified in the notice of the meeting except on grounds of urgency.
- 7.3 Any member may propose an item of business to be included in the agenda of a future Board meeting by submitting a request to the Chair. If the Chair elects to agree to the request, then the Chair may decide whether the item is to be considered at the Board meeting which immediately follows the receipt of the request, or a future Board meeting. The Chair will inform the member which meeting the item will be discussed. If any member has a specific legal duty or responsibility to discharge which requires that member to present a report to the Board, then that report will be included in the agenda.
- 7.4 In the event that the Chair decides not to include the item of business on the agenda of a Board meeting, then the Chair will inform the member in writing as to the reasons why.
- 7.5 A Board meeting may be called if one third of the whole number of members signs a requisition for that purpose. The requisition must specify the business proposed to be transacted. The Chair is required to call a meeting within 7 days of receiving the requisition. If the Chair does not do so, or simply refuses to call a meeting, those members who presented the requisition may call a meeting by signing an instruction to approve the notice calling the meeting provided that no business shall be transacted at the meeting other than that specified in the requisition.
- 7.6 Before each meeting of the Board, a notice of the meeting (in the form of an agenda), specifying the time, place and business proposed to be transacted at it and approved by the Chair, or by a member authorised by the Chair to approve on that person's behalf, shall be circulated to every member so as to be available to them at least three clear days before the meeting. The notice shall be distributed along with any papers for the meeting that are available at that point.
- 7.7 With regard to calculating clear days for the purpose of notice under 4.6 and 4.9, the period of notice excludes the day the notice is sent out and the day of the meeting itself. Additionally, only working days (Monday to Friday) are to be used when calculating clear days; weekend days and public holidays should be excluded.
- 7.8 Lack of service of the notice on any member shall not affect the validity of a meeting.
- 7.9 Board meetings shall be held in public. A public notice of the time and place of the meeting shall be provided at least three clear days before the meeting is held. The notice and the meeting papers shall also be placed on the Board's website. The meeting papers will include the minutes of committee meetings which the relevant committee has approved. The exception is that the meeting papers will not include the minutes of the Remuneration Committee. The Board may determine its own approach for committees to inform it of business which has been discussed in

committee meetings for which the final minutes are not yet available. For items of business which the Board will consider in private session (see paragraph 9.11), only the Board members will normally receive the meeting papers for those items, unless the person presiding agrees that others may receive them.

## **8 CONDUCT OF MEETINGS**

### Authority of the Person Presiding at a Board Meeting

- 8.1 The Chair shall preside at every meeting of the Board. The Vice-Chair shall preside if the Chair is absent. If both the Chair and Vice Chair are absent, the members present at the meeting shall choose a Board member who is not an employee of a Board to preside.
- 8.2 The duty of the person presiding at a meeting of the Board or one of its committees is to ensure that the Standing Orders or the committee's terms of reference are observed, to preserve order, to ensure fairness between members, and to determine all questions of order and competence. The ruling of the person presiding shall be final and shall not be open to question or discussion.
- 8.3 The person presiding may direct that the meeting can be conducted in any way that allows members to participate, regardless of where they are physically located, e.g. video-conferencing, teleconferencing. For the avoidance of doubt, those members using such facilities will be regarded as present at the meeting.
- 8.4 In the event that any member who disregards the authority of the person presiding, obstructs the meeting, or conducts themselves inappropriately the person presiding may suspend the member for the remainder of the meeting. If a person so suspended refuses to leave when required by the person presiding to do so, the person presiding will adjourn the meeting in line with paragraph 5.12. For paragraphs 5.5 to 5.20, reference to 'Chair' means the person who is presiding the meeting, as determined by paragraph 5.1.
- 8.5 Lack of service of a notice on any one Member shall not affect the validity of the meeting.
- 8.6 In exceptional circumstances, the Chair may call an emergency meeting of the Board. In these instances, delivery of notices of meeting three clear days before the meeting will suffice.
- 8.7 If the Chair refuses to call a meeting after a request for that purpose signed by at least half of the whole number of Members have been presented to them, or if without so refusing, the Chair does not call a meeting within seven days after such a request has been presented to him, those Members who presented the request may forthwith call a meeting.

- 8.8 In the case of a meeting called by Members in default of the Chair, the notice shall be signed by those Members and no business shall be transacted at the meeting other than that specified in the notice.
- 8.9 Failure to serve such a notice on more than three members will invalidate the meeting. A notice shall be presumed to have been served at the time at which the notice would be delivered in the ordinary course of the post.
- 8.10 Representatives of the Public may be required to withdraw from these meetings if, in the opinion of the majority of the Members present, the subject matter of the business being dealt with, or about to be dealt with, makes such withdrawal in the public interest.

### Quorum

- 8.11 No business shall be transacted at a meeting of the Board unless at least two Executive Directors with voting rights and two Non-Executive Directors are present.
- 8.12 An officer in attendance for any Executive Director but without formal acting up status may not count towards the quorum.
- 8.13 If a Member has been disqualified from participating in the discussion on any matter and/or from voting any resolution by reason of the declaration of a conflict of interest, they shall no longer count toward the quorum. If a quorum is then not available for the discussion and/or the passing of a resolution on any matter, that matter may not be discussed further or voted upon at that meeting. Such a position shall be recorded in the minutes of the meeting. The meeting must then proceed to the next business. The above requirement for at least one Executive Director to form part of the quorum shall not apply where the Executive Directors are excluded from a meeting (for example when the Board Team considers the recommendations for the Remuneration Committee).
- 8.14 In determining whether or not a quorum is present the Chair must consider the effect of any declared interests.
- 8.15 If a member, or an associate of the member, has any pecuniary or other interest, direct or indirect, in any contract, proposed contract or other matter under consideration by the Board or a committee, the member should declare that interest at the start of the meeting. This applies whether or not that interest is already recorded in the Board Members' Register of Interests. Following such a declaration, the member shall be excluded from the Board or committee meeting when the item is under consideration, and should not be counted as participating in that meeting for quorum or voting purposes.
- 8.16 Paragraph 8.15 will not apply where a member's, or an associate of theirs, interest in any company, body or person is so remote or insignificant that it cannot reasonably be regarded as likely to affect any influence in the consideration or discussion of any question with respect to that contract or matter. In March 2015, the Standards Commission granted a dispensation to NHS Board members who are

also voting members of integration joint boards. The effect is that those members do not need to declare as an interest that they are a member of an integration joint board when taking part in discussions of general health & social care issues. However, members still have to declare other interests as required by Section 5 of the Board Members' Code of Conduct.

- 8.17 If a question arises at a Board meeting as to the right of a member to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting be referred to the Chair. The Chair's ruling in relation to any member other than the Chair is to be final and conclusive. If a question arises with regard to the participation of the Chair in the meeting (or part of the meeting) for voting or quorum purposes, the question is to be decided by the members at that meeting. For this latter purpose, the Chair is not to be counted for quorum or voting purposes.
- 8.18 Paragraphs 8.14 - 8.17 shall equally apply to members of any Board committees, whether or not they are also members of the Board, e.g. stakeholder representatives.
- 8.19 When a quorum is not present, the only actions that can be taken are to either adjourn to another time or abandon the meeting altogether and call another one. The quorum should be monitored throughout the conduct of the meeting in the event that a member leaves during a meeting, with no intention of returning. The Chair may set a time limit to permit the quorum to be achieved before electing to adjourn, abandon or bring a meeting that has started to a close.

## **9 BUSINESS OF THE MEETING**

### The Agenda

- 9.1 If a member wishes to add an item of business which is not in the notice of the meeting, he or she must make a request to the Chair ideally in advance of the day of the meeting and certainly before the start of the meeting. The Chair will determine whether the matter is urgent and accordingly whether it may be discussed at the meeting.
- 9.2 If a member wishes to add an item of business which is not in the notice of the meeting, he or she must make a request to the Chair ideally in advance of the day of the meeting and certainly before the start of the meeting. The Chair will determine whether the matter is urgent and accordingly whether it may be discussed at the meeting.
- 9.3 The Chair may change the running order of items for discussion on the agenda at the meeting.

## Decision-Making

- 9.4 The Chair may invite the lead for any item to introduce the item before inviting contributions from members. Members should indicate to the Chair if they wish to contribute, and the Chair will invite all who do so to contribute in turn. Members are expected to question and challenge proposals constructively and carefully to reach and articulate a considered view on the suitability of proposals.
- 9.5 The Chair will consider the discussion, and whether or not a consensus has been reached. Where the Chair concludes that consensus has been reached, then the Chair will normally end the discussion of an item by inviting agreement to the outcomes from the discussion and the resulting decisions of the Board.
- 9.6 As part of the process of stating the resulting decisions of the Board, the Chair may propose an adaptation of what may have been recommended to the Board in the accompanying report, to reflect the outcome of the discussion.
- 9.7 The Board may reach consensus on an item of business without taking a formal vote, and this will be normally what happens where consensus has been reached.
- 9.8 Where the Chair concludes that there is not a consensus on the Board's position on the item and/ or what it wishes to do, then the Chair will put the decision to a vote. If at least two Board members ask for a decision to be put to a vote, then the Chair will do so. Before putting any decision to vote, the Chair will summarise the outcome of the discussion and the proposal(s) for the members to vote on.
- 9.9 Where a vote is taken, the decision shall be determined by a majority of votes of the members present and voting on the question. In the case of an equality of votes, the Chair shall have a second or casting vote. The Chair may determine the method for taking the vote, which may be by a show of hands, or by ballot, or any other method the Chair determines.
- 9.10 While the meeting is in public the Board may not exclude members of the public and the press (for the purpose of reporting the proceedings) from attending the meeting.

## Board Meeting in Private Session

- 9.11 The Board may agree to meet in private in order to consider certain items of business. The Board may decide to meet in private on the following grounds:
- The Board is still in the process of developing proposals or its position on certain matters, and needs time for private deliberation.
  - The business relates to the commercial interests of any person and confidentiality is required, e.g. when there is an ongoing tendering process or contract negotiation.
  - The business necessarily involves reference to personal information, and requires to be discussed in private in order to uphold the Data Protection Principles.

- The Board is otherwise legally obliged to respect the confidentiality of the information being discussed.

9.12 The minutes of the meeting will reflect when the Board has resolved to meet in private.

## Minutes

9.13 The names of members present at a meeting of the Board, or of a committee of the Board, shall be recorded in the minute of the meeting. The names of other persons in attendance shall also be recorded.

9.13.1 The Minutes of the proceedings of a meeting shall be drawn up and submitted for agreement at the next ensuing meeting where they will be signed by the person presiding at it.

9.13.2 No discussion shall take place upon the minutes except upon their accuracy or where the Chair considers discussion appropriate. Any amendment to the minutes shall be agreed and recorded at the next meeting.

9.13.3 Minutes of a public meeting of Board shall be made available to the public as required by Code of Practice on Openness in the NHS.

9.13.4 The Board may determine that certain matters shall appear on every agenda for a meeting of the Board and shall be addressed prior to any other business being conducted.

9.13.5 A Member desiring a matter to be included on an agenda shall make their request in writing to the Chair at least 10 clear days before the meeting. Requests made less than 10 days before a meeting may be included on the agenda at the discretion of the Chair.

## Adjournment

9.14 If it is necessary or expedient to do so for any reason (including disorderly conduct or other misbehaviour at a meeting), a meeting may be adjourned to another day, time and place. A meeting of the Board, or of a committee of the Board, may be adjourned by the Chair until such day, time and place as the Chair may specify.

## Motions

9.15 A Member of the Board desiring to move a motion shall send a written notice thereof at least 10 clear days before the meeting to the Chief Executive who shall insert into the agenda for the meeting all motions so received that are in order.

9.15.1 Standing Order 7.36.1 shall not prevent any motion being withdrawn or moved without notice, on any business included on the agenda for a meeting.

- 9.15.2 No motion in any form shall be considered unless seconded.
- 9.15.3 Any motion or amendment shall, if required by the Chair, be reduced to writing and, after being moved and seconded, the same shall not be withdrawn without the leave of the Board.
- 9.15.4 No motion, or amendment, shall be spoken upon, except by the mover until it has been moved and seconded.
- 9.15.5 The mover of any original motion shall have the right to reply. In replying they shall not introduce new matter, but shall confine themselves strictly to answering previous observations and immediately after their reply shall be put from the chair without further debate.
- 9.15.6 Any Member in seconding a motion of amendment may reserve their speech for a later period of debate.
- 9.15.7 When more than one amendment is proposed, the Chair shall decide the order in which amendments are put to the vote. All amendments carried shall then be incorporated in the original motion which shall then be put to the meeting as a substantive motion.
- 9.15.8 When a motion is under discussion it shall be open to a Member/Director to move:
- a. an amendment to the motion ;
  - b. the adjournment of the discussion of the meeting;
  - c. that the motion shall be held in private session;
  - d. that the meeting proceed to the next business;
  - e. that the question now be put; or
  - f. that an ad hoc committee be appointed to deal with the particular issue.
- In the case of subparagraphs 9.15.8d and 9.15.8e to ensure objectivity, motions may only be put by a Member who has not previously taken part in the debate.
  - No amendment to the motion shall be admitted if, in the opinion of the Chair of the meeting, the amendment negates the substance of the motion.
- 9.15.9 A motion or amendment once moved and seconded may be withdrawn by the proposer.
- 9.15.10 No motion to rescind any resolution which has been passed or rejected within the preceding six months shall be in order unless the notice thereof is signed by at least one third of the Members of the Board and the terms of the motion are specified in the circular calling the meeting. When the Board Management Team has dealt with such a motion, it shall not be competent to give notice of, or move to the same effect within a period of six months.

## Chairs Ruling

- 9.16 A Member of the Board desiring to move a motion shall send a written notice thereof at least 10 clear days before the meeting to the Chief Executive who shall insert into the agenda for the meeting all motions so received that are in order.
- 9.17 The decision of the Chair of the meeting on questions of order, relevancy and regularity and Standing Order interpretation shall be final, subject to regulation 1.7.
- 9.18 The Chair may request the exclusion of a member of the public attending the public session of the Board in view of the inappropriate behaviour of that member of the public.

## Voting

- 9.19 Every question at a meeting shall be determined by a majority of the votes of the Members present and voting on the question and, in the case of any equality of votes, the person presiding shall have a second or casting vote.
- 9.20 All questions put to the vote shall, at the discretion of the Chair, be determined by oral expression or by a show of hands.
- 9.21 If the majority of Members present at any meeting so request, or at the discretion of the Chair, a paper ballot may be held as an alternative.
- 9.22 If at least one-third of Members present so request, the voting on any issue may be recorded as to show how each Member.
- 9.23 If a Member so requests, their vote shall be recorded by name upon any vote (other than by paper ballot).
- 9.24 In no circumstances may an absent Member vote by proxy. Absence is defined as being absent at the time of the vote.

## **10 SCHEME OF DELEGATION**

- 10.1 Except for the Matters Reserved for the Board, the Board may delegate authority to act on its behalf to committees, individual Board members, or other Board employees. In practice this is achieved primarily through the Board's approval of the Standing Financial Instructions and the Scheme of Delegation.
- 10.2 The Board may delegate responsibility for certain matters to the Chair for action. In such circumstances, the Chair should inform the Board of any decision or action subsequently taken on these matters.

- 10.3 The Board and its officers must comply with the NHS Scotland Property Transactions Handbook, and this is cross-referenced in the Scheme of Delegation.
- 10.4 The Board may, from time to time, request reports on any matter or may decide to reserve any particular decision for itself. The Board may withdraw any previous act of delegation to allow this.

## **11 EXECUTION OF DOCUMENTS**

- 11.1 Where a document requires to be authenticated under legislation or rule of law relating to the authentication of documents under the Law of Scotland, or where a document is otherwise required to be authenticated on behalf of the Board, it shall be signed by an executive member of the Board or any person duly authorised to sign under the Scheme of Delegation in accordance with the Requirements of Writing (Scotland) Act 1995. Before authenticating any document, the person authenticating the document shall satisfy themselves that all necessary approvals in terms of the Board's procedures have been satisfied. A document executed by the Board in accordance with this paragraph shall be self-proving for the purposes of the Requirements of Writing (Scotland) Act 1995.
- 11.2 Scottish Ministers shall direct which officers of the Board can sign on their behalf in relation to the acquisition, management and disposal of land.
- 11.3 Any authorisation to sign documents granted to an officer of the Board shall terminate upon that person ceasing (for whatever reason) from being an employee of the Board, without further intimation or action by the Board.

## **12 MATTERS RESERVED FOR THE BOARD**

- 12.1 The Scottish Government retains the authority to approve certain items of business. There are other items of the business which can only be approved at an NHS Board meeting, due to either Scottish Government directions or a Board decision in the interests of good governance practice.
- 12.2 The Board may be required by law or Scottish Government direction to approve certain items of business.
- 12.3 The Board shall determine any matter it considers appropriate within its statutory powers.
- 12.4 Approval of the following items shall exclusively be reserved to the Board:

### **12.4.1 Regulation and Control:**

- 12.4.1.1 Standing Orders, Scheme of Delegation and Standing Financial Instructions;

- 12.4.1.2 The establishment, remit and reporting arrangements of any other committee or sub-committee, either established as a standing or as an ad hoc committee or sub-committee, acting on behalf of the Board;
- 12.4.1.3 The Board shall approve the content, format, and frequency of performance reporting to the Board.
- 12.4.1.4 Annual accounts and report. (Note: This must be considered when the Board meets in private session. In order to respect Parliamentary Privilege, the Board cannot publish the annual accounts or any information drawn from it before the accounts are laid before the Scottish Parliament. Similarly, the Board cannot publish the report of the external auditors of their annual accounts in this period.)
- 12.4.1.5 Any business case item that is beyond the scope of its delegated financial authority before it is presented to the Scottish Government for approval. The Board shall comply with the Scottish Capital Investment Manual.
- 12.4.1.6 The appointment of the Board's chief internal auditor. (Note: This applies either when the proposed chief internal auditor will be an employee of the Board, or when the chief internal auditor is engaged through a contract with an external provider. The audit committee should advise the Board on the appointment, and the Board may delegate to the audit committee oversight of the process which leads to a recommendation for appointment.)

#### **12.4.2 Appointments:**

- 12.4.2.1 The appointment of Non-Executive Directors to the Remuneration Committee, the Audit Committee, Clinical Governance Committee and Person Centred and Staff Governance Committee, remit of these Committees and the reporting arrangements to the Board of the activities of these Committees.
- 12.4.2.2 The appointment of Members to membership of other statutory bodies as representatives of the Board;
- 12.4.2.3 Risk Management Policy;

#### **12.4.3 Policy Determination:**

- 12.4.3.1 Personnel policies in respect of arrangements for the appointment, termination and remuneration of Executive

Directors, consultant Medical Staff and other designated posts as well as pay strategy;

#### **12.4.4 Strategy and Operational Plans and Budgets:**

- 12.4.4.1 The Annual Operational Plan and Financial Plan for submission to the Scottish Government for its approval. (Note: The Board should consider the draft for submission in private session. Once the Scottish Government has approved the Annual Operational Plan, the Board should receive it at a public Board meeting.)
- 12.4.4.2 Approval of the Board's Five Year Capital Plan.
- 12.4.4.3 The strategies for all the functions that it has planning responsibility for, subject to any provisions for major service change which require Ministerial approval.
- 12.4.4.4 Corporate objectives or corporate plans which have been created to implement its agreed strategies.

#### **12.4.5 Direct Operational Decisions:**

- 12.4.5.1 The setting of thresholds above which quotations (competitive or otherwise) or formal tenders must be obtained.
- 12.4.5.2 The accepting of tenders above £500,000;
- 12.4.5.3 The disposal or acquisition of capital assets;
- 12.4.5.4 The awarding of Consultant's and Associate Specialist's Discretionary Points in accordance with the terms of circular, NHS PCS (DD) 95/6 and subsequent amendments and guidance to this circular
- 12.4.5.5 Annual Report and Financial Review produced in accordance with the requirements of Scottish Ministers;
- 12.4.5.6 Insurance arrangements;

### **13 COMMITTEES AND SUB-COMMITTEES**

- 13.1 Subject to any direction issued by Scottish Ministers, the Board shall appoint such committees (and sub-committees) as it thinks fit beyond the Standing Committees of the Board. NHS Scotland Board Development website will identify the committees which the Board must establish.  
(<https://learn.nes.nhs.scot/17367/board-development>)

- 13.2 The Board shall appoint the chairs of all committees. The Board shall approve the terms of reference and membership of the committees. The Board shall review these as and when required, and shall review the terms within 2 years of their approval if there has not been a review.
- 13.3 The Board shall appoint committee members to fill any vacancy in the membership as and when required. If a committee is required by regulation to be constituted with a particular membership, then the regulation must be followed.
- 13.4 Provided there is no Scottish Government instruction to the contrary, any non-executive Board member may replace a Committee member who is also a non-executive Board member, if such a replacement is necessary to achieve the quorum of the committee.
- 13.5 The Board's Standing Orders relating to the calling and notice of Board meetings, conduct of meetings, and conduct of Board members shall also be applied to committee meetings where the committee's membership consist of or include all the Board members. Where the committee's members include some of the Board's members, the committee's meetings shall not be held in public and the associated committee papers shall not be placed on the Board's website, unless the Board specifically elects otherwise. Generally, Board members who are not members of a committee may attend a committee meeting and have access to the meeting papers. However, if the committee elects to consider certain items as restricted business, then the meeting papers for those items will normally only be provided to members of that committee. The person presiding the committee meeting may agree to share the meeting papers for restricted business papers with others.
- 13.6 The Board shall approve a calendar of meeting dates for its committees. The committee chair may call a meeting any time, and shall call a meeting when requested to do so by the Board.
- 13.7 The Board may authorise committees to co-opt members for a period up to one year, subject to the approval of both the Board and the Accountable Officer. A committee may decide this is necessary to enhance the knowledge, skills and experience within its membership to address a particular element of the committee's business. A co-opted member is one who is not a member of the Board and is not to be counted when determining the committee's quorum.
- 13.8 The Board shall approve a Remuneration Committee, an Audit and Risk Committee, a Finance, Performance and Planning Committee, a Person Centred and Staff Governance Committee and a Clinical Governance Committee.
- 13.9 The Board may appoint other committees consistently wholly or partly of Members of the Board or wholly of persons who are not Members. Such committees may be established as standing committees or (in the case of Appeals, Appointment and such others as may be required) as ad hoc committees.
- 13.10 A committee appointed under this regulation may appoint sub-committees consisting wholly or partly of members of the committee (whether or not they

include Members of the Board) or wholly of persons who are not members of the committee (whether or not they include Members of the Board).

- 13.11 Subject to regulation 13.12 the Board may make arrangements for the exercise of any of its functions by a committee or sub-committee appointed by virtue of this regulation. The Standing orders of the Board as far as they are applicable shall apply.
- 13.12 Each such committee – or sub-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. Such terms of reference shall have effect as if incorporated into the Standing orders.
- 13.13 Committees may not delegate their Executive powers to a sub-committee unless expressly authorised by the Board.
- 13.14 The Board shall approve the appointments to each of the committees which it has formally constituted.
- 13.15 Where the Board is required to appoint persons to a committee and/or to undertake statutory functions as required by Scottish Ministers, and where such appointments are to operate independently of the Board such appointment shall be made in accordance with the regulations laid down by Scottish Ministers.
- 13.16 The Board shall agree from time to time to the delegation of Executive powers to be exercised by committees or sub-committees, which it has formally constituted. The Board shall approve the constitution and terms of reference of these committees, or sub-committees, and their specific Executive powers.
- 13.17 Each Committee constituted under this Section shall appoint its own Chair unless otherwise decided by the Board.
- 13.18 A member of a committee or sub-committee constituted under this Section shall not disclose (except to the Board or any Member thereof) any matter dealt with, or brought before the committee without its permission until the committee have reported to the Board. A member will further not disclose any matter reported to the Board if the Board resolve that it is confidential.
- 13.19 The Audit and Risk Committee; Finance, Performance and Planning Committee; Person Centred and Staff Governance Committee and Clinical Governance Committee shall be chaired by a non-executive member of the Board. The Remuneration Committee will be chaired by the Board Chair. The Chair of the Board and the Chief Executive shall be ex-officio members of all committees excepting:
- The Audit and Risk Committee in respect of the Chair and Chief Executive
  - The Remuneration Committee in respect of the Chief Executive

## **14 CONFLICTS OF INTERESTS OF BOARD NON-EXECUTIVE DIRECTORS**

- 14.1 Refer to Standing order 6.1.3
- 14.2 The Chair and all Non-Executive Directors of the Board shall be obliged to declare any interests, which are relevant and material, to the Board. If any Non-Executive Director has any doubts about the relevance or materiality of any interests, these doubts should be brought to the attention of the chair and discussed.
- 14.3 A Register of Interests shall be maintained by the Board to record any interests which any Board Member may have. The Register must be up-dated as required and reviewed annually. A comment on the interests of Board Non-Executive Directors is required in the Board's Annual Report to the Public Meeting.
- 14.4 If a Board Member, or any nominee or associate, has any financial or other interest, direct or indirect, other than as such Board Member, in any contract or proposed contract or other matter and is present at a Meeting of the Board or Committee at which the contract or any other matter is the subject of consideration, the Board Member must at that Meeting, as soon as is practicable after commencement, disclose the fact, withdraw from the meeting, and not take part in the consideration or discussion of, or vote on any question with respect to the contract or any other matter. (See also the Standing Financial Instructions).
- 14.5 The Scottish Ministers may, subject to such conditions as they may think fit to impose, remove in whole or in part any disability imposed by this conflict of interest, in any case in which it appears to them to be in the interests of the National Health Service that the disability should be removed.
- 14.6 Any remuneration, compensation or allowances payable to a Board Member shall not be treated as a financial interest for the purpose of this Standing Order.
- 14.7 A Board Member shall not be treated as having an interest in any contract, proposed contract or other matter, by reason only that they, or an associate of, has an interest in any company, body or person which is so remote or insignificant that he cannot reasonably be regarded as likely to effect any influence in the consideration or discussion of, or in voting on, any question with respect to that contract or matter.
- 14.8 This Standing Order applies to a Committee or a Sub-Committee of the Board as it applies to the Board and applies to any member of any such Committee or Sub-Committee (whether or not he is also Chair or a Member of the Board) as it applies to the Chair or a Board Member.
- 14.9 For the purpose of this Standing order, the word "associate" has the meaning indicated by Section 74 of the Bankruptcy (Scotland) Act 1985 (a).

## **15 MISCELLANEOUS**

### **15.1 Suspension of Standing Orders**

- 15.1.1 Except where this would contravene a statutory provision or directive made by Scottish Ministers the Board may upon motion being made at any time during a meeting suspend any Standing Order, in whole or in part, in regards to any business of such a meeting. A motion to such effect requires no previous notice, but requires two thirds of the Members of the Board present and voting to consent to the suspension.
- 15.1.2 All decisions so taken to suspend any or part of the Standing orders shall be recorded in the minute of the meeting.
- 15.1.3 A separate record shall be kept of matters during the suspension of the Standing orders and made available to Members.
- 15.1.4 A separate motion of suspension shall be required for each item of business where Standing Orders are suspended. No other formal business may be conducted whilst suspension is in place.
- 15.1.5 The Audit Committee shall monitor every decision to suspend Standing orders.

### **15.2 Alteration to Standing Orders**

15.2.1 These Standing Orders shall be amended only if:

- a a notice of motion under Standing Order 4.8.1 has been given; and
- b no fewer than half the total of the Trustees vote in favour of amendment ; and
- c at least two thirds of the Members are present; and
- d the variation proposed does not contravene a statutory provision or direction made by Scottish Ministers

### **15.3 Alteration to Standing Orders and Standing Financial Instructions to be given to Members**

- 15.3.1 Each Member and all other appropriate senior officers shall receive a copy of the Standing Orders and Standing Financial Instructions

## 15.4 Annual Review

15.4.1 The Audit Committee shall review Standing Orders and Standing Financial Instructions regularly and make recommendations to the Board on amendments to the Standing orders and Standing Financial Instructions.

## 15.5 Urgent Decisions

15.5.1 When in the opinion of the Chair or Chief Executive a decision is urgently required which is reserved to the Board or a Committee, the Chair and Chief Executive may make such decision on behalf of the Board as they consider to be in the interest of the Board and any such decision shall be reported to the next meeting of the Board or intimated earlier if appropriate. In the absence of the Chair or Chief Executive, this authority reverts to the Vice-Chair and the Executive Director who is acting for the Chief Executive at the time.

## 16 VERSION CONTROL

Date	Detail of change	Date of Audit and Risk Committee	Date of Board Approval
February 2020	Updated to reflect DL(2020)1 Standing Orders	11 February 2020	