

LEEDS CARES

(Registered Charity Number: 1170369 and Registered Company Number: 10492128)

("Leeds Cares")

STANDING ORDERS

Version [1.4] Approved by the Charity Trustees 28 November 2018

Review Date: November 2019

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FOREWORD

These Standing Orders (**SOs**) have been approved by the Trustees of Leeds Cares. Together with Leeds Cares' articles of association dated 22 November 2016 and the Standing Financial Instructions (**SFIs**) they provide a regulatory framework for the business conduct of the Trustees. They are designed to protect Leeds Cares' interests, as well as the Trustees and Officers, from any possible accusation of impropriety or misconduct.

All Trustees, Officers, or agents, acting on behalf of Leeds Cares should be aware of the existence of the SOs/SFIs, and be familiar with their contents.

Failure to comply with SOs/SFIs will be reported to the Finance & Audit Committee, who will recommend action to the Trustees.

Leeds Cares works in close partnership with the Leeds Teaching Hospitals NHS Trust, but is independent from it.

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Introduction

Statutory Framework

Leeds Cares is a registered charity (Registered Charity Number: 1170369) (**Leeds Cares**). It is a company limited by guarantee registered in England and Wales (Registered Company Number: 10492128) whose registered office is at Ground Floor, Trust Headquarters, Beckett Street, St James's University Hospital, Leeds, United Kingdom, LS9 7TF.

Under the terms of a Charity Commission Scheme dated 29 March 2017 (as amended), Leeds Cares merged with a number of other historic NHS charities and became the sole corporate trustee of other linked NHS charities.

The charitable objects of Leeds Cares are for the public benefit:

- a) to further any charitable purpose or purposes relating to the general or any specific purposes of the Leeds Teaching Hospitals NHS Trust (or its successor) or the purposes of the health service (as defined in section 1 of the National Health Service Act 2006);
- b) to promote, protect, preserve and advance all or any aspects of the health of the public; and
- c) to advance and promote knowledge and education in medicine and health including by engaging in and supporting medical and health research and the dissemination of the useful results.

The linked charities of which Leeds Cares is sole corporate trustee have their own charitable objects, which should be referred to when taking decisions relating to those charitable funds.

Leeds Cares is responsible for its charitable funds and assets and for the management and stewardship of various charities and charitable funds associated with the hospitals (and former hospitals) of the Leeds Teaching Hospitals NHS Trust (**NHS Trust**). The Trustees of Leeds Cares have responsibility for all monies donated to Leeds Cares either directly or indirectly via the NHS Trust.

Accountability

Leeds Cares is registered with the Charity Commission, and under the terms of the Charities Act 2011 is accountable to the Charity Commission for the funds under its control.

1 Interpretation

1.1 Save as permitted by Law, at any meeting, the Chairman of the Trustees shall be the final authority on the interpretation of SOs, on which they shall be advised by the Chief Executive, and in the case of SFIs by the Chairman of the Finance & Audit Committee.

1.2 The following definitions will apply throughout these Standing Orders:

“TRUSTEES” shall mean the charity trustees of Leeds Cares.

“BUDGET” shall mean a resource, expressed in financial terms, approved by the Trustees for the purpose of carrying out, for a specific period, any or all of the functions of Leeds Cares.

“CHAIRMAN” is the Trustee elected by the Trustees under the AoAs to lead the board of Trustees, and to ensure that it successfully discharges its overall responsibility for Leeds Cares as a whole. The expression “Chairman” shall be deemed to include the Vice-Chairman of Leeds Cares, if the Chairman is absent from the meeting, or is otherwise unavailable.

“CHIEF EXECUTIVE” means the Chief Executive of Leeds Cares (by whatever title described) appointed to ensure effective administration of Leeds Cares, and to provide advice to the Trustees on any matter except finance and accounting.

“NOMINATED OFFICER” means an Officer of Leeds Cares charged with the responsibility for discharging specific tasks within SOs and SFIs.

“OFFICER” means an employee of Leeds Cares.

“SFIs” means Standing Financial Instructions.

“SOs” means Standing Orders.

“AoA” means the Articles of Association of Leeds Cares dated 22 November 2016 as amended from time to time.

“NHS Trust” means the Leeds Teaching Hospitals NHS Trust.

“NOMINATED NHS TRUST FINANCIAL REPRESENTATIVE” means the NHS Trust representative appointed via the service level agreement with the NHS Trust to provide financial advice to the Trustees, and be responsible to them for all accounting and financial reporting arrangements required by Leeds Cares.

“VICE-CHAIRMAN” means the Trustee elected to take on the Chairman’s duties, if the Chairman is absent for any reason.

- 1.3 All references in this document to the masculine gender shall be read as equally applicable to the feminine gender.

2 Leeds Cares

- 2.1 All business shall be conducted in the name of Leeds Cares.
- 2.2 The Trustees may resolve that certain powers and decisions can only be exercised by the Trustees in formal session. These powers and decisions will be appended to the SOs not later than one month after the date of the meeting at which they were resolved. Notwithstanding this, they will have effect as if incorporated into the SOs from the time of their resolution.
- 2.3 **Appointment of the Trustees** – appointment of Trustees will be in accordance with the AoA.
- 2.4 In accordance with Article 5.2 the power of appointment new trustees vests in the Trustees for the time being (subject to paragraph 2.5 below and article 5.3 of the AoA).

An outgoing Trustee (originally appointed under article 5.2 of the AoA) may be re-appointed under AoA Article 5.2 but, no individual may serve as a Trustee for more than nine years in total unless the Trustees consider there to be exceptional circumstances which justify a longer term.

- 2.5 The NHS Trust has the right to nominate one Trustee of Leeds Cares. Trustees appointed by the NHS Trust under AoA Article 5.3 will be appointed for a term of up to three years. Trustees appointed under AoA Article 5.3 may be re-appointed at the end of their term of office, but no such Trustee may serve more than nine years in total unless the NHS Trust considers there to be exceptional circumstances which justify a longer term.

- 2.6 The Trustees shall consist of between 6 and 12 persons who being individuals are over the age of 18, all of whom must be company law members of Leeds Cares (which is a charitable company), support the Objects and have signed a written declaration of willingness to act as a trustee of Leeds Cares.

Trustees will be asked to sign a declaration of willingness and eligibility to act as a trustee and an application for company law membership and to declare their interests before they are formally appointed as Trustees.

It is a policy of Leeds Cares not to appoint as a Trustee an individual:

- who is not eligible to act as a charity trustee (see Schedule);
- whose appointment would give rise to an unmanageable conflict of interest;
- who has been dismissed, otherwise than by reason of redundancy, from any paid employment with a health service body or charitable body; or
- whose tenure of office as the chairman, member or director of health service body or charity has been terminated because their appointment was not deemed to be in the interest of the health service or charity, for non-attendance at meetings, or for non-disclosure of a pecuniary interest:

- 2.7 **Election of Chairman** – the Trustees will elect one of their number (other than any Trustee appointed by the NHS Trust under article 5.3) as a Chairman to lead them, and take charge of meetings. The Chairman will hold office for a term not exceeding three years and a retiring Chairman may be re-elected by the Trustees for such further terms but always subject to article 5.4 and the prohibition on Trustees serving more than nine years in total unless the Trustees consider there to be exceptional circumstances which justify a longer term. It is Leeds Cares' policy that the appointment of a Chairman, will take place at an annual meeting of the Trustees each year and that the Chairman will be appointed for a three year term.

When a Chairman is to be elected, the following procedure will apply at the Trustees' meeting:

- The election of a Chairman will be conducted by a Trustee who is not the current Chairman or standing to be Chairman;
- The Trustee conducting the election will call for nominations from the Trustees;
- Candidates for the role of Chairman must be nominated by a Trustee, and seconded by another Trustee;
- To be eligible, nominated candidates must confirm that they accept the nomination
- If only one nomination is received, the Trustee conducting the election will ask the Trustees to confirm the election of the sole candidate as Chairman.
- In the event of more than one nomination being received, the Trustee conducting the election will conduct a vote by secret ballot. The candidate securing the most votes will be elected Chairman. In the case of an equality of votes the current Chairman of the meeting has a second or casting vote.
- Once a new Chairman has been elected the current Chairman will hand over control of the meeting with immediate effect.

- 2.8 **Election of Vice-Chairman** – for the purpose of enabling the proceedings of Leeds Cares to be conducted in the absence of the Chairman, the Trustees shall appoint a Vice-Chairman. All Trustees who are members of Leeds Cares are eligible for consideration for appointment as Vice-Chairman, with the exception of the Chairman and Non-Executive Directors of the Leeds Teaching Hospitals' NHS Trust.

In the event of an election, the same procedure as outlined in paragraph 2.7 will apply.

- 2.9 **Powers of the Vice-Chairman** - where the Chairman of Leeds Cares has died, or has otherwise ceased to hold office, or where they have been unable to perform their duties as Chairman. The Vice-Chairman will take the office of Chairman until the following annual Trustees' meeting.
- 2.10 **Termination of Tenure of Trustees** – a Trustee may resign office at any time during the period for which they were appointed, by giving notice in writing to the Trustees (provided that they may only resign if there will be at least six Trustees left in office at the point their resignation takes effect).
- 2.11 If any Trustee is of the opinion that it is not in the interest of Leeds Cares that a person who is appointed as a Trustee should continue to hold office, they must inform the Chairman who will investigate any issues arising and if appropriate instigate the termination of their tenure of office under article 5.6 of the AoA.
- 2.12 If a Trustee has been absent without permission from three consecutive meetings of the trustees, his/her office shall be terminated automatically and the Chairman shall forthwith terminate their tenure of office, unless he/she is satisfied that:
- (a) the absence was due to reasonable cause: and
 - (b) the Trustee will be able to attend meetings of Leeds Cares within such period, as the Chairman considers reasonable,

in which case, the Trustees may give retrospective consent to the historic absences under AoA 5.6(d). In the event of a Trustee missing two consecutive Trustees' meetings without permission, the Chairman shall write to the Trustee to remind them of the provisions of article 5.6(d) of the AoA, so that absences may be authorised retrospectively if necessary.

If a Trustee is disqualified from being a charity trustee, they must notify the Secretary to the Trustees and the Chairman immediately, and their appointment will terminate with effect from the date of disqualification. For ease of reference, a list of current disqualification criteria under the Charities Act 2011 is set out in the Schedule, but please note that it is updated from time to time and that they may not reflect the full list of disqualification criteria.

- 2.13 **Disqualification as Trustee** – a person shall be disqualified from being a Trustee if:
- (a) AoA 5.6 applies: or
 - (b) they have been dismissed, otherwise than by reason of redundancy, from any paid employment with a health service body or charitable body: or
 - (c) they are a person whose tenure of office as the chairman, member or director of health service body or charity has been terminated because their appointment is not in the interest of the health service or charity, for attendance at meetings, or for non-disclosure of a pecuniary interest: or
 - (d) they are a chairman, member, director or employee of another external health service body other than LHTH or another charity:

3 Meetings of the Trustees

- 3.1 Meetings of the Trustees shall be held subject to a minimum of four meetings per annum at no less than quarterly intervals, at such times and places as the Trustees may determine.
- 3.2 Trustees' meetings will normally be called by the Chairman, but any Trustee may call a meeting of Trustees at any time.

- 3.3 Before each Trustees' meeting, a notice of the meeting together with an agenda and associated papers, will be delivered to each Trustee to an address previously supplied for the purpose (hard copy or electronic version.) The notice will be approved by the Chairman and (except where there are matters demanding urgent consideration) will be delivered no less than seven days before the date of the meeting.
- 3.4 In the case of a meeting called by a Trustee(s) other than the Chairman, the notice shall be signed by that/those Trustee(s), and no business shall be transacted at the meeting except that specified in the notice.
- 3.5 Notwithstanding article 6.8 of the AoA, failure to serve such a notice on more than three Trustees will invalidate the meeting.
- 3.6 A Trustee desiring a matter to be included on an agenda shall make their request in writing to the Chairman or Chief Executive at least ten days before the meeting. Requests made less than ten days before the meeting may be included in the agenda at the discretion of the Chairman.
- 3.7 At any meeting of the Trustees, the Chairman, if present, shall preside. If the Chairman is absent then the Vice-Chairman, if present, shall preside. If neither the Chairman nor the Vice-Chairman is present, then those Trustees present will choose one of their numbers to preside.
- 3.8 If the Chairman is absent from a meeting temporarily on the grounds of a declared conflict of interest, the Vice-Chairman, if present, shall preside. If the Chairman and Vice-Chairman are both absent, or are disqualified from participating, whichever Trustee as the Trustees present shall choose, shall preside.
- 3.9 **Chairman's Ruling** – statements of Trustees made at meetings shall be relevant to the matter under discussion at the material time, and the decision of the Chairman of the meeting on questions of order, relevancy, regularity, exclusion from any meeting and any other matters shall be observed at the meeting. The decision of the Chairman of the meeting on questions of order, relevance, regularity and exclusion from any meeting and his/her interpretation of the SOs shall be final to that meeting. The Chairman may only exclude a Trustee from a meeting on the grounds of conflict of interest, and only in relation to the agenda items on which the individual concerned has a conflict of interest.
- 3.10 **Voting** – agreement on issues under discussion shall normally be reached by consensus. Any Trustee present may, however, ask for a vote to be taken. In such cases, each question shall be determined by a majority of the votes of the Trustees present and voting on the question and, in the case of any equality of votes, the Chairman of the meeting shall have a second or casting vote.
- 3.11 All questions put to the vote shall, at the discretion of the Chairman of the meeting, be determined by oral expression, or by a show of hands. A paper ballot may be used instead if a majority of the Trustees present so request.
- 3.12 If at least three of the Trustees present so request, the voting (other than by paper ballot) on any question may be recorded to show how each Trustee present voted or abstained.
- 3.13 If a Trustee so requests, his/her vote shall be recorded by name upon any vote (other than by paper ballot).
- 3.14 In no circumstances may an absent Trustee vote by proxy. Absence is defined as being absent at the time of the vote.

- 3.15 **Minutes** – the Minutes of the proceedings of a meeting shall be drawn up and submitted for agreement at the next ensuing meeting, when they will be signed by the person presiding at it.
- 3.16 No discussion shall take place upon the minutes except upon their accuracy, or where the Chairman considers discussion appropriate or where there are matters arising. Any amendment to the minutes shall be agreed and recorded at the next meeting.
- 3.17 Minutes shall be circulated in accordance with Trustees' wishes.
- 3.18 **Variation & Amendment of Standing Orders** – these Standing Orders shall be amended only if:
- a majority of those trustees present vote in favour
 - the variation proposed does not contravene a statutory provision
- 3.19 **Record of Attendance** – the names of the Trustees present at the meeting shall be recorded in the minutes.
- 3.20 **Quorum** – no business shall be transacted at a meeting of the Trustees unless a quorum is present. A quorum for a Trustees' meeting is the nearest whole number (rounded up) equal to one half of the total number of Trustees, from time to time.
- 3.21 If a Trustee 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, they shall no longer count towards the quorum. If a quorum is then not available for the discussion and/or the passing of a resolution on any matter, that matter may not be discussed further, or voted upon at that meeting. Such a position shall be recorded in the minutes of the meeting. The meeting must then proceed to the next business.
- 3.22 The Chairman [(or Vice-Chairman)], at their discretion, shall give such directions, as they think fit in regard to the arrangements for meetings and accommodation of the public and representatives of the press, to ensure that the Trustees' business shall be conducted without interruption and disruption, and without prejudice to the power to exclude any person from any meeting on the grounds of the confidential nature of the business to be transacted.
- 3.23 Nothing in these SOs shall require the Trustees to allow the members of the public, or the representatives of the press, to record proceedings in any manner whatsoever, other than in writing, or to make any oral report of proceeding as they take place, without the prior agreement of the Trustees.

4 Delegation of Functions

- 4.1 The Trustees may make arrangements for the exercise, on behalf of Leeds Cares, of all or any of its functions by a committee or sub-committee, appointed by virtue of SO 5.1 or 5.2 below, or by an Officer of Leeds Cares in each case, subject to such restrictions and conditions as the Trustees think fit.
- 4.2 **Delegation to Committees** – the Trustees may agree from time to time to the delegation of powers to be exercised by committees, or sub-committees, which it has formally constituted. The Trustees shall approve the terms of reference of these committees, or sub-committees, and their specific powers. Each committee must include at least one Trustee in accordance with article 9.1 of the AoA. No committee meeting shall be quorate unless at least one Trustee is present and no resolution shall be passed unless the Trustee present, or if more than one are present, the majority of Trustees present at the committee meeting vote in favour, in accordance with article 9.3 of the AoA. All proceedings of committees must be reported promptly to the Trustees.

- 4.3 **Emergency Powers** – When, in the reasonable opinion of the Chairman (or in his/her absence the Vice-Chairman), a decision is urgently required (and is a decision reserved to the Trustees or a committee), with the Chairman's or in his/her absence the Vice-Chairman's approval, but not otherwise, an email shall be sent to all trustees (or committee members where relevant) detailing any relevant background information and the nature of the decision required. Trustees shall have twenty-four hours to consider and respond to the emergency email, indicating their view and if relevant their decision. Following the expiration of 24 hours from the circulation of the email to all trustees, an emergency committee of the Chairman or in his/her absence the Vice-Chairman, another trustee and the Chief Executive shall meet either in person or by such Electronic Means (as defined in the AoA) in order to consider the contributions received from the trustees (if any) and to decide how best to proceed in the best interests of Leeds Cares. Any such decision shall be reported to the Trustee board and ratified by the Trustees at the next Trustees' meeting.
- 4.4 **Delegation to Officers** – those functions of Leeds Cares which have not been retained as reserved by the Trustees, or delegated to a committee or sub-committee, shall be exercised on behalf of the Trustees by the Chief Executive. The Chief Executive shall determine such functions they will perform personally, and shall nominate Officers to undertake the remaining functions for which they will still retain an accountability to the Trustees.
- 4.5 The Chief Executive shall prepare a Scheme of Delegation, held within the SFIs or as a separate policy, identifying their proposals, which shall be considered and approved by the Trustees. The Chief Executive may periodically propose amendments to the Scheme of Delegation, which shall be considered and approved by the Trustees, as indicated above.
- 4.6 Nothing in the Scheme of Delegation shall impair the discharge of the direct accountability to the Trustees, that Committee or Sub-committee members or other Officers have, to provide information and advise the Trustees in accordance with any statutory requirements.

5 Committees

- 5.1 **Appointment of Committees** – the Trustees may appoint committees of the Trustees, consisting wholly or partly of Trustees of Leeds Cares. Persons who are not Trustees may be invited to join a committee, but there must always be at least one Trustee on a committee. These committees will be designated as trustees' committees.
- 5.2 A committee appointed under SO 5.1 may, with the permission of the Trustees, appoint sub-committees consisting wholly or partly of members of the committee (whether or not they include Trustees of Leeds Cares) or wholly of persons who are not members of the committee (whether or not they include Trustees of Leeds Cares), provided that such sub-committees shall be advisory only (i.e. without decision-making power).
- 5.3 The SOs of Leeds Cares, as far as they are applicable, shall apply with appropriate alteration to meetings of any committees, or sub-committees, established by Leeds Cares.
- 5.4 Each such committee, or sub-committee, shall have such terms of reference and powers, and be subject to such conditions as the Trustees shall decide. Such terms of reference shall have effect as if incorporated into the SOs.
- 5.5 Committees may not delegate their powers to a sub-committee, unless expressly authorised by the Trustees. The Trustees shall approve the appointments to each of the committees and sub-committees, which they have formally constituted. Where the Trustees determine that persons, who are neither

Trustees nor Officers, shall be appointed to a committee, the terms of such appointment shall be determined by the Trustees, such appointments shall not be remunerated but are subject to the payment of travelling and other reasonable allowances being in accordance with such sum as may be determined by the Trustees.

- 5.6 The chairman of a committee or sub-committee shall normally be appointed by the Trustees but, where this is not done, the committee or sub-committee shall at its first meeting, before proceeding to any other business, elect a chairman and, if it so desired, [a vice-chairman]. The Trustees retain the power to appoint and remove committee and sub-committee members including appointing and removing the chairman and [vice-chairman].
- 5.7 The Trustees may establish committees from time to time, but the Trustees' committees shall include at all times:
- (a) Finance & Audit;
 - (b) Research & Innovation; and
 - (c) Programmes and Funding
- 5.8 **Confidentiality** – committee members shall not disclose any matter dealt with by, or brought before, the committee without its permission until the committee shall have reported to the Trustees, or shall otherwise have concluded on that matter.
- 5.9 Any member of a committee shall not disclose matters reported to the Trustees or otherwise dealt with by the committee, notwithstanding that the matter has been reported or action has been concluded, unless the Trustees or committee or sub committee shall resolve that such matters are not confidential.
- 5.10 All recommendations made by the committees and subcommittees of Leeds Cares beyond its delegated powers must be formally approved and ratified at the quarterly Board Meeting.

6 Standards of Business Conduct

- 6.1 **Policy** – staff and Trustees must comply with the relevant Leeds Cares' policies.
- 6.2 **Declaration of Interests** – Trustees and the senior leadership team shall declare interests, which are relevant and material to the Trustees. All Trustees and members of the senior leadership team should declare such interests at the earliest possible opportunity.
- 6.3 Interests which should be regarded as “relevant and material” are:
- (a) trusteeships, including trusteeships 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, or competing, with the National Health Service or Leeds Cares
 - (c) majority or controlling share holdings in organisations likely or possibly seeking to do business with the National Health Service or Leeds Cares
 - (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 National Health Service's or Leeds Cares' services
- 6.4 If Trustees or members of the senior leadership team have any doubt about the relevance of an interest, this should be referred to the Finance & Audit Committee. If the Finance & Audit Committee cannot deal with it, it should then be referred to external audit for advice.

- 6.5 At the time Trustees' (or senior leadership team's) interests are declared, they should be recorded in the Trustees' minutes and the Register of Interests. Any changes in interest should be declared at the next Trustees' meeting following the change occurring.
- 6.6 Trustees' trusteeships/directorships of companies likely, or possibly seeking, to do business with the NHS or Leeds Cares should be published in Leeds Cares' annual report. The information should be kept up to date for inclusion in succeeding annual reports.
- 6.7 During the course of a Trustees' meeting if a conflict of interest is established, the Trustee concerned should withdraw from the meeting, and play no part in the relevant discussion or decision, and not count towards the quorum for that part of the meeting. The fact that they declared their interest, left the room for the discussion and vote on that item, and did not count towards the quorum for that item, should be recorded in the minutes.
- 6.8 Relevant interests of Trustees' spouses, or partners and other connected persons as defined under AoA 18.2, should also be declared and recorded in the Register of Interests.
- 6.9 **Register of Interests** – the Chief Executive will ensure that a Register of Interests is established to record declarations of interests of Trustees and the senior leadership team. In particular, the Register will include details of all trusteeships and other relevant and material interests, which have been declared by Trustees or senior leadership team, as defined in SO 6.2.
- 6.10 These details will be kept up to date by means of ad hoc additions and an annual review of the Register, in which any changes to interests declared during the preceding twelve months will be incorporated. Conflicts of interest will be included as a standing item at the start of the agenda for each Trustees' meeting.
- 6.11 **Interest of Officers in Contracts** – if it comes to the knowledge of an Officer of Leeds Cares, that a contract or arrangement in which they or a connected person as defined by AoA 18.2 have an interest (pecuniary or otherwise) has been, or is proposed to be, entered into by Leeds Cares, he/she shall, at once, give notice in writing of the fact that he/she is interested therein to the Chief Executive who in turn will notify the Chairman. If the interested Officer is the Chief Executive like notice shall be given to the Chairman.
- 6.12 An Officer must also declare in accordance with Leeds Cares', any other employment or business or other relationship of connected person, that conflicts, or might reasonably be predicted could conflict, with the interests of Leeds Cares.
- 6.13 **Canvassing of, and Recommendations by, Trustees and Officers in relation to Appointments** – canvassing of Trustees of Leeds Cares, or members of any committee or Officers of Leeds Cares, directly or indirectly for any appointment under Leeds Cares, shall disqualify the candidate for such appointment. The contents of this paragraph of the SO shall be included in applications forms, or otherwise, brought to the attention of candidates.
- 6.14 An Officer or Trustee of Leeds Cares shall not solicit for any person any appointment under Leeds Cares: but this paragraph of this SO shall not preclude an Officer or Trustee from giving written testimonial of a candidate's ability, experience or character for submission to Leeds Cares.
- 6.15 Informal discussions, outside appointments, panels or committees, whether solicited or unsolicited, should be declared to the panel or committee.

- 6.16 **Relatives of Trustees or Officers** – candidates for any staff appointment shall when making application disclose in writing whether to their knowledge they are related to, or otherwise connected with, any Officer, or the holder of any office under Leeds Cares. Failure to disclose such a relationship shall disqualify a candidate and, if appointed, render them likely to instant dismissal.
- 6.17 The Trustees and every Officer of Leeds Cares shall disclose to the Chief Executive any relationship with a candidate of whose candidature that Trustee, or Officer, is aware. It shall be the duty of the Chief Executive to report to the Trustees any such disclosure made.
- 6.18 On/before appointment, Trustees shall disclose to Leeds Cares whether they are related to any other Trustee or holder of any office under Leeds Cares.
- 6.19 Where the relationship of an Officer, or another Trustee, to a Trustee of Leeds Cares is disclosed, the SO headed “Disqualification of Trustees in proceedings on account of pecuniary interest” (SO 7) shall apply.

7 Disqualification of Trustees in proceedings on account of Pecuniary and other Interests

- 7.1 Subject to the following provisions of this SO, if an Officer or Trustee of Leeds Cares has any interest (pecuniary or otherwise), direct or indirect, in any contract, proposed contract or other matter, and is present at a meeting of Leeds Cares 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. Under AoA 10.4, they must declare the nature and extent of their interest before discussion begins on the matter, withdraw from the meeting for that item after providing any information requested by the Trustees, not be counted in the quorum for that part of the meeting, and be absent during the vote and have no vote on the matter.
- 7.2 An Officer or Trustee shall be excluded from a meeting of Leeds Cares while any contract, proposed contract, or other matter, in which he/she may have a pecuniary interest, is under consideration, except under the provision of SO 7.4.
- 7.3 For the purpose of this SO, the Chairman, other Trustee or Officer shall be treated, subject to SO 7.2 and SO 7.4 as having indirectly a pecuniary interest in a contract, proposed contract, or other matter if:
- (a) they, or a nominee of theirs, is a director of a company or other body, not being a public body, with which the contract was made or is proposed to be made, or which has a direct pecuniary interest in the other matter under consideration, or
 - (b) they are a partner of, or is in the employment of a person with whom the contract was made, or is proposed to be made, or who has a direct pecuniary interest in the other matter under consideration;

and in the case of married persons or civil partners living together or co-habitees, the interest of one spouse shall, if known to the other, be deemed for the purposes of this Standing Order to be also an interest in the other. Please note that this list is not exhaustive. Trustees and Officers should refer back to the AoA for the provisions on conflicts of interest.

- 7.4 A Trustee or Officer shall not be treated as having a pecuniary interest in any contract, proposed contract or other matter, by reason only:
- (a) of their membership of a company, or other body, if they have no beneficial interest in any shares or securities of that company or other body (e.g. if a Trustee or Officer is a member of a

- charitable company) – however, this is still a declarable interest and should be declared and managed in accordance with Leeds Cares' articles of association and conflicts of interest policy;
- (b) of an interest in any company, body or person, with which they are connected, which is so remote or insignificant, that it cannot reasonably be regarded as likely to influence an Officer in the consideration or discussion of, or in voting on, any question with respect to that contract or matter.

8 Miscellaneous

8.1 SOs to be given to Trustees and Officers of Leeds Cares.

It is the duty of the Chief Executive to ensure that existing Trustees and Officers and all new appointees are notified of and understand their responsibilities within SOs and SFIs.

8.2 Documents having the standing of SOs

SFIs, Matters Reserved to the Trustees, the Scheme of Delegation and terms of reference of Committees of the Trustees shall have effect as if incorporated into Standing Orders

8.3 Review of SOs

SOs shall be reviewed annually by the Trustees. The requirement for review extends to all documents having effect as if incorporated in SOs.

8.4 Casual Gifts

Casual gifts offered by contractors or others, e.g. at Christmas time, may not be in any way connected with the performance of duties so as to constitute an offence under the Bribery Act 2010. Such gifts should nevertheless be politely but firmly declined. Articles of low intrinsic value such as diaries or calendars, or small tokens of gratitude from patients or their relatives, need not necessarily be refused. In cases of doubt Officers and Trustees should either consult the Chief Executive or Charity Commission or politely decline acceptance.

8.5 Hospitality

Modest hospitality provided it is normal and reasonable in the circumstances, e.g. lunches in the course of working visits, may be acceptable, though it should be similar to the scale of hospitality which Leeds Cares as an employer would be likely to offer. Officers and Trustees should decline all other offers of gifts, hospitality or entertainment. If in doubt they should seek advice from the Chief Executive or Charity Commission.

Last reviewed: 28 November 2018 Board Meeting

**SCHEDULE – Charities Act 2011 Disqualification Criteria for Trustees
(as at 1 August 2018)**

UK Parliament Acts/C/CH-CN/Charities Act 2011 (2011 c 25)/Part 9 Charity Trustees, Trustees and Auditors etc (ss 177-192)/178 Persons disqualified from being charity trustees or trustees of a charity

Disqualification of charity trustees and trustees

178 Persons disqualified from being charity trustees or trustees of a charity

(1) A person ("P") is disqualified from being a charity trustee or trustee for a charity in the following cases--

Case A

P has been convicted *of any offence involving dishonesty or deception* [of--

- (a) an offence specified in section 178A;
- (b) an offence, not specified in section 178A, that involves dishonesty or deception].

Case B

P has been [made] bankrupt or sequestration of P's estate has been awarded and (in either case)--

- (a) P has not been discharged, or
- (b) P is the subject of a bankruptcy restrictions order or an interim order.

Case C

P has made a composition or arrangement with, or granted a trust deed for, creditors and has not been discharged in respect of it.

Case D

P has been removed *from the office of charity trustee or trustee for a charity* [as a trustee, charity trustee, officer, agent or employee of a charity] by an order made--

- (a) by the Commission under section [79(4)] or by the Commission or the Commissioners under a relevant earlier enactment (as defined by section 179(5)), or
- (b) by the High Court,

on the ground of any misconduct or mismanagement in the administration of the charity for which P was responsible or [which P knew of and failed to take any reasonable step to oppose,] or which P's conduct contributed to or facilitated.

Case E

P has been removed, under section 34(5)(e) of the Charities and Trustee Investment (Scotland) Act 2005 (asp 10) (powers of the Court of Session) or the relevant earlier legislation (as defined by section 179(6)), from being concerned in the management or control of any body.

Case F

P is subject to--

- (a) a disqualification order or disqualification undertaking under the Company Directors Disqualification Act 1986 or the Company Directors Disqualification (Northern Ireland) Order 2002 (SI 2002/3150 (N.I.4)), or

(b) an order made under section 429(2) of the Insolvency Act 1986 (disabilities on revocation of county court administration order).

[Case G

P is subject to--

- (a) a moratorium period under a debt relief order under Part 7A of the Insolvency Act 1986; or
- (b) a debt relief restrictions order or interim order under Schedule 4ZB to that Act.]

[Case H

P has been found to be in contempt of court under Civil Procedure Rules for--

- (a) making a false disclosure statement, or causing one to be made, or
- (b) making a false statement in a document verified by a statement of truth, or causing one to be made.

Case I

P has been found guilty of disobedience to an order or direction of the Commission on an application to the High Court under section 336(1).

Case J

P is a designated person for the purposes of--

- (a) Part 1 of the Terrorist Asset-Freezing etc Act 2010, or
- (b) the Al-Qaida (Asset-Freezing) Regulations 2011.

Case K

P is subject to the notification requirements of Part 2 of the Sexual Offences Act 2003.]

(2) Subsection (1) is subject to sections 179 to 181.

[(3) While a person is disqualified under this section in relation to a charity, the person is also disqualified from holding an office or employment in the charity with senior management functions.

(4) A function of an office or employment held by a person "(A)" is a senior management function if--

- (a) it relates to the management of the charity, and A is not responsible for it to another officer or employee (other than a charity trustee or trustee for the charity), or
- (b) it involves control over money and the only officer or employee (other than a charity trustee or trustee for the charity) to whom A is responsible for it is a person with senior management functions other than ones involving control over money.]

NOTES

Derivation

Sub-s (1) derived from the Charities Act 1993, s 72(1) (in part), the Charities and Trustee Investment (Scotland) Act 2005 (Consequential Provisions and Modifications) Order 2006, SI 2006/242, Schedule, para 6(2), the Charities Act 2006, Sch 8, para 156(2), the Enterprise Act 2002 (Disqualification from Office: General) Order 2006, SI 2006/1722, Sch 2, para 4(a), the Tribunals, Courts and Enforcement Act 2007, Sch 16, para 7(2) and the Companies Act 2006

(Consequential Amendments, Transitional Provisions and Savings) Order 2009, SI 2009/1941, Sch 1, para 139(8) (in part); sub-s (2) derived from the Charities Act 1993, s 72(1) (in part).

Initial Commencement

Specified date

Specified date: 14 March 2012: see s 355; for transitory modifications to this section please see Sch 9, para 23 thereto.

Extent

This section does not extend to Scotland: see s 356(1).

Amendment

Sub-s (1): Case A: words "of any offence involving dishonesty or deception" in italics repealed and subsequent words in square brackets substituted by the Charities (Protection and Social Investment) Act 2016, s 9(1)-(3).

Date in force (for certain purposes): 1 February 2018: see SI 2018/47, reg 2.

Date in force (for remaining purposes): 1 August 2018: see SI 2018/47, reg 3(a); for transitional provision see reg 4.

Sub-s (1): Case B: word "made" in square brackets substituted by SI 2016/481, reg 2(1), Sch 1, Pt 1, para 17(1), (3).

Date in force: 6 April 2016: see SI 2016/481, reg 1.

Sub-s (1): Case D: words "from the office of charity trustee or trustee for a charity" in italics repealed and subsequent words in square brackets substituted by the Charities (Protection and Social Investment) Act 2016, s 9(1), (2), (4)(a).

Date in force (for certain purposes): 1 February 2018: see SI 2018/47, reg 2.

Date in force (for remaining purposes): 1 August 2018: see SI 2018/47, reg 3(a); for transitional provision see reg 4.

Sub-s (1): Case D: in para (a) reference to "79(4)" in square brackets substituted by the Charities (Protection and Social Investment) Act 2016, s 4(1), (5).

Date in force: 31 July 2016: see SI 2016/815, reg 2(c).

Sub-s (1): Case D: words from "which P knew" to "step to oppose," in square brackets substituted by the Charities (Protection and Social Investment) Act 2016, s 9(1), (4)(b).

Date in force: 31 July 2016: see SI 2016/815, reg 2(h).

Sub-s (1): Case G: inserted by SI 2012/2404, art 3(2), Sch 2, para 62(1), (3).

Date in force: 1 October 2012: see SI 2012/2404, art 1; for transitional provisions see art 6 thereof.

Sub-s (1): Cases H-K: inserted by the Charities (Protection and Social Investment) Act 2016, s 9(1), (2), (5).

Date in force (for certain purposes): 1 February 2018: see SI 2018/47, reg 2.

Date in force (for remaining purposes): 1 August 2018: see SI 2018/47, reg 3(a); for transitional provision see reg 4.

Sub-ss (3), (4): inserted by the Charities (Protection and Social Investment) Act 2016, s 9(1), (2), (6).

Date in force (for certain purposes): 1 February 2018: see SI 2018/47, reg 2.

Date in force (for remaining purposes): 1 August 2018: see SI 2018/47, reg 3(a); for transitional provision see reg 4.

Transfer of Functions

Functions of the Chancellor of the Duchy under this Act, are transferred to the Minister for the Cabinet Office, by the Transfer of Functions (Elections, Referendums, Third Sector and Information) Order 2016, SI 2016/997, art 10(1), (2)(g), (3).

Document information

Charities Act 2011

Date made

14/12/2011