

STANDING ORDERS AND STANDING FINANCIAL INSTRUCTIONS

February 2021

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STANDING ORDERS

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Foreword

The proper running of the Regional Agency for Public Health and Social Well-being (elsewhere referred to as the Public Health Agency, PHA or the Agency) requires Standing Orders (SOs) and Schedules to address in particular:

- Powers reserved to the Agency Board; and
- Powers delegated by the Agency Board

The Standing Orders' reserved and delegated powers and Standing Financial Instructions provide a comprehensive business framework for the Agency.

These documents fulfil the dual role of protecting the Agency's interests (ensuring, for example, that all transactions maximise the benefit to the Agency) and those of staff carrying out their work on behalf of the Agency.

All Executive Directors, Non-Executive Directors and all members of staff shall be aware of the existence of these documents and, where necessary, be familiar with the detailed provisions required to comply fully with the regulations.

The Agency is committed to conducting its business and its meetings as publicly and openly as possible. It is intended that people shall be able to know about the services provided by the Agency and, particularly, be able to contribute to discussion about the Agency's priorities and actions.

The Agency is required to comply with all existing legislation, Department of Health (DoH) Framework Document, Management Statement/Financial Memorandum, Circulars and Regulations in so far as they impact upon the Agency's functions, activities and conduct.

The PHA's original Standing Orders and Standing Financial Instructions were approved by the Agency board at its meeting on 1 April 2009 and were subsequently forwarded to the Department.

These current Standing Orders and Standing Financial Instructions were approved by the Agency board on 18 March 2021.



Andrew Dougal
Chairperson



Olive MacLeod
Interim Chief Executive

Dated: 18 March 2021

1. Introduction - Contents

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1. Introduction

1.1 Statutory Framework

The Agency is a statutory body, which came into existence on 1 April 2009.

The Headquarters of the Agency is at 12-22 Linenhall Street, Belfast, BT2 8BS.

The Agency is governed by Statutory Instruments: HPSS (NI) Order 1972 (SI 1972/1265 NI14), the HPSS (NI) Order 1991 (SI 1991/194 NI1), the Audit and Accountability (NI) Order 2003 and the Health and Social Care (Reform) Act (Northern Ireland) 2009. Their provisions are incorporated in these Standing Orders.

As a statutory body, the Agency has specific powers to act as a regulator, to contract in its own name and to act as a corporate trustee. In the latter role it is accountable to the Charity Commission for those funds deemed to be charitable as well as to the Minister responsible for Health.

1.2 Functions of the Agency

The PHA incorporates and builds on the work previously carried out by the Health Promotion Agency, the former Health and Social Services Boards and the Research and Development office of the former Central Services Agency. Its primary functions can be summarised under three headings:

- **Improvement in health and social well-being** – with the aim of influencing wider service commissioning, securing the provision of specific programmes and supporting research and development initiatives designed to secure the improvement of the health and social well-being of, and reduce health inequalities between, people in Northern Ireland;
- **Health protection** – with the aim of protecting the community (or any part of the community) against communicable disease and other dangers to health and social well-being, including dangers arising on environmental or public health grounds or arising out of emergencies;
- **Service development** – working with the Health and Social Care

Board (HSCB) with the aim of providing professional input to the commissioning of health and social care services that meet established safety and quality standards and support innovation. Working with the HSCB, the PHA has an important role to play in providing professional leadership to the HSC.

In exercise of these functions, the PHA also has a general responsibility for promoting improved partnership between the HSC sector and local government, other public sector organisations and the voluntary and community sectors to bring about improvements in public health and social well-being and for anticipating the new opportunities offered by community planning.

The PHA acts as a corporate host for the Safeguarding Board for Northern Ireland (SBNI), supporting the SBNI by securing HR, financial and other corporate support functions. The SBNI and its objectives and functions of safeguarding and promoting the welfare of children in NI are entirely separate from that of the PHA. The PHA is accountable to the Department for the discharge of its corporate host obligations to SBNI but is not accountable for how the SBNI discharges its own statutory objectives and functions. A Memorandum of Understanding is in place which sets out in detail the respective obligations of the PHA and the SBNI.

1.3 Health and Social Care Frameworks (Ministerial Codes and Guidance)

In addition to the statutory requirements, the Minister, through the Department of Health (DoH), issues instructions and guidance. Where appropriate these are incorporated within the Agency's Standing Orders or other corporate governance documentation. Principal examples are as follows:

The Department produced the **Framework Document** (September 2011) meeting the requirement of The Health and Social Care (Reform) Act (NI) 2009, Section 5(1). The Framework Document sets out, in relation to each health and social care body:

- The main priorities and objectives of the body in carrying out its functions and the process by which it is to determine further priorities and objectives;
- The matters for which the body is responsible;

- The manner in which the body is to discharge its functions and conduct its working relationship with the Department and with any other body specified in the document; and
- The arrangement for providing the Department with information to enable it to carry out its functions in relation to the monitoring and holding to account of HSC bodies.

The **Code of Conduct and Code of Accountability for Board Members of Health and Social Care Bodies** (April 2011), was issued by the Department under cover of letter dated 18 July 2012. The Code of Accountability requires the board of the Agency to:

- Specify its requirements in terms of the accurate and timely financial and other information required to allow the board to discharge its responsibilities;
- Be clear what decisions and information are appropriate to the board and draw up standing orders, a schedule of decisions reserved to the board and standing financial instructions to secure compliance with the board's wishes;
- Establish performance and quality targets that maintain the effective use of resources and provide value for money;
- Ensure the proper management arrangements are in place for the delegation of programmes of work and for performance against programmes to be monitored and senior executives held to account;
- Establish audit and remuneration committees on the basis of formally agreed terms of reference which set out the membership of the committee, the limit of their powers, and the arrangements for reporting back to the main board; and
- Act within statutory, financial and other constraints.

The **Code of Conduct** draws attention to the requirement for public service values to be at the heart of Health and Social Care (HSC) in Northern Ireland. High standards of corporate and personal conduct are essential. Moreover, as the HSC is publically funded, it is accountable to the Northern Ireland Assembly for the services provided and for the effective and economical use of taxpayers' money. It also sets out measures to deal with possible conflicts of interest of board members.

The **Code of Practice on Openness in the HPSS** sets out the requirements for public access to information and for the conduct of

board meetings. The Agency is required to ensure appropriate compliance with the Freedom of Information Act (2000).

1.4 Financial and Performance Framework

The **Management Statement** establishes the framework agreed with the DoH within which the Public Health Agency operates. The associated **Financial Memorandum** sets out in detail certain aspects of the financial provisions which the PHA observes.

The Management Statement/Financial Memorandum (MS/FM) will be reviewed by the DoH at least every 3 years.

A copy of the MS/FM will be given to all newly appointed PHA board members and senior executive staff on appointment. Additionally the MS/FM will be tabled for information of board members at least annually at a full meeting of the PHA board. Amendments made to the MS/FM will also be brought to the attention of the full PHA board on a timely basis.

The PHA's performance framework is determined by the DoH in the light of its wider strategic aims and of current Public Service Agreement (PSA) objectives and targets. The PHA's key targets, standards and actions are defined by the DoH within the Commissioning Directions and other priorities approved by the Minister. The DoH also determines, by direction, the format and broad content of the Commissioning Plan, which is to be drawn up by the HSCB in accordance with section 8 of the Health and Social Care (Reform) Act (NI) 2009 i.e. in consultation with the PHA, having due regard for any advice or information provided by the Agency, and published only with its approval. The Commissioning Plan explains how the PHA will meet each of the targets, standards and actions for which it is deemed by the DoH to have sole or lead responsibility. The document will also set out the PHA's contribution to the commissioning process through its professional expertise.

Consistent with the timetable for Northern Ireland Executive Budgets, the PHA will submit annually to the DoH a draft of the Corporate Plan covering up to 3 years ahead; the first year of the Corporate Plan, amplified as necessary, shall form the Annual Business Plan. Plans will be subject to DoH approval. The

Corporate/Business Plan shall be published by the PHA and made available on its website (www.publichealth.hscni.net)

The PHA will comply in full with the control framework requirements set out in the MS/FM issued by the DoH.

The PHA shall publish an annual report of its activities, including the required extracts from its audited accounts, after the end of each financial year in line with the timescales set out by the DoH.

The PHA has a number of financial targets and policies within which it is obliged to operate. These are as follows:

- to break even on its Income and Expenditure Account year on year and to maintain its Net Current Assets;
- to maintain annual management and administration costs at or below limits set by the Department;
- to stay within its cash limit for the year;
- to promote financial stability in the HSC;
- to operate within the Resource Limits, both Capital and Revenue set by the Department; and
- to comply with the Confederation of British Industry “Better Payments Practice Code” and the Late Payment of Commercial Debts (No2) Regulations 2013 which advocates:
 - explaining payment procedures to suppliers;
 - agreeing payment terms at the outset and sticking to them;
 - paying bills in accordance with agreed terms, or as required by law;
 - telling suppliers without delay when an invoice is contested and settling quickly when a contested invoice gets a satisfactory response; and
 - payment to be made within agreed terms or 30 working days of the receipt of goods or valid invoice, failure to do so may permit businesses to charge statutory interest on overdue payments.

1.5 Delegation of Powers

The Agency board is given powers as follows:

Subject to such directions as may be given by the Department of Health, the Agency board may make arrangements for the exercise, on behalf of the Agency, of any of its functions by a Committee, sub-Committee or joint Committee, appointed by virtue of Standing Order 4.1, or by an officer of the Agency, in each case subject to such restrictions and conditions as the Agency board thinks fit.

Delegated Powers are covered in separate sections of this document entitled Powers Reserved to the Agency board (Standing Order 2) and Powers Delegated by the Agency board (Standing Order 3).

1.6 Interpretation

Save as permitted by law, at any meeting the Chairperson of the Agency board shall be the final authority on the interpretation of Standing Orders (on which he/she shall be advised by the Chief Executive and/or Secretary to the board.)

Any expression to which a meaning is given in the Health and Personal Social Services Orders of 1972 or 1991 and the Health and Social Care (Reform) Act (Northern Ireland) 2009 shall have the same meaning in this interpretation and in addition:

“Accounting Officer” shall be the Chief Executive (as specified by the DoH Permanent Secretary as Accounting Officer). She/he shall be responsible for ensuring the proper stewardship of public funds and assets.

“Agency or Public Health Agency (PHA)” means the Regional Agency for Public Health and Social Well-being

“board” shall mean the Chairperson, and Non-Executive (or non-officer) members of the Agency, appointed by the Minister with responsibility for Health and the Executive (or officer) members appointed by the PHA board.

“BSO” means Regional Business Services Organisation.

“Budget” means a resource, expressed in financial terms, approved by the board for the purpose of carrying out, for a specific period, any or all of the functions of the Agency.

“Budget holder” means the Director, Assistant Director or other named senior manager with delegated authority to manage finances for a specific area of the organisation.

“Chairperson” is the person appointed by the Minister to lead the Agency board and to ensure that it successfully discharges its responsibility for the Agency as a whole. The expression the ‘Chairperson of the board’ shall be deemed to include the member of the board deputising for the Chairperson if he/she is absent from the meeting or is otherwise unavailable.

“Chief Executive” means the chief officer of the Agency.

“Commissioning” is an ‘end to end’ process comprising assessment of need, prioritising need within available resources, building capacity of the population to improve their own health and wellbeing, engaging with stakeholders, securing – through service and budget agreements – the delivery of value for money services that meet standards and service frameworks for safe quality care: safeguarding the vulnerable and using investment, performance management and other initiatives to develop and reform services.

“Contracting and procurement” means the systems for obtaining the supply of goods, materials, manufactured items, services, building and engineering services, works of construction and maintenance and for disposal of surplus and obsolete assets.

“Committee” shall mean a Committee created by the board either for its own good governance or by Departmental direction or by Legislation.

“Committee members” shall be persons formally appointed by the board to sit on or to chair specific Committees.

“Co-opted member” means a person who may be appointed by the board as necessary or expedient for the performance of the board’s functions (without voting rights).

“Department” means the Department of Health (DoH). The term Department does appear as part of the title of other Government organisations and in these instances the title is given in full.

“Director” – there may be three categories - Executive Director means an officer member of the board, Non-Executive Director means a non-officer member of the board and the term Director may also be applied to a functional Director of the Organisation.

“Director of Finance” – means the Director of Finance for the HSCB, who also acts as the Director of Finance for the PHA.

“Head of Internal Audit” means the lead manager responsible for Internal Audit Provision and shall include external providers or agents of internal audit services

“HSC” refers to Health and Social Care (this was previously known as HPSS and references to HPSS relate to previously published documents).

“HSCB” means the Regional Health and Social Care Board.

“Legal advisors” means the properly qualified person(s) appointed by the board to provide legal services

“Local Commissioning Groups” (LCGs) means committees of the Regional Health and Social Care Board (HSCB) established to exercise such functions to the commissioning of health and social care as may be prescribed by the DoH or HSCB.

“Member” shall mean non-executive Director (Non-Officer Member) or Executive Director (Officer Member) of the board, but excludes the Chairperson.

“Minister” means the Minister for Health in the Northern Ireland Assembly

“Nominated officer” means an officer charged with the responsibility for discharging specific tasks within Standing Orders and Standing Financial Instructions.

“Non-officer member” means a member of the board appointed under the Health and Social Care (Reform) Act (Northern Ireland) 2009.

“Officer” shall mean an employee of the Agency. In certain circumstances, an officer may include a person who is employed by

another HSC organisation or by a Third Party contracted to or by the Organisation who carries out functions on behalf of the Organisation.

“Officer member” means a member of the board who is a member by virtue of or appointed under the Health and Social Care (Reform) Act (Northern Ireland) 2009.

“PCC” means the Patient and Client Council.

“Public” means any person who is not a board member or a member of staff servicing the board meeting and shall include any person with the status of observer.

“Secretary” means a person who is independent of the board’s decision making process and who shall be appointed, by the board, to have responsibility for the administration of the board of the Agency.

“SFIs” is an abbreviation for Standing Financial Instructions.

“SOs” is an abbreviation for Standing Orders.

“Sub-Committee” means a committee of a committee created by the board.

“Vice-Chairperson” means a non-executive director who may be appointed by the board to take on the Chairperson’s duties if the Chairperson is absent for any reason.

“Voting member” means the Chairperson, non-executive directors and officer members of the board

2. Powers Reserved to the Agency Board - Contents

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2.3.6 Dialogue with Local Community

2.3.7 Clinical and Social Care Governance and Risk Management

2.3.8 Additional Functions

2.1 Introduction

The matters reserved to the Board of each HSC Organisation are derived from the **Code of Conduct and Code of Accountability** (April 2011) issued by the Department on 18 July 2012. The **Code of Conduct and Code of Accountability** applies to the board of the Agency created through the Health and Social Care (Reform) Act (Northern Ireland) 2009.

Section 7 of the Code of Accountability directs that HSC boards have corporate responsibility for ensuring that the organisation fulfils the aims and objectives set by the Department/Minister, and for promoting the efficient, economic and effective use of staff and other resources. To this end, the board shall exercise the following functions:

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

2.2 Composition of the board

In accordance with the Constitution Regulations, the composition of the board consists of 8 non-executive (non-officer) members and four officer members as well as representatives from the Health and

Social Care Board (Finance Director and Social Services Director) and the Patient Client Council. The composition of the board is set out in detail in **Section 5.1.3** which also describes members' roles.

2.3 Key Functions of the Agency board

The attached Schedule of Powers Reserved to the Agency board is sub-divided to correspond with the key functions specified above.

These matters are to be regarded as a guideline to the minimum requirement and shall not be interpreted so as to exclude any other issues which it might be appropriate, because of their exceptional nature, to bring to the board.

The Chairperson, in consultation with the Chief Executive, shall determine whether other issues out with the following schedules of reserved powers shall be brought to the board for consideration.

**STANDING ORDERS
SCHEDULE OF POWERS RESERVED TO THE AGENCY BOARD**

**2.3.1
Establish Strategic Direction**
To establish the *strategic direction* of the Agency within the policies and resources framework determined by the Department/Minister.

	ITEMS	RESPONSIBILITY/TASK	CONTROLS	LEAD PERSON
A	Programme for Government	Approve response to consultation	*Within timescale set by Government for response	Director of Operations
B	Commissioning Plan	Approve annual Joint Commissioning Plan to achieve DoH Commissioning Directions and advance PHA objectives	By 31 March each year or as soon as practicable thereafter within DoH timescales	Director of Operations
C	Northern Ireland Budget proposals	Approve response to consultation	*Within timescale set by Government for response	Director of Operations
D	Agency Financial Plan	Approve recurrent expenditure proposals annually	By 31 March each year consistent with DoH principles of 'Promoting Financial Stability'	Director of Finance
E	Departmental (DoH) Strategic Proposals	Approve response to Departmental consultation proposals	As determined by consultative documents	Appropriate Executive Director

**STANDING ORDERS
SCHEDULE OF POWERS RESERVED TO THE AGENCY BOARD**

**2.3.1
Establish Strategic Direction**
To establish the *strategic direction* of the Agency within the policies resources framework determined by the Department/Minister.

	ITEMS	RESPONSIBILITY/TASK	CONTROLS	LEAD PERSON
F	Other Departmental proposals which relate to Public Health and Social Well-Being	Approve response to consultative proposals	As determined by consultative documents	Appropriate Executive Director
G	Strategic plans and processes identified by the Agency on specific Public Health and Social Well-being issues	Approve the strategy and agree action plans and monitoring arrangements	As they arise	Appropriate Executive Director
H	Approval of New/Revised Agency Policy, as appropriate	Consider the implications of any proposals to introduce new or revised policy including the identification of any significant financial risk	Affordability within Department expenditure limits and other statutory controls	Appropriate Executive Director to identify all significant financial or other implications

**STANDING ORDERS
SCHEDULE OF POWERS RESERVED TO THE AGENCY BOARD**

**2.3.2
Monitoring Performance**
To oversee the delivery of planned results by *monitoring performance* against objectives and ensuring corrective action is taken as necessary.

	ITEMS	RESPONSIBILITY/TASK	CONTROLS	LEAD PERSON
A	Ministerial Priorities and Objectives	Monitor performance against Ministerial priorities and objectives as set out in the Commissioning Plan Directions and ensure corrective action is taken.	Periodic reports as prescribed by the DoH.	Director of Operations and appropriate Executive Director
B	Service agreement performance	Monitor performance of providers against service agreements, ensure corrective action is taken and ensure appropriate action plans are pursued with providers	Monthly and quarterly reports supplemented by additional monitoring of specific issues on an as needs basis	Director of Operations and appropriate Executive Director
C	Monitoring the public health and social well-being of the population	To monitor trends and identify critical issues for Department	Annual/periodic as specified by Department	Director of Public Health
D	Staffing Levels	Monitor staffing levels and approve submission to Equality Commission.	Submission of three yearly returns	Chief Executive or Designated Director

**STANDING ORDERS
SCHEDULE OF POWERS RESERVED TO THE AGENCY BOARD**

**2.3.2
Monitoring Performance**
To oversee the delivery of planned results by *monitoring performance* against objectives and ensuring corrective action is taken as necessary.

	ITEMS	RESPONSIBILITY/TASK	CONTROLS	LEAD PERSON
E	Section 75: Statutory Duties/ Responsibilities	Statement of the Agency's commitment to fulfilling its Section 75 statutory duties, including procedures for measuring performance	Schedule 9 N.I. Act 1998 Annual Report to Equality Commission by 31 August	Chief Executive/ Director of Operations
F	Complaints Monitoring	Monitor complaints handling and contribute to regional policy and approve annual report	Annual report	Director of Nursing and Allied Health Professions

**STANDING ORDERS
SCHEDULE OF POWERS RESERVED TO THE AGENCY BOARD**

**2.3.3
Financial Stewardship**
To ensure effective *financial stewardship* through value for money, financial control and financial planning and strategy.

	ITEMS	RESPONSIBILITY/TASK	CONTROLS	LEAD PERSON
A	Financial Performance Framework	To ensure that the Agency achieves its financial performance targets	As determined by the Department	Chief Executive
B	Annual Financial Plan including Commissioning Plan and Commissioner costs	Approve plan within Departmental expenditure limits	By 31 March each year	Director of Finance
C	Monitoring	Consider monthly monitoring reports including: <ul style="list-style-type: none"> • Health improvement • Health protection • Screening • Commissioning input • Research and Development • PHA Management and Administration 	Monthly	Director of Finance

2.3.3**Financial Stewardship**

To ensure effective *financial stewardship* through value for money, financial control and financial planning and strategy.

	ITEMS	RESPONSIBILITY/TASK	CONTROLS	LEAD PERSON
D	Agency Capital Expenditure & Disposal of Assets			
D (i)	Agency Capital expenditure	Consider submissions & authorise expenditure	Expenditure proposals in excess of £50,000	Chief Executive
D (ii)	Disposal of Agency Assets	Consider submissions, approve decision and means of disposal	Net book value in excess of £50,000	Director of Operations
E (i)	Annual Accounts (and supporting financial excerpt in the Annual Report)	Approve for submission to Department and for inclusion in Annual Report	Recommended for approval by Governance and Audit Committee. To include detailed scrutiny of reconciliation to board approved Financial Plan	Chief Executive/Director of Finance
E (ii)	Report to those charged with Governance	Consider recommendations and approve requisite action plan and response to External Auditor	Each year following recommendation by Governance and Audit Committee	Director of Operations/Director of Finance
E (iii)	Fraud prevention and detection	Receive assurance from the Governance and Audit Committee	Annual report from Committee	Director of Finance/Director of Operations

**STANDING ORDERS
SCHEDULE OF POWERS RESERVED TO THE AGENCY BOARD**

**2.3.4
Corporate Governance & Personal Behaviour and Conduct**
To ensure that high standards of *corporate governance* and personal behaviour are maintained in the conduct of the business of the whole organisation.

	ITEMS	RESPONSIBILITY/TASK	CONTROLS	LEAD PERSON
A	Schedule of Matters Reserved to the board	Approve new or revised versions	Following consideration & recommendation by Governance and Audit Committee	Chief Executive
B	Scheme of Delegation of Powers	Approve new or revised versions	Following consideration & recommendation by Governance and Audit Committee	Chief Executive
C	Standing Financial Instructions	Approve new or revised versions	Following consideration & recommendation by Governance and Audit Committee	Director of Operations/Director of Finance
D	Conduct of board Meetings	Approve new or revised versions	If/When required or revised	Chief Executive
E	Scheme of Delegation of Specific Statutory Functions.	Approve new or revised versions and submission to DoH for approval	Within 3 months of new legislation being implemented.	Appropriate Executive Director

**STANDING ORDERS
SCHEDULE OF POWERS RESERVED TO THE AGENCY BOARD**

**2.3.4
Corporate Governance & Personal Behaviour and Conduct**
To ensure that high standards of *corporate governance* and personal behaviour are maintained in the conduct of the business of the whole organisation.

	ITEMS	RESPONSIBILITY/TASK	CONTROLS	LEAD PERSON
F (i)	Assurances on Internal Control	Approval of a PHA Governance Framework, setting out the key components of governance within the PHA; Approval/adoption of the PHA Assurance Framework, which provides assurances on the effectiveness of the system of internal control	Recommended for approval by the Governance and Audit Committee	Chief Executive
F (ii)	Statements on Internal Control (Governance Statement and Mid Year Assurance Statement)	Confirms that a sound system of internal control that supports the achievement of the organisation's policies, aims and objectives whilst safeguarding public funds and assets has been established and is in place	Recommended for approval by Governance and Audit Committee in time to meet Department reporting timetable	Chief Executive/Director of Operations

**STANDING ORDERS
SCHEDULE OF POWERS RESERVED TO THE AGENCY BOARD**

**2.3.4
Corporate Governance & Personal Behaviour and Conduct**
To ensure that high standards of *corporate governance* and personal behaviour are maintained in the conduct of the business of the whole organisation.

	ITEMS	RESPONSIBILITY/TASK	CONTROLS	LEAD PERSON
G	PHA Corporate Plan	Production of a Corporate Plan covering up to three years ahead, with an annual business plan. Regular monitoring reports	Three yearly Annually	Chief Executive/Director of Operations
H	PHA board Committees	Approve establishment, terms of reference, membership & reporting arrangements of board Committees: <ul style="list-style-type: none"> • Governance and Audit Committee • Remuneration & Terms of Service Committee • Others as required or directed 	Following recommendation for approval by Governance and Audit Committee & for submission to Department for final approval	Chair/Chief Executive

**STANDING ORDERS
SCHEDULE OF POWERS RESERVED TO THE AGENCY BOARD**

**2.3.4
Corporate Governance & Personal Behaviour and Conduct**
To ensure that high standards of *corporate governance* and personal behaviour are maintained in the conduct of the business of the whole organisation.

	ITEMS	RESPONSIBILITY/TASK	CONTROLS	LEAD PERSON
I	PHA board sub-committees (defined as a committee of a committee)	Approve establishment, terms of reference, membership and reporting arrangements of board sub-committees	Section 8 of Health and Social care reform ad NI 2009	Chief Executive/Director of Operations
J	*Advisory and other Committees	There may be a range of committees to advise the board. These may be set up by statute or regulation but are not delegated a power reserved to the board	Appropriate advice notified to board	Appropriate Executive Director
K	Declaration of Chairperson and Members' Interests	board Members' Interests to be declared and recorded in minutes	Within 4 weeks of a change or addition; to be entered in Register available for scrutiny by public in Agency offices or at board meetings and on the PHA website	Board Members

**STANDING ORDERS
SCHEDULE OF POWERS RESERVED TO THE AGENCY BOARD**

**2.3.4
Corporate Governance & Personal Behaviour and Conduct**
To ensure that high standards of *corporate governance* and personal behaviour are maintained in the conduct of the business of the whole organisation.

	ITEMS	RESPONSIBILITY/TASK	CONTROLS	LEAD PERSON
L	Code of Conduct and Code of Accountability:			
L (i)	Implementation of measures to ensure authorised officers behave with propriety, i.e. withdrawal from discussion where there is a potential perception of a conflict of interest	Approve measures to ensure that all Directors and staff are aware of the public service values which must underpin their conduct	Code of conduct and code of accountability April 2011	Chief Executive
L (ii)	Concerns of Staff & Others	Ensure arrangements are in place to guarantee that concerns expressed by staff & others are fully investigated & acted upon as appropriate and that all staff are treated with respect	The Public Interest Disclosure (NI) Order 1998 (whistle blowing) and aligned with DoH Circular HSS(F) 07/2009 "Whistleblowing" – New circular issued HSC(F) 32-2015 with details of DoF good practice guide	Chief Executive
M	ALB Board Self-Assessment Tool	Review actions and agree Board self-assessment	DoH ALB Board Self-Assessment tool and guidance	Board Members

**STANDING ORDERS
SCHEDULE OF POWERS RESERVED TO THE AGENCY BOARD**

2.3.5
Appoint, Appraise & Remunerate Senior Executives
To appoint, appraise and remunerate senior executives

	ITEMS	RESPONSIBILITY/TASK	CONTROLS	LEAD PERSON
A	Executive Director Appointments	Ensure that proper arrangements are in place for the composition of interview panels for the appointment of Executive Directors	Panel composition in accordance with Agency selection and recruitment policies	Chief Executive
B	Terms and Conditions	Scrutinise decisions of the Remuneration & Terms of Service Committee		Chairperson of board
C	Remuneration	Scrutinise decisions of the Remuneration & Terms of Service Committee for the total remuneration package of Executive Directors to assure compliance with Ministerial/Departmental direction	Annually In line with current approved terms including Salary review and Performance Related Pay arrangements Including any termination payments	Chairperson of board

**STANDING ORDERS
SCHEDULE OF POWERS RESERVED TO THE AGENCY BOARD**

**2.3.6
Dialogue with Local Community**
To ensure that there is *effective dialogue between the organisation and the local community* on its plans and performance and that these are responsive to the community's needs.'

	ITEMS	RESPONSIBILITY/TASK	CONTROLS	LEAD PERSON
A	Board Meetings	To hold meetings in public	Monthly or as agreed by board. Only exceptional categories of items to be considered in a section of the meeting not open to the public	Chairperson
B	Meeting with Patient and Client Council (PCC)	To convene meeting with PCC	* Annually or to be determined	Chairperson
C	Consultation	Invite & receive views from the Public on proposals for strategic change	Consistent with Departmental guidance on consultation and processes	Appropriate Executive Director
D	Personal and Public Involvement; Requirement to introduce a consultation scheme	For submission to DoH	Section 19 and 20 Health and Social Care (Reform) Act (NI) 2009	Director of Nursing and Allied Health Professions

**STANDING ORDERS
SCHEDULE OF POWERS RESERVED TO THE AGENCY BOARD**

**2.3.6
Dialogue with Local Community**
To ensure that there is *effective dialogue between the organisation and the local community* on its plans and performance and that these are responsive to the community's needs.'

	ITEMS	RESPONSIBILITY/TASK	CONTROLS	LEAD PERSON
E	Annual Report	Approve report	To be signed by Chairperson and Chief Executive & submitted to DoH by due date	Chief Executive
F	Monitoring of Services	Ensure dissemination of service monitoring and other relevant reports to a cross section of interest groups and community organisations	Reports and follow up of specific issues on an as needs basis.	Chief Executive/other appropriate Executive Directors

**STANDING ORDERS
SCHEDULE OF POWERS RESERVED TO THE AGENCY BOARD**

**2.3.7
Clinical and Social Care Governance and Risk Management**
To ensure that the Agency has robust and effective arrangements in place for clinical and social care governance and risk management

	ITEMS	RESPONSIBILITY/TASK	CONTROLS	LEAD PERSON
A	PHA Corporate Risk Register	Approval of a fully functioning PHA Corporate Risk Register, which is supported by Directorate Risk Registers	Governance and Audit Committee reviews quarterly; PHA board reviews annually	Director of Operations/Appropriate Director

**STANDING ORDERS
SCHEDULE OF POWERS RESERVED TO THE AGENCY BOARD**

**2.3.8
Additional Functions**

	ITEMS	RESPONSIBILITY/TASK	CONTROLS	LEAD PERSON
C	<p>Public Health</p> <p>Annual Report</p>	<p>Scrutinise and receive for submission to DoH</p>	<p>Annually</p>	<p>Director of Public Health/Medical Director</p>
D	<p>Appointment of members to board committees</p>	<p>Approval of appointment of members to board committees where such persons are not members of the Public Health Agency for onward submission to the Department of Health for formal approval</p>	<p>Schedule 2 Section 7, Health and Social Care (Reform) Act (NI)</p>	<p>Director of Operations</p>

3. Powers Delegated by the Agency Board - Contents

3.1 Arrangements for Delegation by the Agency Board

3.1.1 Introduction

3.1.2 Urgent Decisions

3.1.3 Delegation to Committees

3.1.4 Delegation to Officers

3.1.5 Decision Tree - Flowchart

3.2 Chief Executive's Scheme of Delegation

3.3 Statutory Schemes of Delegation

3.4 Administrative Schemes of Delegation

3.4.1 Custody of Seal

3.4.2 Sealing of Documents

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3.4.6 Procedure for Delegating Power to Authorise
& Approve Expenditure

3.4.7 Procedure for Quotations and Tendering

3.4.8 Use of Management Consultants

3.5 Financial Schemes of Delegation.

3.5.1 Procedure for Delegation of Budgets

3.5.2 Authorisation & Approval of Payroll Expenditure

3.5.3 Authorisation & Approval of Non Payroll
Expenditure

3.5.4 Authority to Initiate and Approve Cash Advances

3.1 Arrangements for Delegation by the Agency Board

3.1.1 Introduction

Subject to such directions as may be given by the DoH, the PHA may make arrangements for the exercise, on behalf of the board, of any of its functions by a Committee, sub-Committee or joint Committee, appointed by virtue of SO 4 below or by an officer of the Agency board, or by another officer, in each case subject to such restrictions and conditions as the board thinks fit.

The HPSS (NI) Order 1972 and the HPSS (NI) Orders 1991 and 1994 and the Health and Social Care (Reform) Act (Northern Ireland) 2009 allow for functions of the board to be carried out on behalf of the board by other people and bodies, in the following ways:

- By a Committee or sub Committee or officer of the board or another HSC Board; and
- by a joint Committee or joint sub-Committee of the board and one or more other Boards.

Where functions are delegated: this means that although the carrying out of the function (i.e. day to day running) is delegated to another body, the Agency board retains the responsibility for the service.

The board of the Agency may also delegate statutory functions to HSC Trusts in accordance with the provisions of the HPSS (NI) Order 1994.

3.1.2 Urgent Decisions

Where decisions which would normally be taken by the board need to be taken between meetings, and it is not practicable to call a meeting of the board, the Chairperson, in consultation with the Chief Executive, shall be authorised to deal with the matter on behalf of the board. Such action shall be reported to board members via email/phone with a formal report delivered at the next meeting.

3.1.3 Delegation to Committees

The PHA shall, in accordance with Paragraph 7 of Schedule 2 of the Health and Social Care (Reform) Act (Northern Ireland) 2009, appoint a number of committees.

The PHA has established two Committees:

- Governance and Audit Committee; and
- Remuneration and Terms of Service Committee.

The terms of reference pertaining to each are set out in appendices 4 and 5 to the Standing Orders.

The Agency board may also establish other Committees or sub-Committees as appropriate, including a Joint Committee or a Joint sub-Committee between the PHA and the HSCB to facilitate inter-organisational working.

The board shall agree the delegation of executive powers to be exercised by committees, or sub-committees, or joint committees, which it has formally constituted. The constitution and terms of reference of these committees, or sub-committees, or joint committees, and their specific executive powers shall be approved by the board.

The board shall agree any amendment to the delegation of executive powers to be exercised by Committees, or sub-Committees, or joint-Committees, which it has formally constituted, as part of the annual review of Standing Orders, or as required.

3.1.4 Delegation to Officers

The Chief Executive shall exercise those functions of the board, which are not reserved to the board or delegated to a Committee, sub-Committee or joint-Committee, on behalf of the board. The Chief Executive shall determine which functions she/he shall perform personally and shall delegate to nominated officers the remaining functions for which she/he shall still retain accountability to the board.

The Chief Executive shall prepare a Scheme of Delegation identifying her/his proposals which shall be considered and approved by the board, subject to any amendment agreed during discussion. The Chief Executive may periodically propose amendment to the Scheme of Delegation, which shall be considered and approved by the board as indicated above.

Nothing in the Scheme of Delegation shall impair the discharge of the direct accountability to the board of the Director of Operations, the

Director of Public Health/Medical Director, the Director of Nursing and Allied Health Professions or any other Officer to provide information and advise the board in accordance with statutory requirements. Outside these statutory requirements the roles of the Director of Operations, the Director of Public Health/Medical Director, the Director of Nursing and Allied Health Professions and all other Officers shall be accountable to the Chief Executive for operational matters.

The arrangements made by the board as set out in the Powers Reserved to the Agency board and Powers Delegated by the Agency board (SOs 2 & 3) shall have effect as if incorporated in these Standing Orders.

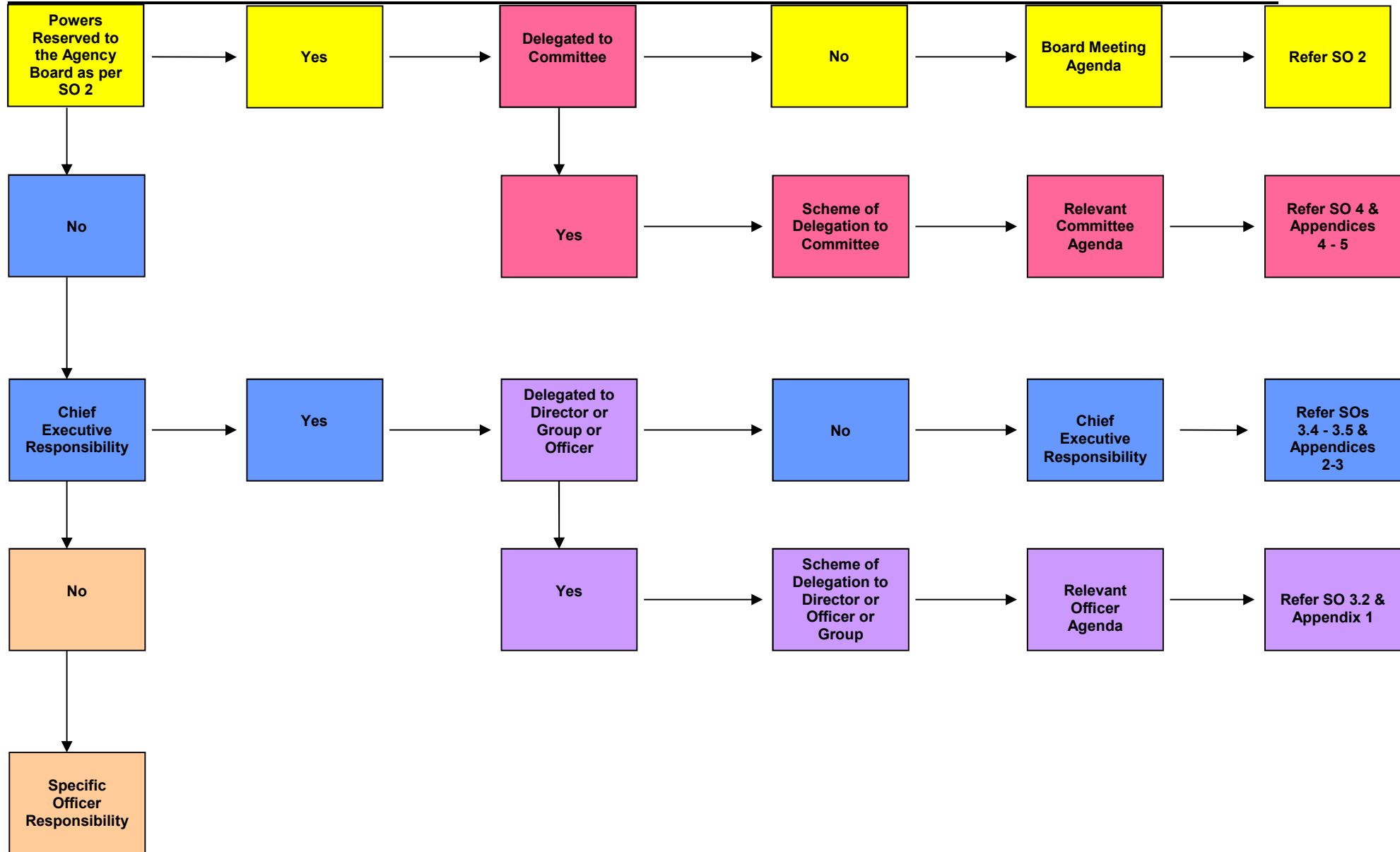
3.1.5 Decision Tree - Flowchart

The flowchart overleaf seeks to show the decision tree for the powers and responsibilities that are:

- Reserved to the Agency board;
- delegated by the Agency board to committees;
- exercised by the Chief Executive for which he/she is personally accountable to the Agency board;
- delegated by the Chief Executive to nominated officers; and
- specific Officer responsibility for example Director of Public Health/Medical Director.

Flowchart

POWERS RESERVED TO THE AGENCY BOARD AND DELEGATED BY THE BOARD - DECISION TREE



3.2 Chief Executive's Scheme of Delegation

The Chief Executive will delegate specific areas of the board's responsibility which are not reserved to the board and may be delegated to a Director, Group or Officer. The Chief Executive's Scheme of Delegation is set out in Appendix 1 and corresponds to the purple section of the Decision Tree Flowchart (SO 3.1.4).

3.3 Statutory Schemes of Delegation

None applicable to the Agency at this time.

3.4 Administrative Schemes of Delegation

3.4.1 Custody of Seal

The Common Seal of the Agency shall be kept by the Chief Executive (or Secretary) in a secure place.

3.4.2 Sealing of Documents

The Seal of the Agency shall not be fixed to any documents unless the sealing has been authorised by a resolution of the board or of a Committee thereof, or where the board has delegated its powers. Before any building, engineering, property or capital document is sealed it must be approved and signed by the Director of Operations (or an officer nominated by her/him) and authorised and countersigned by the Chief Executive (or an officer nominated by her/him who shall not be within the originating directorate).

3.4.3 Register of Sealing

An entry of every sealing shall be made and numbered consecutively in a book provided for that purpose, and shall be signed by the persons who shall have approved and authorised the document and those who attested the seal. An application of the Common Seal shall be reported to the board at the next formal meeting. The report shall contain details of the seal number, the description of the document and date of sealing.

3.4.4 Signature of Documents

Where the signature of any document shall be a necessary step in legal proceedings involving the Agency, it shall be signed by the Chief Executive, unless any enactment otherwise requires or authorises, or the board shall have given the necessary authority to some other person for the purpose of such proceedings.

The Chief Executive or nominated officers shall be authorised, by resolution of the board, to sign on behalf of the Agency any agreement or other document not requested to be executed as a deed, the subject matter of which has been approved by the board or any Committee or sub-Committee thereof or where the board has delegated its powers on its behalf.

3.4.5 Delegation of Budgets for Agency Administration

Each year, on behalf of the Chief Executive, the Director of Operations will bring forward for AMT consideration and approval, a schedule of budgetary delegation to individual Directors of the Agency's budget for management and administration expenditure within the financial limits specified by DoH.

3.4.6 Procedure for Delegating Power to Authorise & Approve Expenditure

Each year on behalf of the Chief Executive, the Director of Operations will bring forward for AMT consideration and approval, a schedule of delegated authority for authorisation and approval of specific expenditure by Director – nominated individuals and their associated authorisation and approval limits. Following approval these will be shared with the Director of Finance and the Business Services Organisation (BSO) to ensure only authorised individuals commit the Agency to expenditure within approved monetary limits.

3.4.7 Procedure for Quotations and Tendering

Procedures for tendering and contracting are set out in section 8 of the Standing Financial Instructions. The tendering and contracting for most services and supplies to the PHA will be undertaken by Procurement and Logistics Service (PALS) of the BSO in its role as a recognised centre of procurement expertise. Certain specified areas of procurement e.g. health improvement commissioning/procurement will be reserved to the

board/Chief Executive and delegated to nominated committees/officers of the PHA.

3.4.8 Use of Management Consultants

DoH retains strict control over the use of Management Consultants and specifies the delegated limits within which the PHA may select and appoint consultants, using its tendering and contracting procedure. The PHA and its officers must comply with the most recent DoH guidance, as set out in Circulars HSC(F) 25/2012 and HSC(F) 48/2012. In particular the DoH must be advised of **ALL** proposals to use External Management Consultants in advance with **prior** approval from the Minister and/or Department of Finance (DoF) where the anticipated cost is £10,000 or above. Additionally, any proposal to use External Management Consultants which proposes a Direct Award Contract (any level of cost) must also have **prior** approval from the Permanent Secretary of the DoH.

Further detail is set out in The Administrative Schemes of Delegation, Appendix 2 (section 3.4.8).

The Administrative Schemes of Delegation are set out in Appendix 2 and correspond to the blue section in the Decision Tree Flowchart (SO 3.1.4):

3.5 Financial Schemes of Delegation

The following Financial Schemes of Delegation are set out in Appendix 3 and correspond to the blue section in the Decision Tree Flowchart (SO 3.1.4):

- 3.5.1 Procedure for Delegation of Budgets;
- 3.5.2 Authorisation & Approval of Payroll Expenditure;
- 3.5.3 Authorisation & Approval of Non Payroll Expenditure; and
- 3.5.4 Authority to Initiate and Approve Cash Advances.

4. Agency board Committees - Contents

The arrangements for Powers Delegated to Committees on behalf of the board are outlined in the pink section of the Decision Tree Flowchart (SO 3.1.4).

4.1 Appointment of Committees

4.2 Committees

4.1 Appointment of Committees

Subject to such directions as may be given by the Minister, the board may and, if directed by the Department, shall appoint Committees of the Agency board, or together with one or more other bodies appoint a Joint Committee consisting, in either case, wholly or partly of the Chairperson and members of the board or other bodies or wholly of persons who are not members of the board or other bodies in question.

A Committee or Joint Committee appointed under this Standing Order may, subject to such directions as may be given by the Minister, the board or other bodies, appoint sub-Committees consisting wholly or partly of members of the Committee or Joint Committee (whether or not they are members of the board or other bodies in question) or wholly of persons who are not members of the board or other bodies or the Committee of the board or other bodies in question.

The Standing Orders of the board, as far as they are applicable, shall apply, as appropriate, to meetings of any Committees established by the board.

Each Committee shall have such terms of reference and powers, membership and be subject to such reporting back arrangements as the board shall decide. Such terms of reference shall have effect as if incorporated into the Standing Orders.

Where Committees are authorised to establish sub-Committees they may not delegate executive powers to the sub-Committee unless expressly authorised by the board.

The board shall approve the appointments to each of the Committees, which it has formally constituted. Where the board determines, and regulations permit, that persons, who are neither members nor officers,

shall be appointed to a Committee the terms of such appointment shall be within the powers of the board as defined by the Minister. The board shall define the powers of such appointees and shall agree the terms of their remuneration and/or reimbursement for loss of earnings and/or expenses.

Where the board is required to appoint persons to a Committee and/or to undertake statutory functions as required by the Minister; and where such appointments are to operate independently of the board such appointment shall be made in accordance with the regulations laid down by the Minister.

See also SO 5.2.24 on Potential Conflicts of Interest.

4.2 Committees

Board Committees

Refer to:

Appendix

- | | |
|---|---|
| • Governance and Audit Committee | 4 |
| • Remuneration and Terms of Service Committee | 5 |

Other board Committees may established as necessary

Sub Committees

* To be determined

Joint Committees

* To be determined

5. Conduct of Agency Board Business - Contents

5.1 Constitution and Remit of Agency

5.2 Procedures for Meetings

5.1 Constitution and Remit of Agency

5.1.1 Constitution

All business shall be conducted in the name of the Agency.

All funds received in trust shall be held in the name of the Agency board as corporate trustee of the Agency.

5.1.2 Remit

The powers of the Agency established under statutory instruments shall be exercised by the Agency board meeting in public session except as otherwise provided for in SO 3.

The board shall define and regularly review the functions it exercises on behalf of the Minister.

The board has resolved that the board may only exercise certain powers and decisions in formal session. These powers and decisions are set out in 'Powers Reserved to the Agency board' SO 2.3.1-7 and have effect as if incorporated into the Standing Orders.

5.1.3 Composition of the Board

The Department of Health determines the composition of the Agency board, which is currently as follows:

- A Chairperson appointed by the DoH;
- a prescribed number of persons appointed by the DoH;
- the chief officer of the PHA;
- such other officers of the PHA as may be prescribed;
- not more than a prescribed number of other officers of the PHA appointed by the Chairperson and the members specified the points above; and

- a prescribed number of members of district councils as appointed by the DoH.

Except in so far as regulations otherwise provide, no person who is an officer of the PHA may be appointed as the Chairperson or by the DoH. Regulations may provide that all or any of the persons appointed by the DoH must fulfil prescribed conditions or hold posts of a prescribed description.

Details of board members are as follows:

The Chairperson

The role of the Chairperson is outlined in Appendix 7.

Non Officer Members

- 5 Non-Executive Directors (Non-specified);
- 2 Non-Executive Directors (Local Government Representatives);

The Officer Members are

- Chief Executive;
- Director of Nursing and Allied Professions;
- Director of Operations;
- Director of Public Health/Medical Director; and
- Any other Officer who the Chief Executive determines should be a member of the Agency Management Team.

Others in Attendance at board meetings

The Director of Quality Improvement, PHA as well as the Director of Social Care & Children and the Director of Finance, HSCB or their deputies, will attend all Agency board meetings and have attendance and speaking rights.

A representative from the Patient and Client Council (PCC) will be in attendance.

5.1.4 The Agency Management Team comprises:

- Chief Executive;
- Director of Public Health/Medical Director;
- Director of Nursing/Allied Health Professionals;
- Director of Operations;
- Director of Quality Improvement
- Director of Social Care and Children, HSCB;
- Director of Finance, HSCB;
- Director of Human Resources, BSO, and
- Any other Officer who the Chief Executive determines should be a member of the Agency Management Team.

Details of the role and remit of the AMT are outlined in Appendix 6.

5.2 Procedures for Meetings - Contents

- 5.2.1 Code of Practice on Openness
- 5.2.2 Open Board Meetings
- 5.2.3 Conduct of Meetings
- 5.2.4 Calling of Meetings
- 5.2.5 Setting Agenda
- 5.2.6 Petitions
- 5.2.7 Notice of Meetings
- 5.2.8 Notice of Motion
- 5.2.9 Deputations & Speaking Rights
- 5.2.10 Admission of the Public and media
- 5.2.11 Attendance of other HSC Organisation representatives
- 5.2.12 Chairperson of Meeting
- 5.2.13 Quorum
- 5.2.14 Record of attendance
- 5.2.15 Confidential Section of meetings
- 5.2.16 Motions
- 5.2.17 Voting
- 5.2.18 Joint Members
- 5.2.19 Suspension of Standing Orders
- 5.2.20 Minutes
- 5.2.21 Committee Minutes
- 5.2.22 Variation & Amendment of Standing Orders
- 5.2.23 Appointments
- 5.2.24 Potential Conflict of Interests

5.2.1 Code of Practice on Openness

The board shall pursue the aims of the **Code of Practice on Openness**:

‘...to ensure that people may easily obtain an understanding of all services that are provided by the HSC and, particularly, changes to those services that may affect them or their families.’

The board shall accept the strong duty imposed on it by the Code to be positive in providing access to information; the presumption shall be in favour of openness and transparency in all its proceedings.

5.2.2 Open board Meetings

The Agency shall hold all its board meetings in public, although certain issues may be taken in a confidential section of the meeting.

A schedule of PHA public board meeting dates and venues will be posted on the Agency website (www.publichealth.hscni.net) for the calendar year.

Public meetings shall be held in easily accessible venues across the region and at times when the public are able to attend. (**Code of Practice on Openness**; Annex A, Para 3.1)

5.2.3 Conduct of Meetings

The meetings and proceedings of the board shall be conducted in accordance with these Standing Orders.

Proceedings shall be in accordance with section 54 (1) and (2) of the Health and Social Services Act (Northern Ireland) 2001 which provides that sections 23 to 27 of the Local Government Act (Northern Ireland) 1972 (c9) shall also apply. This is specified in the Guidance on Implementation of the **Code of Practice on Openness**, Annex A, Para. 2.3.

The **Code of Practice on Openness** is not statutory, it does not set aside restrictions on disclosure, which are based in law and decisions shall rest on judgement and discretion. (See Guidance on the implementation of the **Code of Practice on Openness**, Para 6.3).

5.2.4 Calling of Meetings

Ordinary meetings of the board shall normally take place monthly and be held at such times and places as the board may determine although, as good practice, some meetings may be held outside normal working hours to facilitate wider attendance by the general public. The board shall pay particular attention to the commitments within its Equality Scheme when calling meetings.

The Chairperson may call a meeting of the board for a special purpose (including in the event of an emergency) at any time.

The notice, agenda and papers for such a meeting shall be conveyed to members as far in advance of the meeting as the circumstances shall allow. Notice of meetings and agenda shall be posted on the Agency web site.

If requested by at least one third of the whole number of members, the Chairperson shall call a meeting of the board for a special purpose. If the Chairperson refuses to call a meeting or fails to do so within seven days after such a request, such one third or more members may forthwith call a meeting. In the case of a meeting called by members in default of the Chairperson, the notice shall be signed by those members and no other business, other than that specified in the notice shall be transacted at the meeting. Failure to service such a notice on more than three members of the board shall invalidate the meeting. A notice shall be presumed to have been served one day after posting.

5.2.5 Setting the Agenda

The board may determine or may be directed to ensure 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. If so determined these matters shall be listed as an appendix to the Standing Orders.

A member desiring a matter to be included on an agenda shall normally make his/her request in writing to the Chairperson at least 14 clear days before the meeting. The request may include appropriate supporting information and a proposed motion. It may also note any grounds which would necessitate the item of business being dealt with in a confidential section of the meeting. Requests made less than 14 days before a

meeting may be included on the agenda at the discretion of the Chairperson.

The agenda and supporting papers shall be despatched to members 5 working days in advance of the meeting and certainly no later than three working days beforehand, except in cases of emergency.

5.2.6 Petitions

Where the board has received a petition of at least 100 signatures the Chairperson shall include the petition as an item for the agenda of the next meeting, providing it is appropriate for consideration by the board. The Chairperson shall advise the meeting of any petitions that are not granted and the grounds for refusal. However if the petition is deemed to be urgent the Chairperson may call a special meeting.

5.2.7 Notice of Meetings

Before each meeting of the board, a notice of the meeting, specifying the business proposed to be transacted at it, and any motions relating to it, and signed by the Chairperson or by an officer of the board authorised by the Chairperson to sign on his/her behalf shall be delivered to each member and posted on the PHA website at least five clear days before the meeting.

Absence of service of the notice on any member shall not affect the validity of a meeting. Failure to serve such a notice on more than three members shall invalidate the meeting. A notice shall be presumed to have been served one day after posting.

In the case of a meeting called by members in default of the Chairperson, those members shall sign the notice and no business shall be transacted at the meeting other than that specified in the notice.

5.2.8 Notices of Motion

With reference to matters included in the notice of meetings, a member of the board may amend or propose a motion in writing at least 10 clear days before the meeting to the Chairperson. All notices so received, shall be inserted in the agenda for the meeting subject to the notice being permissible under the appropriate regulations. This paragraph shall not prevent any motion being moved during the meeting, without notice, on any business mentioned on the agenda.

5.2.9 Deputations and Speaking Rights

Deputations from any meeting, association, public body or an individual, in relation to a matter on the Agency board agenda, may be permitted to address a public meeting of the board provided notice of the intended deputation and a summary of the subject matter is given to the board at least two clear days prior to the meeting and provided that the Chairperson of the board is in agreement. The specified notice may be waived at the discretion of the Chairperson. In normal circumstances this facility shall be confined to the making of a short statement or presentation by no more than three members of the deputation and making a copy of the presentation available in advance (at least one clear day) of the meeting. The Chairperson shall determine the actual allotted time and if the deputation has sufficiently covered the issue.

5.2.10 Admission of the Public and Media

The PHA board shall undertake the necessary arrangements in order to encourage and facilitate the public at open board meetings. Reasonable facilities shall be made available to enable representatives of the press and broadcasting media to report the meetings.

The Chairperson shall give such directions as he/she thinks fit in regard to the arrangements for meetings and accommodation of the public and representatives of the press and broadcasting media, such as to ensure that the board's business shall be conducted without interruption and disruption and, without prejudice to the power to exclude on grounds of the confidential nature of the business to be transacted, the public shall be required to withdraw upon the board resolving as follows:

'That in the interests of public order the meeting adjourns for (the period to be specified) to enable the board to complete business without the presence of the public.'

Nothing in these Standing Orders shall require the board to allow members of the public or representatives of the press and broadcasting media to record proceedings in any manner whatsoever, other than in writing, or to make an oral report of proceedings as they take place from within the meeting, without prior agreement of the Chairperson.

5.2.11 Attendance of other HSC Organisation representatives

Officers representing the HSCB, HSC Trusts, the PCC and the BSO may attend and participate in meetings of the Agency board, with the agreement of the Chair.

5.2.12 Chairperson of Meeting

At any meeting of the board, the Chairperson, if present, shall preside. In the absence of the Chairperson the Vice Chairperson, if previously appointed, shall preside, if not previously appointed then such member (who is not also an officer of the board) as the Chairperson may nominate shall preside or if no such nomination has been made, such non executive member as those members present shall choose, shall preside.

If the Chairperson is absent temporarily on the grounds of a declared conflict of interest such non-executive member as the members shall choose shall preside.

5.2.13 Quorum

No decisions may be taken at a meeting unless at least one-third of the whole number of the Chairperson and voting members appointed, (including at least one non-officer member and one officer member) are present. Members may receive items for information, which are included on the agenda, providing this is also recorded in the minutes.

An officer in attendance for an officer member but without formal acting up status may not count towards the quorum. If the Chairperson or member has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of the declaration of a conflict of interest, he/she shall no longer count towards the quorum. If a quorum is then not available for the passing of a resolution on any matter, that matter may be discussed further but not voted upon at that meeting. Such a position shall be recorded in the minutes of the meeting.

5.2.14 Record of Attendance

A record of the names of the Chairperson, and members present at the meeting shall be noted in the minutes. If necessary, the point at which they join, leave or resume their place at the meeting shall also be noted. The name of those 'in attendance' shall also be included along with the items for which they attended.

5.2.15 Confidential Section of Meetings

The board may by resolution exclude the public or representatives of the press or broadcasting media from a meeting (whether during the whole or part of the proceedings at the meeting) on one or more of the following grounds:

- By reason of the confidential nature of the business to be transacted at the meeting;
- when publicity would be prejudicial to the public interest; or
- for such special reasons as may be specified in the resolution being reasons arising from the exceptional nature of the business to be transacted or of the proceedings at the meeting.

5.2.16 Motions

The mover of a motion shall have a right of reply at the close of any discussion on the motion or any amendment thereto.

When a motion is under discussion or immediately prior to discussion it shall be open to a member to move:

- An amendment to the motion;
- the adjournment of the discussion or the meeting;
- that the meeting proceed to the next business (+);
- the appointment of an ad hoc Committee to deal with a specific item of business;
- that the motion be now put (+); or
- a motion resolving to exclude the public (including the press).

In the case of sub-paragraphs denoted by (+) above: to ensure objectivity, only a member who has not previously taken part in the debate may put motions.

No amendment to the motion shall be admitted if, in the opinion of the Chairperson of the meeting, the amendment negates the substance of the motion.

When an adjourned item of business is re-commenced or a meeting is reconvened, any provisions for deputations or speaking rights, not

previously undertaken or other arrangements shall be treated as though no interruption had occurred.

(a) Withdrawal of Motion or Amendments

The proposer may withdraw a motion or amendment once moved and seconded with the concurrence of the second and the consent of the Chairperson.

(b) Motion to Rescind a Resolution

Notice of motion to amend or rescind any resolution (or the general substance of any resolution) that has been passed within the preceding 6 calendar months, shall bear the signature of the member who gives it and also the signature of 4 other board members.

When any such motion has been disposed of by the board, it shall not be appropriate for any member other than the Chairperson to propose a motion to the same effect within 6 months; however the Chairperson may do so if he/she considers it appropriate.

(c) Chairperson's Ruling

Statements of members made at meetings of the board shall be relevant to the matter under discussion at the material time and the decision of the Chairperson of the meeting on questions of order, relevancy, regularity and any other matters shall be final.

5.2.17 Voting

Every item or question at a meeting shall be determined by the Chairperson seeking the general assent of voting members or the expression of a wish to proceed to a vote. A vote shall be determined by the majority of the votes of the Chairperson of the meeting and members present and voting on the question; in the case of the number of votes for and against a motion being equal, the Chairperson of the meeting shall have a second or casting vote.

All questions put to the vote shall, at the discretion of the Chairperson of the meeting, be determined by oral expression or by a show of hands. A paper ballot may also be used if a majority of the members present so request.

If at least one third of the members present so request, the voting (other than by paper ballot) on any question may be recorded to show how each member present voted or abstained.

If a member so requests, his/her vote shall be recorded by name upon any vote (other than by paper ballot).

In no circumstances may an absent member vote by proxy. Absence is defined as being absent at the time of the vote.

An officer who has been appointed formally by the board to act up for an officer member during a period of incapacity or temporarily to fill an officer member vacancy, shall be entitled to exercise the voting rights of the officer member. An officer attending the board to represent an officer member during a period of incapacity or temporary absence without formal acting up status may not exercise the voting rights of the officer member. An officer's status when attending a meeting shall be recorded in the minutes.

5.2.18 Joint Members

Where more than one person shares the office of a member of the board jointly:

- Either or both of those persons may attend or take part in meetings of the board;
- if both are present at a meeting they shall cast one vote if they agree;
- in the case of disagreement no vote shall be cast; and
- the presence of one or both of those persons shall count as the presence of one person for the purposes of a quorum.

5.2.19 Suspension of Standing Orders

Except where this would contravene any statutory provision or any direction made by the Department, one or more of the Standing Orders may be suspended at any meeting, provided that at least two-thirds of the board are present, including one officer and one non-officer member, and that a majority of those present vote in favour of suspension.

A decision to suspend Standing Orders shall be recorded in the minutes of the meeting.

A separate record of matters discussed during the suspension of Standing Orders shall be made and shall be available to the Chairperson and members of the board.

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

The Governance and Audit Committee shall review every decision to suspend Standing Orders.

5.2.20 Minutes

The Minutes of the proceedings of a meeting shall be drawn up and submitted for agreement at the next ensuing meeting where the person presiding at it shall sign them.

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

Minutes shall be circulated in accordance with members' wishes. Where providing a record of a public meeting the minutes shall be made available to the public upon request as required by **Code of Practice on Openness** in the HPSS and the **Freedom of Information Act 2000**.

5.2.21 Committee Minutes

The minutes of all board Committee meetings shall be presented to the public board meeting immediately following the committee where they have been approved except where confidentiality needs to be expressly protected.

At the board meeting following the meeting of the committee, the committee Chairperson will give a verbal update of the meeting in the absence of the full minutes being available.

Where Committees meet infrequently, the draft minutes may be presented to the subsequent confidential meeting of the board for information only.

5.2.22 Variation and Amendment of Standing Orders

These Standing Orders shall be amended only if:

- A notice of motion under the appropriate Standing Order has been given;
- at least two-thirds of the board members are present;
- no fewer than half the total of the board's non-officer members present vote in favour of amendment; and
- the variation proposed does not contravene a statutory provision or direction made by the Department.

5.2.23 Appointments

(a) Appointment of the Chairperson and Members, and Terms of Office

The legislative provisions governing the appointment of the Chairperson and members, and their terms of office, are contained in, Schedule 2, paragraphs 3-6, of the Health and Social Care (Reform) Act (Northern Ireland) 2009. Non-Executive appointments are made in accordance with the **Code of Practice**, issued by the Commissioner for Public Appointments for Northern Ireland.

(b) Appointment of Vice-Chairperson

Subject to the following, the Chairperson and members of the board may appoint one of their number, who is not also an officer member of the board, to be Vice-Chairperson, for such period, not exceeding the remainder of his/her term as a member of the board, as they may specify on appointing him/her.

Any member so appointed may at any time resign from the office of Vice-Chairperson by giving notice in writing to the Chairperson. The Chairperson and members may thereupon appoint another member as Vice-Chairperson in accordance with the provisions above.

If no Vice-Chairperson is available and the Chairperson is unable to conduct a board meeting, members shall appoint one from among the Non Executive members present to act as Chairperson for that meeting.

If no meeting is scheduled or the Chairperson is not available and the Chief Executive needs to take advice on an urgent matter, the Chief

Executive may obtain the agreement of non-executive members to appoint one of their number as Chairperson for this purpose.

Where the Chairperson of the board has passed away or has ceased to hold office, or where he/she has been unable to perform his/her duties as Chairperson owing to illness, absence from Northern Ireland or any other cause, the Vice-Chairperson, if previously appointed, shall act as Chairperson until a new Chairperson is appointed or the existing Chairperson resumes his/her duties, as the case may be. If not previously appointed the board may appoint one of their number, who is not also an officer member of the board, to be Chairperson, for such period. References to the Chairperson in these Standing Orders shall, so long as there is no Chairperson able to perform his/her duties, be taken to include references to the Vice-Chairperson.

(c) Joint Members

Where more than one person is appointed jointly to a post in the board which qualifies the holder for officer membership or in relation to which an officer member is to be appointed, those persons shall become appointed as an officer member jointly, and shall count for the purpose of Standing Orders as one person.

5.2.24 Potential Conflict of Interests

Subject to the following provisions of this Standing Order, if the Chairperson or a board member has any potential conflict of interest, direct or indirect, in any contract, proposed contract or other matter and is present at a meeting of the board at which the contract or other matter is the subject of consideration, he/she shall, at the meeting, and as soon as practicable after its commencement, disclose the fact. It shall be disclosed in a manner that cannot be perceived to influence subsequent discussion or decision, and the member shall withdraw from the meeting while the consideration or discussion of the contract or other matter and the vote is being taken.

In **exceptional circumstances** the individual who has declared a potential conflict of interest may be permitted to remain for the discussion where their expertise is specifically required to inform the other members in their discussions. This expert advice shall be restricted to the giving of factual and objective information before withdrawing while the decision and vote is taken.

The DoH may, subject to such conditions as it may think fit to impose, remove any disability imposed by this Standing Order in any case in which it appears to be in the interests of the HSC that the disability shall be removed.

The board may exclude the Chairperson or a board member from a meeting of the board while any contract, proposed contract or other matter in which he / she has a pecuniary interest, is under consideration.

Any remuneration, compensation or allowances payable to the Chairperson or a board member shall not be treated as a pecuniary interest for the purpose of this Standing Order.

For the purpose of this Standing Order the Chairperson or a board member shall be treated, as having indirectly a pecuniary interest in a contract, proposed contract or other matter, if:

- He/she, or a nominee of his/hers, 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 any other matter under consideration; or
- he/she is 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 any other matter under consideration; and in the case of persons living together the interest of one partner shall, if known to the other, be deemed for the purposes of this Standing Order to be also an interest of the other.

The Chairperson or a board member shall not be treated as having a pecuniary interest in any contract, proposed contract or other matter by reason only:

- of his/her membership of a company or other body, if he/she has no beneficial interest in any securities of that company or other body;
- of an interest of his as a person providing Family Health Services which cannot reasonably be regarded as an interest more substantial than that of others providing such of those services as he/she provides; or
- of an interest in any company, body or person with which he/she is connected as mentioned in Standing Orders above which is so

remote or insignificant that it cannot reasonably be regarded as likely to influence a member in the consideration or discussion of or in voting on, any question with respect to that contract or matter.

Where the Chairperson or a board member has an indirect pecuniary interest in a contract, proposed contract or other matter by reason only of a beneficial interest in securities of a company or other body, and the total nominal value of those securities does not exceed £5,000 or one-hundredth of the total nominal value of the issued share capital of the company body, whichever is the less, and if the share capital is of more than one class, the total nominal value of shares of any one class in which he/she has a beneficial interest does not exceed one-hundredth of the total issued share capital of that class, this Standing Order shall not prohibit him/her from taking part in the consideration or discussion of the contract or other matter or from voting on any question with respect to it, without prejudice however to his/her duty to disclose his/her interest.

This Standing Order applies to a Committee or Sub-Committee and to a Joint Committee as it applies to the board and applies to a member of any such Committee or Sub-Committee (whether or not he/she is also a member of the board) as it applies to a member of the board.

6. Code of Conduct and Code of Accountability – Contents

- 6.1 Introduction
- 6.2 Public Service Values – General Principles
- 6.3 Openness and Public Responsibilities
- 6.4 Public Service Values in Management
- 6.5 Public Business and Private Gain
- 6.6 Counter Fraud Policy
- 6.7 Gifts, Hospitality and Sponsorship
- 6.8 Declaration of Interests
- 6.9 Employee Relations
- 6.10 Personal Liability of Board Members
- 6.11 Staff Policies and Procedures
- 6.12 Staff Concerns

6.1 Introduction

The **Code of Conduct and Code of Accountability**, issued in July 2012, provides the basis on which the HSC bodies should seek to fulfil the duties and responsibilities conferred upon them by the DoH.

The Codes state that high standards of corporate and personal conduct must be at the heart of the Health and Social Care Organisations.

Since Health and Social Care Organisations are publicly funded, they must be accountable to the Minister for Health and ultimately to the Northern Ireland Assembly and the Public Accounts Committee, for the services they provide and for the effective and economical use of taxpayers' money.

6.2 Public Service Values – General Principles

All board members must follow the Seven Principles of Public Life set out by the Committee on Standards in Public Life (the ‘Nolan Principles’):

- Selflessness
- Integrity
- Objectivity
- Accountability
- Openness
- Honesty
- Leadership

The PHA is committed to these principles and all individuals are expected to adhere to them in the course of their work.

Those who work in the HSC have a duty to:

- Conduct business with probity;
- deal with patients, clients, carers, staff, residents and suppliers impartially and with respect;
- achieve value for money from public funds; and
- demonstrate high ethical standards of personal conduct.

The Chairperson, board members and all Agency employees/officers are required to accept the provisions of the **Code of Conduct and Code of Accountability** on appointment and to follow the principles set out herein.

The board must set a rigorous and visible example and shall be responsible for corporate standards of conduct and ensure acceptance and application of the Code. The Code shall inform and govern the decisions and personal conduct of the Chairperson, board members and all Agency employees/officers.

6.3 Openness and Public Responsibilities

The Code of Conduct advises that there should be a willingness to be open and to actively involve the public, patients, clients and staff as any need for change emerges. HSC business should also be conducted in a way that is socially responsible.

The duty of confidentiality of personal and individual patient/client information must be respected at all times.

6.4 Public Service Values in Management

It is a long established principle that public sector bodies, which include the PHA, must be impartial, honest and open in the conduct of their business, and that their employees shall remain beyond suspicion. It is also an offence under the Public Bodies Corrupt Practices Act 1889 and Prevention of Corruption Acts 1906 and 1916 for an employee to accept any inducement or reward for doing, or refraining from doing anything, in his or her official capacity, or corruptly showing favour or disfavour, in the handling of contracts.

In the **Code of Conduct** issued by the Department in July 2012, it was emphasized that public service values must be at the heart of Health and Social Care.

HSC organisations, including the PHA, are accountable to the Minister of Health and ultimately to the Northern Ireland Assembly and the Public Accounts Committee for the services they provide and for the effective and economical use of taxpayer's money.

It is unacceptable for the board of any HSC organisation, or any individual within the organisation for which the board is responsible, to ignore public service values in achieving results. The Chairperson, board members and all staff have a duty to ensure that public funds are properly safeguarded and that at all times the board conducts its business as efficiently and effectively as possible.

Proper stewardship of public monies requires value for money to be high on the agenda of the board at all times. Employment, procurement and accounting practices within the Agency must reflect the highest professional standards.

Individuals are expected to:

- ensure that the interests of patients and clients remain paramount at all times;
- be impartial and honest in the conduct of their official business; and
- use public funds entrusted to them to the best advantage of the service as a whole always ensuring value for money in the procurement of goods and services.

Public statements and reports issued by the Agency, or individuals within the Agency, shall be clear, comprehensive and balanced, and shall fully represent the facts. They shall also appropriately represent the corporate decisions of the Agency, or be explicit in being made in a personal capacity, where this is considered necessary.

Annual and all other key reports shall (on request) be made available to all individuals and groups in the community who have a legitimate interest in health and social care issues to allow full consideration by those wishing to attend public meetings on such issues.

6.5 Public Business and Private Gain

The **Code of Conduct** issued in July 2012 also outlined the principle that the Chairperson, board members and all staff shall act impartially and shall not be influenced by social or business relationships. No one shall use their public position to further their private interests.

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

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

Where there is a potential for private, voluntary or charitable interests to be material and relevant to board or HSC business, the relevant interest shall be declared and recorded in the board minutes and entered into a register, which is available to the public. This is set out in more detail in SO 6.11.

When a conflict of interest is established or perceived, the Chairperson, board member or member of staff shall withdraw and play no part in the relevant discussion or decision.

6.6 Counter Fraud Policy

The Agency is committed to maintaining an honest, open and well-intentioned atmosphere. It is therefore also committed to the elimination of any fraud within or against the Agency, and to the rigorous investigation of any such cases.

The Agency has in place a Fraud Policy and Response plan, to give officers specific direction in dealing with cases of suspected fraud, theft, bribery or corruption. Advice may also be obtained from the Director of Operations and the Fraud Liaison Officer (FLO) role provided by the Department of Finance. The PHA's Fraud Liaison Officer (FLO) will ensure that all reporting requirements detailed in Circular HSC(F) 44/2011 are complied with.

The Agency wishes to encourage anyone with reasonable suspicions of fraud to report them. The PHA Whistleblowing Policy enables staff to raise concerns about issues of public interest either internally or externally at an early stage.

6.7 Gifts, Hospitality and Sponsorship

6.7.1 Providing and Receiving Hospitality

The use of public funds for hospitality and entertainment shall be carefully considered within the guidelines issued by the Department in circular HSS(F) 49/2009, and within Standing Financial Instruction 18.

6.7.2 Gifts and Hospitality

Token gifts (generally at Christmas) of very low intrinsic value such as diaries or calendars may be accepted from persons outside the Agency with whom staff have regular contact. At present a limit of £50 is used as a guide to identifying gifts of low intrinsic value but the nature or number of gifts may mean that items whose value is less than this may be considered inappropriate. The number of gifts accepted shall be limited within any financial period.

Apart from trivial/inexpensive seasonal gifts, such as diaries, no gift or hospitality of any kind from any source should be accepted by anyone involved in the procurement or monitoring of a contract. This will ensure that no criticism can be made regarding bias to a particular company or supplier and that the principles of the Bribery Act are complied with.

More expensive or substantial items, valued at £50 or more and gifts of lottery tickets, cash, gift vouchers or gift cheques, cannot on any account be accepted.

All gifts offered, even if they are declined/returned must be recorded in the central register.

If in doubt, staff shall decline the gift or consult their Line Manager/ Director before accepting it. Full details are contained within the Agency's Gifts and Hospitality Policy.

6.7.3 Sponsorship

Commercial sponsorship is not generally acceptable, as acceptance may be perceived as compromising the organisation's integrity.

Acceptance by staff of commercial sponsorship for attendance at relevant conferences and courses might be acceptable providing the employee seeks permission in advance and the Agency can be absolutely satisfied that its decision making processes are not compromised.

Members of the board must be satisfied that their acceptance of any commercial sponsorship could not compromise or be perceived to compromise future decisions.

Acceptance of commercial sponsorship of conferences, courses or other events run by the Agency may only be accepted if it can be demonstrated that:

- Promotional material of the sponsor does not unduly dominate the event;
- no particular product is being promoted or receiving an implicit endorsement by association with the Agency; and
- other commercial bodies have been given an equal opportunity to sponsor and be associated with a particular event or other such events over a period of time.

Any decisions regarding sponsorship are to be referred to the Agency Management Team in the case of Agency organized events. Decisions, together with all relevant information, shall be recorded in the minutes for future scrutiny.

A suitable contract shall be drawn up with the prospective sponsor, which sets out the Agency's requirements in line with this Standing Order.

6.7.4 Register(s) of Hospitality, Gifts and Sponsorship

All instances when hospitality, gifts (of less than £50 in value) and sponsorship are accepted or rejected by any Officer and Non-Officer members of the board and by members of staff shall be notified to the Chief Executive's Office with a record thereof. The basis of the decision to accept or reject shall be maintained in the Register and monitored within performance management arrangements set out in the PHA Gifts and Hospitality Policy (compliant with circulars FD(DFP) 19/09 and DAO(DFP) 10/06 revised as at 3 Sept 2009) and shall be made available for public inspection on request.

6.8 Declaration of Interests

The **Code of Conduct and Code of Accountability** requires the Chairperson and board Members to declare interests, which are relevant and material to the Agency on their appointment. All existing managers or budget-holders within the Agency, having delegated responsibility to commit or influence commitment of Public Funds, shall declare such interests on appointment.

Interests that shall be regarded as 'relevant and material' are:

- Directorships, including non-executive directorships held in private companies or PLCs (with the exception of those of dormant companies);
- ownership or part-ownership of private companies, businesses or consultancies likely, or possibly seeking, to do business with the HSC;
- majority or controlling share holdings in organisations likely, or possibly seeking to do business with the HSC;
- a position of trust in a charity or voluntary organisation involving the field of health and social care;
- any connection with a HSC organisation, voluntary organisation or other organisation contracting (or seeking to contract) for HSC services, or applying for or receiving financial assistance from any NHS body; and
- any other commercial interest in the decision before the meeting.

At the time board members' interests are declared, they shall be recorded in the board minutes. Any changes in interests shall be declared at the board meeting following the change occurring and recorded in the

minutes. Such minutes will be drawn to the attention of the board's internal and external auditors.

Board members' directorships of companies or positions in other organisations likely or possibly seeking to do business with the HSC shall be published in the board's Annual Report. The information shall be kept up to date for inclusion in succeeding Annual Reports.

During the course of a board meeting, if a conflict of interest is established, the Member concerned shall, as soon as practicable after its commencement, disclose the fact. It shall be disclosed in a manner that cannot be perceived to influence subsequent discussion or decision. The member shall withdraw from the meeting and play no part in the relevant discussion or decision (see SO 5.2.24).

There is no requirement under the code, for members to declare 'relevant and material' interests as defined above, held by their spouses or partner. However, it is a requirement of the Constitution Regulations that in the case of married persons, or persons (whether of different sexes or not) living together as if married, the pecuniary interest of one partner shall, if known to the other, be deemed to be also an interest of the other and shall be so disclosed.

The principles of the Bribery Act 2011 must be borne in mind by all Agency officers in conducting business.

6.8.1 Register of Interests

The Chief Executive shall ensure that a Register of Interests is established to record formally declarations of interests of members (including associated and co-opted) and officers. In particular the Register shall include details of all directorships and other relevant and material interests, which have been declared by executive and non-executive board members, managers and budget-holders as defined above.

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

The Register shall be available to the public and the Chief Executive shall take reasonable steps to bring the existence of the Register to the attention of the local population and to publicise arrangements for viewing.

If board members or relevant officers have any doubt about the relevance of an interest, this shall be discussed with the Chairperson, Chief Executive or Executive Director as appropriate

The general principle to be adopted is that if there is uncertainty regarding the need to disclose a particular interest then, in the interests of openness, disclosure shall be made.

6.9 Employee Relations

The Public Health Agency must comply with legislation and guidance from the DoH, respect agreements entered into by themselves or on their behalf and establish terms and conditions of service that are fair to their staff and represent good value for taxpayers' money.

Appointments to Agency posts shall be made on the basis of merit and in line with all appropriate HR regulations.

The Agency Board shall ensure, through the Remuneration Committee, that executive board members' total remuneration can be justified as reasonable in the light of general practice in the public sector. All board members total remuneration from the organisation of which they are a member shall be published in the Annual Report.

6.10 Personal Liability of Board Members

The Code of Accountability sets out the personal liability of board members. Legal proceedings by a third party against individual board member are very exceptional. A board member may be personally liable if he or she makes a fraudulent or negligent statement which results in a loss to a third party; or may commit a breach of confidence under common law or a criminal offence under insider dealing legislation, if he or she misuses information gained through their position. However, the Department of Health has indicated that individual board members who have acted honestly, reasonably, in good faith and without negligence will not have to meet out of their own personal resources any personal civil liability which is incurred in execution or purported execution of their board functions.

6.11 Staff Policies and Procedures

The Agency has a number of policies and procedures on a range of issues affecting staff and how they work within the Agency. Staff can

access these from the policies and procedures sections of the PHA intranet site 'Connect' <http://connect.publichealthagency.org/> , or directly from their Senior Officer.

The content of these policies has been consulted on with recognised staff side organisations and cover issues such as:

- Health and safety;
- equal opportunities;
- ICT security;
- HR policies (including attendance at courses/conferences, grievance, disciplinary, working well together, flexible working, special leave, drugs, alcohol and substance misuse) and
- Whistleblowing.

6.12 Staff Concerns

The Agency has in place a procedure for raising concerns about malpractice, patient safety, financial impropriety or any other serious risks that they consider to be in the public interest. The Agency Board promotes a culture of safety, built on openness and accountability. Staff are assured that it is safe and acceptable to speak up and that their concerns will be handled with sensitivity or respect for confidentiality. Full details can be found in the PHA Whistleblowing Policy.

7. POWERS AND DUTIES

The powers and duties of individuals within the Agency are generally set out in the relevant Job Descriptions and Contract of Employment. All individuals are expected to behave at all times in accordance with the Standing Orders.

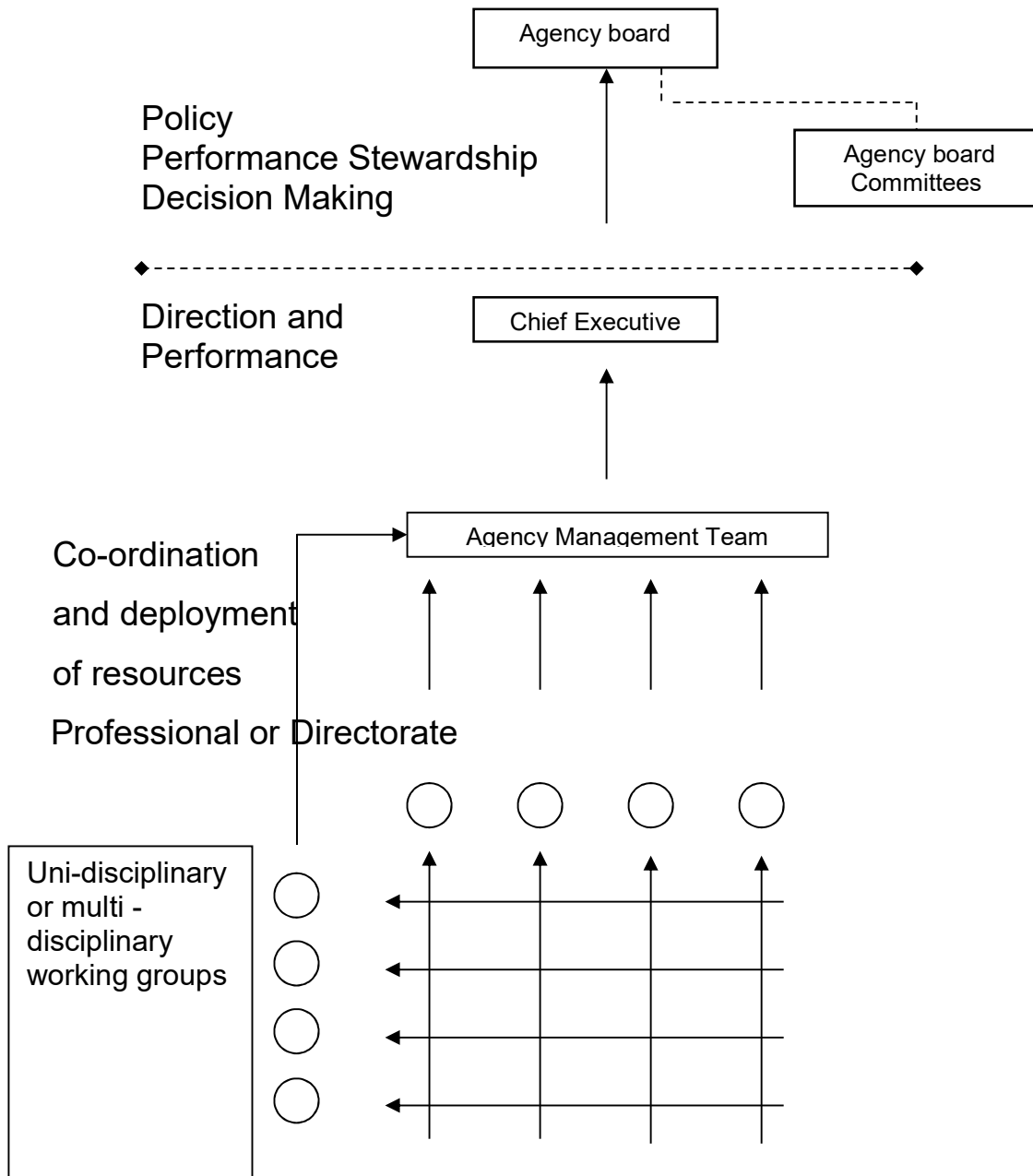
Those individuals who comprise the board, that is the Chairperson, Executive and Non-Executive board members, shall pay regard to SO 2, which sets out the main functions of the board and those matters that are reserved to the board.

When acting in the capacity of a member of a board Committee, those individuals shall have regard to the appropriate Scheme of Delegation which sets out those matters which have been delegated by the board.

The Chief Executive, Executive Directors, Senior Managers and other staff shall have regard to any appropriate Scheme of Delegation either by the board or by the Chief Executive. This may delegate responsibility to the individual in a personal capacity or as a member of a working group or committee.

Individuals are accountable through their professional or directorate management structure as well as through any participation on a working group, committee or functional role. This accountability is to the Chief Executive through the Agency Management Team as illustrated in the following diagram.

*** Accountability Structures**



APPENDICES

Appendix 1	Chief Executive's Scheme of Delegation
Appendix 2	Administrative Schemes of Delegation
Appendix 3	Financial Schemes of Delegation
Appendix 4	Governance and Audit Committee
Appendix 5	Remuneration and Terms of Service Committee
Appendix 6	Agency Management Team
Appendix 7	Role of Chair

Chief Executive's Scheme of Delegation

Appendix 1

This Appendix Relates to Section 3.2 of STANDING ORDERS CHIEF EXECUTIVE'S SCHEME OF DELEGATION

ITEMS	RESPONSIBILITY	CONTROLS	DELEGATED TO
3.2.1 Corporate Operational Matters	Matters which impact on the corporate operational performance of the board	Timely submission required from appropriate lead Director or joint submission	Agency Management Team
3.2.2 Corporate Plan	An accessible statement of the Agency's purpose, values and goals; and key actions to be undertaken by the Agency to deliver	To be prepared annually in line with Government proposals	Agency Management Team
3.2.3 Multidisciplinary Planning and Commissioning and Monitoring proposals	Proposed matters which involve the planning and commissioning and monitoring of services including in year management of resources.	Proposals to be submitted for Agency Management Team approval and monitoring	Appropriate Planning or Commissioning Team or Programme lead

ITEMS		RESPONSIBILITY	CONTROLS	DELEGATED TO
3.2.4	Lead and Manage Individual Directorates	The operational management of individual directorates including leadership and development	Responsive to corporate needs	Individual Executive Directors
3.2.5	Financial Performance of Directorate Operations	Monitoring of individual Directorate performance to achieve overall corporate targets set by the DoH.	Monthly reporting by Director of Finance to achieve overall targets	Agency Management Team
3.2.6	Control Assurance Standards and Risk Management	Ensure Agency-wide implementation and compliance with the requirements of Controls Assurance Standards	To be reported through the Governance & Audit Committee to the board	Director of Operations
3.2.7	Policy Approval Process to comply with Control Assurance Standards (CAS)	New policy proposals requiring approval in accordance with the CAS	Policies relating to internal management arrangements to be submitted to Agency Management Team for approval. All other policies have approval reserved to the board	Agency Management Team

Administrative Schemes of Delegation

Appendix 2

This appendix refers to Sections 3.4.5 – 3.4.8 of the Standing Orders

Relates to Section 3.4 of STANDING ORDERS			
ADMINISTRATIVE SCHEMES OF DELEGATION			
3.4.5 Delegation of Budgets for Agency Administration			
ITEMS	RESPONSIBILITY	CONTROLS	DELEGATED TO
Authorisation and Approval of Non-Pay Expenditure for Agency Administration	<p>The authorisation and approval of non-pay expenditure for Agency administration.</p> <p>Chief Executive further delegates these powers to Directors or nominated Officers within the budgets provided to them and the limits set out below.</p> <p>In turn, they may delegate them to named officers.</p>	<p>Within Limits set out below.</p> <p>The Director of Finance will bring forward annual budgets within which each Director must manage their annual expenditure.</p>	Chief Executive/Directors or other nominated Budget Holders

Relates to Section 3.4 of STANDING ORDERS

ADMINISTRATIVE SCHEMES OF DELEGATION

3.4.6 Procedure for Delegating Power to Authorise and Approve Non-Pay Expenditure For Agency Administration

AUTHORITY TO INITIATE EXPENDITURE AND APPROVE PAYMENTS

Authority to initiate expenditure and to approve the payment of invoices is delegated to the Chief Executive who delegates it to Directors or nominated Officers. They in turn may delegate these powers to named officers in their directorates.

Each Director shall nominate appropriate officers and the Directorate of Operations will compile a comprehensive list. The list (including specimen signatures) will be copied to the BSO and HSCB (finance). A copy shall be retained in each directorate for reference. The list shall be amended as necessary and reviewed at least annually; a revised version will be distributed.

Expenditure in each specified category is only permitted within the budget provided for it.

The nominated officers shall observe the limits delegated to them on the list (see above), which shall not be exceeded without express approval of the Chief Executive. They must also note their responsibilities in authorising expenditure to be incurred by the Public Health Agency.

ROUTINE EXPENDITURE

Definition

This is expenditure on goods and services for which a budget is provided and which is usually initiated by requisition and repeated periodically. Examples would include office supplies and consumables together with the maintenance of equipment and other establishment costs.

Expenditure Limits

The delegated limits for accommodation leases was removed following Circular HSC(F) 43-2014.

Relates to Section 3.4 of STANDING ORDERS

ADMINISTRATIVE SCHEMES OF DELEGATION

3.4.6 Procedure for Delegating Power to Authorise and Approve Non-Pay Expenditure For Agency Administration

NON-ROUTINE EXPENDITURE

Definition

This is expenditure which occurs on a once-only or occasional basis for which a budget may be provided. It may include books, periodicals, courses, travel, and equipment (costing less than £5,000).

Expenditure limits

As provided by the Scheme of Delegation within the budget or approved funding.

No Budget or Approved Funding:

If no budget or specifically approved funding exists for any such proposed expenditure, a Director or nominated Officer is to consult the Director of Finance to identify a possible source of funds. A submission may then be prepared for the Agency Management Team seeking the authorisation of the Chief Executive for the proposed expenditure and its funding.

Specific Items

Individual procedures applies to the:

- Use of External Management Consultants (please refer to following sections for further information)

CAPITAL EXPENDITURE

Definition

Capital expenditure is defined in the Capital Accounting Manual.

The essential elements are that there is an asset capable of use for more than one year and that the expenditure exceeds £5,000.

Expenditure Limits

As provided by the Scheme of Delegation within the budget or approved funding.

Relates to Section 3.4 of STANDING ORDERS AND 8.7.2 WITHIN THE STANDING FINANCIAL INSTRUCTIONS

ADMINISTRATIVE SCHEMES OF DELEGATION

3.4.7 Procedure for Quotations and Tendering of Non- Pay Expenditure For Agency Administration (unless order drawn from an existing tendered contract)

<u>Financial Limits</u>		<u>Requirement</u>
<u>Order Value</u> Up to and including £5,000		Expenditure up to and including £5,000 is not subject to procurement rules. However there remains an onus on the Agency to ensure that purchases are subject to value for money considerations. Under normal circumstances this will involve carrying out a price check with at least two contractors. Note that purchases up to £5,000 awarded without a competition are not considered to be DACs but appropriate evidence to support decision making in contract award should still be followed.
£5,000 -	£30,000	A minimum of two tenders can be invited or a tender process can be carried out - normally the process is managed by PALS as the Agency's CoPE. Where it is deemed that no competition is possible and the procurement has been carried out by or influenced by PALS, then any contract awards between £5,000-£10,000 will not be considered DACs.
£30,000 -	£EU Public Procurement Threshold†	Use CoPE to advertise on eTenders NI. Tender process must be conducted in line with PGN 05/12:Simplified approach to procurements above £30,000 and below EU Thresholds.

>£EU Public Procurement Threshold†

Use CoPE (PALS) to advertise on eTenders NI.
EU Directives apply – advertise in the Official Journal of the European Union (OJEU)

† = EU threshold is currently £122,976. Further advice can be obtained from Finance

PLACING OF ORDERS

The advice of the Procurement and Logistics Service (PALs) of the Business Services Organisation should be sought in the case of any procurement queries in advance of contracting or ordering.

For orders falling within the financial limits above the Business Services Organisation (PALS) shall order under contracts already negotiated by tendering procedures OR shall advise on the tendering process on behalf of the requisitioning officer.

When selecting suppliers to be invited to submit a quotation or tender for procurements below £30,000, contracting authorities should provide opportunities for Small and Medium sized Enterprises (SMEs) to compete for business in line with Procurement Board's policy.

Relates to Section 3.4 of STANDING ORDERS

ADMINISTRATIVE SCHEMES OF DELEGATION

3.4.7 Procedure for Quotations and Tendering of Non- Pay Expenditure For Agency Administration

For orders falling within the final two financial limits above Officers are advised to consult the Director of Finance.

Requisitions should be placed by creating an “E-Procurement” requisition within the Finance, Procurement and Logistics System (FPL). Any Direct Award Contract i.e. those contracts awarded without competition must follow the agreed process set out in Standing Financial Instructions (Section 8) in advance of placing the “e-requisition”. It should be noted that contracts of this type should only be approved by the Chief Executive.

Relates to Section 3.4 of STANDING ORDERS

ADMINISTRATIVE SCHEMES OF DELEGATION

3.4.8 Procedure for Use of External Consultants for Non-Pay Expenditure for Agency Administration

INTRODUCTION

DoH Circular HSC(F) 25/2012, HSC(F) 48/2012 provides revised guidance on the use of professional services, covering the engagement of External Consultants by Health and Social Care organisations.

It applies to **all** contracts for External Management Consultancy projects and deals with the approval management and monitoring of such assignments.

Against this background the Agency has drawn up the following procedure to ensure compliance with this guidance and to enable the Agency's officers to carry out their delegated tasks with the assurance that they have achieved value for money, selected the best consultants for the job, followed the internal and external approval, Standing Orders and other procedures, managed the assignment in a professional manner and completed post review learning exercises.

Relates to Section 3.4 of STANDING ORDERS

ADMINISTRATIVE SCHEMES OF DELEGATION

3.4.8 Procedure for Use of External Consultants for Non-Pay Expenditure for Agency Administration

DELEGATION

The Agency requires that **all** proposed use of External Management Consultants **must** be submitted to the Chief Executive for authorisation, through the Director of Operations, **BEFORE** engaging or going out to tender. For payment of invoices after the initial approval process, and delivery of the project, the authorisation framework and thresholds shall be applied as set out for non-pay expenditure.

The nominated officer taking lead responsibility for the assignment shall complete relevant documentation (located on Connect and set out in HSC (F) 25/2012) and seek approval according to the summary below:

Annex A – Proposal Proforma

Annex B – Business Case

Annex C – Direct Award Contract

Annex D – Completion of Project

Annex E – Post Project Evaluation

These documents must be signed by the relevant Director and submitted to the Finance Department for review prior to authorisation by the Chief Executive. The approved forms must then be submitted to the DoH in all instances.

Appropriate AMT members shall be consulted before making a decision on whether the relevant skills and expertise are available internally.

Detailed guidance and all documentation is available on Connect.

TENDERING

The use of External Management Consultancy is subject to the normal contract procedures as referred to in Standing Orders, Administrative/Financial Schemes of Delegation for Non-Pay Expenditure, see above.

Relates to Section 3.4 of STANDING ORDERS

ADMINISTRATIVE SCHEMES OF DELEGATION

3.4.8 Procedure for Use of External Consultants for Non-Pay Expenditure for Agency Administration

LIAISON WITH DEPARTMENT OF HEALTH

The circular requires that the Department's Policy and Accountability Unit is notified **in all instances** where there is a case for External Consultants being employed. The Agency has decided that in all cases the notification shall be directed via the Finance Department who shall provide advice on the completion of forms and the notification to the DoH.

The circular and associated supplements also require **the approval** of the Minister for Health **before** going out to tender where the fees **are likely to exceed** £9,999 and DoF approval if greater than £75,000. As above, the Director of Finance shall advise on the referral process for approval and shall be the primary point of contact with the Department's Finance Policy and Accountability Unit (FPAU).

In addition, and in exceptional circumstances, if a direct award contract without competition is proposed for the External Consultancy project, the relevant Director must present the case to the Chief Executive who will decide whether the request may proceed to the Permanent Secretary (DoH) for approval of the Direct Award Contract, which must be prior to the approval of the Management Consultancy Project.

This is the case at all levels of proposed expenditure on External Management Consultancy with a proposal for a direct award contract.

The Business Services Organisation (PALS) should be consulted in cases where a tender is deemed necessary.

Relates to Section 3.4 of STANDING ORDERS

ADMINISTRATIVE SCHEMES OF DELEGATION

3.4.8 Procedure for Use of External Consultants for Non-Pay Expenditure for Agency Administration

ENGAGEMENT OF CONSULTANTS

The Agency's standard letter of contract shall be used. Where it is deemed necessary to depart from this, advice shall be sought from the Director of Operations.

MONITORING

The sponsoring directorate or steering Committee must appoint an officer to manage the External Consultancy project.

FEES AND EXPENSES

All expenditure **must** be approved according to the Scheme of Delegated Authority after the initial approval to proceed with the scheme by the Chief Executive, Director of Finance, DoH, Minister or DoF as appropriate.

FINANCIAL MONITORING

The Director of Finance, with the support of the Director of Operations, is responsible for maintaining the records of expenditure on assignments completed and/or started during each year, which are required by the circular, and for submitting the quarterly and annual returns to the DoH.

The nominated officer identified as being responsible for managing the project is responsible for advising the Director of Finance on expenditure on the project.

REPORT

The appointed officer and/or the steering Committee/project team shall promptly complete the Post Project Evaluation report recording the assessment of the consultant, which the circular requires. It shall then be forwarded to the Finance Department for onward submission to the DoH. There is a requirement to disseminate lessons learnt from Post Project Evaluations as per Circular HSC(F) 51/2015.

Relates to Section 3.4 of STANDING ORDERS

ADMINISTRATIVE SCHEMES OF DELEGATION

3.4.8 Procedure for Use of External Consultants for Non-Pay Expenditure for Agency Administration

RECORDS

The monitoring officer shall set up a contract file which includes:

- terms of reference/consultants brief;
- evidence of DoH notification and approval
- evidence of notification to Trade Union, if applicable;
- evaluation criteria;
- copies of all the consultants proposals;
- details of the short listing and final selection process;
- the letter of contract and any variations;
- records of payments;
- implementation plans, and
- project evaluation details.

CONSULTATION WITH STAFF

DoH Circular HSC(F) 25/2012 requires that before commissioning any consultancy work on an efficiency assignment which may impact on the organisational structure and for staffing, the organisation should notify the relevant staff Association side.

EMPLOYMENT OF IT CONSULTANTS

In addition, the Information Management Group of the NHS Executive has produced a guide on 'The Procurement and Management of Consultants within the NHS.' The Department has issued this as a model of good practice. Volume One focuses on the general issues of which senior management shall be aware and Volume Two on the practical details for a manager purchasing consultancy services.

Any enquiries in connection with the above shall be addressed, in the first instance, to the Director of Operations.

This appendix refers to Sections 3.5.1 – 3.5.4 of the Standing Orders

Relates to Section 3.5 of STANDING ORDERS FINANCIAL SCHEMES OF DELEGATION 3.5.1 Procedure for Delegation of Budgets		
	<p>The Chief Executive may delegate the management of a budget to permit the performance of a defined range of activities. This delegation must be in writing and accompanied by a clear definition of:</p> <ul style="list-style-type: none"> • The amount of the budget; • the purpose of each budget heading; • individual and group responsibilities; • Authority to exercise virement within total revenue or total capital; • achievement of planned levels of service; and • the provision of regular reports. 	<p>Standing Financial Instructions Section 5.3</p>
	<p><u>PRINCIPLES OF DELEGATION</u></p> <p>Control of a budget shall be set at a level at which budget management can be most effective.</p> <p>Whilst the Chief Executive retains overall responsibility for budgets, they may be delegated to Directors or nominated Officers who may, in turn, delegate the management of a budget to officers under their span of control.</p> <p>A list of the officers so authorised shall be forwarded to the Director of Operations and the Director of Finance.</p>	

Relates to Section 3.5 of STANDING ORDERS

FINANCIAL SCHEMES OF DELEGATION

3.5.1 Procedure for Delegation of Budgets

GENERAL

All expenditure is to be included in the budgetary system and all items must be coded to a budget heading.

Where additional funding is required outside the budgetary framework for prospective expenditure the relevant Director or nominated Officer shall prepare a submission to the Agency Management Team.

TIMETABLE

The Director of Finance shall have discussions with designated holders in February and March of each year and submit proposed budgets to the Chief Executive for approval in March of each year. The delegation of budgets shall be arranged before 1 April each year.

VIREMENT

The rules governing virement are important. Virement powers cannot be unlimited as otherwise the initial budgetary decisions of the board could be nullified. Virement rules which are too restrictive, however, will not then allow the freedom to manage. The PHA board wishes to permit the optimum flexibility through virement, subject to its own priorities and plans. Virement is permissible except where expressly excluded as below:

- **No virement** between capital and revenue budgets is permitted except with the **written** permission of DoH;
- **no virement** from a non-recurrent to a recurrent purpose is permitted;
- **no virement** is permissible between a programme budget and the PHA's Management and Administration budget without prior written authorisation from the Director of Finance, Chief Executive and DoH;

Relates to Section 3.5 of STANDING ORDERS

FINANCIAL SCHEMES OF DELEGATION

3.5.1 Procedure for Delegation of Budgets

- all non-recurrent virements must be agreed within a period of account and certainly no longer than one year;
- savings arising from PHA policy changes or from imposed cuts are not available to the budget holder;
- fortuitous savings are at the disposal of budget holders in the same way as planned savings (within the context of the above points), although the Chief Executive reserves the right to request all fortuitous savings to be made available for another planned purpose;
- where timing delays, such as the late delivery of capital equipment, mean that expenditure is not incurred in one period of account, then the 'savings' are not available for virement until the postponed expenditure in the following period of account has been committed; and
- If the proposed virement is between two budget holders, both must confirm their agreement to the Director of Finance in writing and the proposed virement must then be submitted to AMT to be approved by the Chief Executive.

OVERSPENDS AND UNDERSPENDS

The consent of the Chief Executive must be obtained before incurring any overspends which cannot be met by virement.

Any funds not required for their designated purpose(s) revert to the immediate control of the Chief Executive, subject to any authorised use of virement.

Relates to Section 3.5 of STANDING ORDERS

FINANCIAL SCHEMES OF DELEGATION

3.5.2 Authorisation & Approval Of Payroll Expenditure for Agency Administration

AUTHORITY TO INITIATE AND APPROVE PAYROLL EXPENDITURE

The power to authorise payroll expenditure is delegated to the Chief Executive as determined by the framework approved by the Remuneration and Terms of Service Committee on behalf of the board.

The power to appoint a member of staff is delegated to members of the relevant interview panel provided that approval has been obtained from the Chief Executive to initiate the recruitment process.

This applies to new posts or replacement staff for both permanent and temporary appointments.

Additional payroll costs such as overtime payments are delegated to Directors and nominated Officers to authorise, providing they remain within the total funds for the individual budget concerned, and the approval levels delegated to these roles.

The processing of supporting services will be outsourced to the Business Services Organisation managed through a Service Level Agreement mechanism.

Relates to Section 3.5 of STANDING ORDERS

FINANCIAL SCHEMES OF DELEGATION (SO.4.5)

3.5.3 Authorisation and Approval of Non-Payroll Expenditure For Agency Administration

Financial Limits

The responsibility for the authorisation and approval of non-pay expenditure for Agency administration is delegated to the Chief Executive. The Chief Executive further delegates these powers to Directors and nominated Officers within the budgets provided to them and the limits set out below in line with the Scheme of Delegated Authority.

In turn, they may delegate them to named officers.

Relates to Section 3.5 of STANDING ORDERS

**FINANCIAL SCHEMES OF DELEGATION (SO.4.5)
3.5.3 Authorisation and Approval of Non-Payroll Expenditure
For Agency Administration**

Not required	<p>1. <u>Routine Revenue Expenditure</u> – Within budget limits</p>	
Limits may be Varied	<p>2. <u>Non-Routine Revenue Expenditure (excluding use of external management consultants (3.4.8) within budget or ear-marked funds:</u> Please refer to the current Scheme of Delegated Authority for full details of all authorised limits.</p> <p>No budget or ear-marked funds: – submission to Agency Management Team</p> <p>Use of Management Consultants <u>Authorisation of proposed use:</u></p>	
Up to £9,999	– Chief Executive and notify Policy & Accountability Unit in advance	
£10,000 - £74,999	– Chief Executive plus authorisation of the Minister (DoH) in advance.	
≥ £75,000	– Approvals as lower levels and DoF authorisation in advance	
Any amount	<p><u>Approval to pay:</u> As per the Scheme of Delegated Authority for Non-purchase order Administration costs.</p> <p><u>Please note where a direct award contract is proposed for an External Consultancy project the Permanent secretary’s advance approval must also be secured, this applies to ALL levels of expenditure.</u></p>	

Relates to Section 3.5 of STANDING ORDERS

FINANCIAL SCHEMES OF DELEGATION (SO.4.5)

3.5.3 Authorisation and Approval of Non-Payroll Expenditure For Agency Administration

<p><£50,000 >£50,000</p> <p><£50,000 >£50,000</p>	<p>3. <u>Capital Expenditure</u> All capital expenditure is subject to appropriate business cases based on Green Book Guidance and the NI Guide to Expenditure Appraisal and Evaluation (DoF) (NIGEAE) Approval levels are as follows:</p> <ul style="list-style-type: none"> - Chief Executive - PHA board <p>4. <u>Disposal of Agency Assets</u></p> <ul style="list-style-type: none"> - Chief Executive - PHA board 	
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Relates to Section 3.5 of STANDING ORDERS

FINANCIAL SCHEMES OF DELEGATION

3.5.4 Authority To Initiate And Approve Cash Advances To HSC Bodies

	<p>FUNCTION <u>CASH ADVANCES</u> The responsibility for the authorisation and approval of Cash Advances to HSC Bodies is reserved to the Department of Health.</p> <p>The Department retains responsibility for the reconciliation of overall HSC cash draw and reported Income and Expenditure positions of individual HSC organisations in Northern Ireland.</p> <p><u>Limits of Authority</u> There is no delegated authority, to the PHA from the Department for cash advances in any single financial year</p>	
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GOVERNANCE AND AUDIT COMMITTEE - Contents**1.0 Remit and Constitution**

- 1.1 Introduction
- 1.2 Establishment of a Governance and Audit Committee
- 1.3 Role
- 1.4 Terms of Reference
- 1.5 Composition of Governance and Audit Committee
- 1.6 Relationship with Internal Audit
- 1.7 Relationship with External Audit

2.0 Conduct of Business

- 2.1 Attendance
- 2.2 Agenda
- 2.3 Frequency of Meetings
- 2.4 Complaints

GOVERNANCE AND AUDIT COMMITTEE

1.0 REMIT AND CONSTITUTION

1.1 Introduction

The Health and Social Care (Reform) Act (Northern Ireland) 2009 applies.

1.1.1 The Code of Conduct and Code of Accountability originally issued in November 1994, updated and reissued in July 2012, specifies the requirement for HSC Bodies to establish an Audit Committee. It states that the audit committee supports the board and Accountable Officer with regard to their responsibilities for issues of risk, control and governance and associated assurance through a process of constructive challenge. Circular HSS(PDD) 08/94 set out detailed guidance on the establishment of audit committees. In addition a Departmental letter issued on 10 July 2009 provides for a representative of the DoH to attend a Governance and Audit Committee once a year for the purposes of oversight of the Public Health Agency's systems. This follows on from the Public Accounts Committee's recommendations set out in their report in July 2008 entitled Good Governance – Effective Working Relationships between Departments and their Arm's Length Bodies.

1.1.2 The cessation of the Controls Assurance process from 1 April 2018 onwards was announced by DoH in August 2017 recognising that for many of the standards a more appropriate assurance mechanism already exists, or could be readily put in place, to enable Chief Executives as Accountable Officers, to discharge their responsibilities and provide assurances to the Department, the Assembly and the public.

1.1.3 On 11 September 2017 the DoH wrote to ALB Governance leads confirming that existing governance and accountability tools provide the Department with appropriate assurance on governance on risk management namely:

- Accountability process and sponsorship function;
- Board Governance self-assessment tool;
- Assurance Framework;
- Mid-Year Assurance and Governance Statement;
- Independent assurance – BSO Internal Audit/RQIA; and

- Management Statement/Financial Memorandum

- 1.1.4 In January 2003 the Department issued guidance under Circular HSS(PPM)10/2002, specific to clinical and social care governance. The guidance was to enable HSC organisations to formally begin the process of developing and implementing clinical and social care governance arrangements within their respective organisations and set a framework for action which highlighted the roles, responsibilities, reporting and monitoring mechanisms that are necessary to ensure delivery of high quality health and social care.
- 1.1.5 The circular also stipulated the requirement that this new guidance should be read in the context of previous guidance already issued on the implementation of a common system of risk management.
- 1.1.6 The Health and Personal Social Services (Quality Improvement and Regulation) (Northern Ireland) Order 2003 imposed a 'statutory duty of quality' on HSC Boards and Trusts. To support this legal responsibility, the Quality Standards for Health and Social Care have been issued by the Department. They will be used by the new Regulation, Quality Improvement Authority (RQIA) to assess the quality of care provided by the HSC.
- 1.1.7 The Audit and Risk Assurance Committee Handbook (NI), issued by the Department of Finance (April 2018) sets out the five good practice principles (membership, independence, objectivity and understanding; skills; role of the audit and risk assurance committee; scope of work; communication and reporting) which Governance and Audit Committees should meet.

1.2 Establishment of a Governance and Audit Committee

- 1.2.1 The Governance and Audit Committee is to be constituted as a Committee of the board with the authority to act with independence. The terms of reference of the Committee are to be approved by the board and recorded in the board minutes.
- 1.2.2 The members of the Committee shall be appointed by the board. At any time a member of the Committee may resign or be removed by the board, and shall also cease to be a member of the Committee upon ceasing to be a board member. Any vacancy shall be filled promptly by the board.

- 1.2.3 Governance and Audit Committee meetings shall be conducted formally and minutes submitted to the board at its next meeting in accordance with section 5.2.21.
- 1.2.4 The Committee shall meet at least four times per year. Agendas and briefing papers shall be prepared and circulated in sufficient time for members to give them due consideration.
- 1.2.5 As part of one of the meetings, members shall consider the internal and external audit plans and at another meeting, shall review the annual report of the External Auditor. There shall be an opportunity for the Committee to meet the External Auditor once a year without the Chairperson of the board, the Chief Executive, Executive Directors and officers being present.
- 1.2.6 If the Committee is of the view that there is evidence of an ultra vires transaction or the committing of improper acts, the Chairperson of the Governance and Audit Committee shall present the facts to a full meeting of the board. Exceptionally, the matter may need to be referred to the DoH (to the Director of Financial Management in the first instance).

1.3 Role

- 1.3.1 The board is responsible for:
- management of its activities in accordance with laws and regulations; and
 - the establishment and maintenance of a system of internal control designed to give reasonable assurance that:
 - assets are safeguarded;
 - waste and inefficiency are avoided;
 - reliable financial information is produced; and
 - value for money is continuously sought.
- 1.3.2 The Committee assists the board in these functions by providing an independent and objective review of:
- All control systems,
 - the information provided to the board;
 - compliance with law, guidance and **Code of Conduct and Code of Accountability**; and
 - Governance processes within the board.

- 1.3.3 The board of the Agency have agreed that:
- The Governance and Audit Committee will have an integrated governance approach encompassing financial governance, clinical and social care governance and organisational governance, all of which are underpinned by sound systems of risk management.
 - The Governance and Audit Committee will support the PHA board and Accounting Officer by reviewing the completeness of assurances to satisfy their needs and by reviewing the reliability and integrity of the assurances.
 - A designated senior manager shall serve as secretary to the Committee
- 1.3.4 The Committee is authorised by the board to investigate or have investigated any activity within its Terms of Reference and in performing these duties shall have the right, at all reasonable times to inspect any books, records or documents including any e-mail records relating to the matter. It can seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee. The only exception to this is patient identifiable data that is required to be kept confidential.
- 1.3.5 The Committee is authorised by the board to obtain outside legal or other independent advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary, subject to the board's procurement, budgetary and other requirements.
- 1.3.6 The Chair of the Committee should report to the board on a regular basis on the work of the Committee.
- 1.3.7 The Committee shall give an assurance to the board of the Agency each year on the adequacy and effectiveness of the system of internal control in operation within the Agency.

1.4 Terms of Reference

- 1.4.1 The Terms of Reference will be reviewed at least annually by the Governance and Audit Committee and the PHA board, to ensure that the work of the Committee is aligned with the business needs of the organisation.
- 1.4.2 The Committee shall undertake the following tasks:

- Review and recommend the board approve the Governance Framework, any associated implementation plan and the PHA Assurance Framework;
- review the monitoring reports of the Information Governance Steering Group;
- provide assurance to the board that governance is being appropriately managed in line with the Governance Framework;
- Advise the board on the strategic processes for risk, control and governance and the Governance Statement;
- review and approve the internal audit work plan prior to commencement of work;
- review verification reports and assurance reports from internal audit assignments and management's responses;
- monitor management's progress in meeting internal audit recommendations;
- prior to the external audit, discuss the audit plan with the auditor including the reliance to be placed on internal audit;
- review the external auditor's report to those charged with Governance and management's response;
- review the Annual Report and the Financial Statements prior to signature by the Accounting Officer;
- periodically obtain the views of the external and internal auditors on the work and effectiveness of the Governance and Audit Committee;
- seek annual assurance of the independence and effectiveness of the Agency's external and internal auditors;
- consider any report of the Public Accounts Committee or the Comptroller and Auditor General involving the Agency and review management's proposed response before presentation to the board;
- bring to the board's attention VFM studies that have been done elsewhere which might be relevant and review the work of the Agency in this area;
- review the Agency Officer responses and actions in respect of RQIA assessments and recommendations, where applicable;
- review Agency Officer responses and actions in respect of other regulatory and supervisory bodies;
- review and give particular attention to non-standardised issues of representation;
- give regular reports (both written and verbal) to the PHA board;
- provide an annual report to the PHA board timed to support preparation of the Governance Statement; and

- Carry out an annual review of the committee in accordance with the NIAO audit committee self-assessment checklist.

1.4.3 The responsibility for internal control rests with management. The Governance and Audit Committee shall review its scope and effectiveness.

1.4.4 The Governance and Audit Committee shall also:

- Review proposed changes to standing orders and standing financial instructions;
- examine the circumstances associated with each instance when standing orders are waived;
- review all proposed losses for write-off and compensation payments and make recommendations to the board;
- approve accounting policies and subsequent changes to them;
- monitor the implementation of the **Code of Conduct and Code of Accountability** thus offering assurance to the board of probity in the conduct of business; and
- monitor and review the effectiveness of the Agency's Counter Fraud programme and the whistle-blowing processes.

1.5 Composition of the Governance and Audit Committee

1.5.1 The Committee shall comprise a minimum of four Non-Executive Directors with a quorum of three. In exceptional circumstances, and only with the approval of the Committee Chair, the quorum shall be two. A number of Lay Advisors may be appointed and shall attend meetings of the Committee and shall participate fully in the discussions but shall not be able to vote.

1.5.2 None of these Non-Executive Directors shall be the Chairperson of the board although he/she may be invited to attend meetings that are discussing issues pertinent to the whole Agency. Additionally, none of the Governance and Audit Committee members should be the chair or members of the remuneration committee.

1.5.3 The Director of Operations of the Agency, the internal and external auditors and the Lead Officer for Governance (Assistant Director Planning and Operational Services) may attend the Committee by invitation and others may also be required to attend as necessary.

- 1.5.4 Where possible, at least one member of the Committee shall have financial expertise and if possible, the remaining members shall include representation from clinical and social care backgrounds.
- 1.5.5 The Non-Executive members shall select a Chairperson of the Committee from among their number.
- 1.5.6 The Chairperson of the Committee will ensure open lines of communication with members of the Committee, the board, Head of Internal Audit and Head of External Audit.
- 1.5.7 The Governance and Audit Committee will annually review the skills base to check they have the necessary skills required for an effective committee.

1.6 Relationship with Internal Audit

- 1.6.1 The Governance and Audit Committee must obtain the necessary information to assure the board that the systems of internal control are operating effectively and for this they shall rely on the work of Internal Audit together with the External Auditor.
- 1.6.2 The Governance and Audit Committee shall receive reports of findings on internal control. These reports shall form the basis of the Committee's conclusions and recommendations. The Director of Operations is responsible for the management of internal audit arrangements. The Committee shall participate in the selection process when an internal audit service provider is changed.
- 1.6.3 A nominated senior manager is responsible for securing the internal audit service for the Agency. A direct reporting line, independent of the Chief Executive and other Executive Directors, shall be available to the Chair of the Governance and Audit Committee.
- 1.6.4 The nominated senior manager shall also ensure that management respond promptly to Internal Audit reports and shall monitor the performance of the Internal Audit Service on behalf of the Committee.
- 1.6.5 The Chair of the Governance and Audit Committee will meet annually with the head of Internal Audit.

1.7 Relationship with External Audit

- 1.7.1 The Governance and Audit Committee shall rely upon the certification of the accuracy, probity and legality of the Annual Accounts provided by the External Auditor, combined with the more detailed internal audit review of systems and procedures and other monitoring reports provided by officers, in discharging its responsibilities for ensuring sound internal control systems and accurate accounts and providing such assurances to the board.
- 1.7.2 The External Auditor shall provide an independent assessment of any major activity within his remit and a mechanism for reporting the outcome of value for money or regularity studies. Non-Executive Directors shall raise any significant matters which cause them concern.
- 1.7.3 The Northern Ireland Comptroller and Auditor General is the appointed External Auditor. He may appoint independent companies as external auditor. The Governance & Audit Committee has a duty to ensure that an effective External Audit service is provided. Officers shall offer advice to the Committee in their annual assessment of the performance of the External Audit Service. The Committee shall also monitor the extent and scope of co-operation and joint planning between external and internal audit. Any problems shall be raised with the External Auditor.
- 1.7.4 The Chair of the Governance and Audit Committee will meet annually with the External Auditor.

2.0 CONDUCT OF BUSINESS

2.1 Attendance

- 2.1.1 Only the members of the Committee, the Lay Advisors and the nominated senior manager (who acts as secretary to the Committee), shall attend meetings as a matter of course together with appropriate administrative support staff.
- 2.1.2 The Agency board's Chairperson and other Executive or Non-Executive board members may be invited to attend as required. The Lead Officer for Governance, the Director of Operations and the Director of Finance shall have a standing invitation to attend all

meetings except the annual meeting with the External Auditor when it is stipulated that no Officers shall attend (see 2.1.3 below).

- 2.1.3 The External Auditor shall be invited to attend any meeting of the Committee. The Committee shall meet the External Auditor, without the presence of officers, once a year.
- 2.1.4 Any member of staff of the Agency may be required to attend a meeting of the Committee as necessary.
- 2.1.5 The Corporate Secretariat shall service the committee.

2.2 Agenda

- 2.2.1 Governance and Audit Committee meetings will include 'conflict of interest' as a standing item. In instances where there is a declaration of interest in any of the agenda items, members will be asked to leave the meeting while those items are being discussed. In instances where the conflict of interest is likely to be ongoing the member may be asked to stand down from the Governance and Audit Committee.
- 2.2.2 Items for 'Any Other Business' should formally be requested from the chair in advance of the meeting.

2.3 Frequency of Meetings

- 2.3.1 Routine meetings are to be held four times per year. Further meetings may be arranged at the discretion of the Chairperson as necessary. The Secretary to the Committee shall upon request of the Chair or any other member of the Committee, or by the board's external auditors, call a meeting of the Committee, either by letter, e-mail, fax or telephone, giving at least three working days' notice.

2.4 Complaints Matters

- 2.4.1 Complaints will be reviewed by the Governance and Audit Committee

REMUNERATION AND TERMS OF SERVICE COMMITTEE

Contents

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- 1.3 Role
- 1.4 Terms of Reference
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2.0 Conduct of Business

- 2.1 Attendance
- 2.2 Agenda
- 2.3 Frequency of Meetings

REMUNERATION AND TERMS OF SERVICE COMMITTEE

1.0 REMIT CONSTITUTION AND CONDUCT OF BUSINESS

1.1 Introduction

The Health and Social Care (Reform) Act (Northern Ireland) 2009 applies.

The Code of Conduct and Code of Accountability, set out in Circular HPSS(PDD) 08/94, updated and reissued in July 2012, require that a Remuneration and Terms of Service Committee be established.

1.2 Background

All staff with the exception of Director's on Senior Executive Contracts are on the Nationally agreed terms and conditions of service. The work of the Committee must take place within this context.

1.3 Role

The primary responsibility of the Remuneration and Terms of Service Committee is to advise the board about appropriate remuneration and terms of service for the Chief Executive and other Senior Executives subject to the direction of the Department of Health.

The Committee is authorised by the board to investigate or have investigated any activity within its Terms of Reference and in performing these duties shall have the right, at all reasonable times to inspect any books, records or documents including any e-mail records of the board. It can seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee. The only exception to this is patient identifiable data that is required to be kept confidential.

The Committee is authorised by the board to obtain outside legal or other independent advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary subject to the board's procurement, budgetary and other requirements.

1.4 Terms of Reference

The main functions of the Committee are:

- To make recommendations to the board of the Agency on the total remuneration and terms of service package for officer members of the PHA board to ensure that they are fairly rewarded for their individual contribution to the organisation. This would include having proper regard to the organisation's circumstances and performance and to the provision of any arrangements established by the Department of Health for such staff, where appropriate. The Remuneration and Terms of Service Committee shall also ensure that board Members' total remuneration can be justified as reasonable in accordance with departmental limits;
- to oversee the proper functioning of performance and appraisal systems;
- to oversee appropriate contractual arrangements for all staff. This would include a proper calculation and scrutiny of termination payments, taking account of such national and departmental guidance as is appropriate;
- to agree and monitor a remuneration strategy that reflects national agreements and Departmental policy; and
- to monitor the application of the remuneration strategy to ensure adherence to all equality legislation;

1.5 Relationship with and Reporting to the board of the Agency

The Committee shall report, in writing, to the board of the Agency the basis for its recommendations. The board shall use the report as the basis for their decisions, but remain accountable for taking decisions on the remuneration and terms of service of officer members in matters not already directed by the Department. Minutes of the board Meeting shall record such decisions.

1.6 Composition of the Remuneration and Terms of Service Committee

The Committee shall comprise the Agency Chairperson and at least two Non-Executive Directors. A quorum shall be two members. None of these members should be members of the audit committee.

The Chief Executive and other Senior Executives shall not be present for discussions about their own remuneration and terms of service.

However, they can be invited to attend meetings of the Committee to discuss other staff's terms as required.

The Chief Executive, Director of Operations and a nominated HR Officer from the BSO shall provide advice and support to the Committee.

1.7 Establishment of a Remuneration and Terms of Service Committee

The Committee shall be constituted as a Committee of the board with the power to make decisions on behalf of the board of the Agency and where appropriate make recommendations to the board of the Agency. The Terms of Reference are to be approved by the board and recorded in the board minutes.

Committee meetings shall be conducted formally and minutes submitted to the board at its next meeting in accordance with the Policy set out in 5.2.21.

The Committee shall expect to meet at least two times per year. Agenda and briefing papers shall be prepared and circulated in sufficient time for members to give them due consideration.

2.0 CONDUCT OF BUSINESS

2.1 Attendance

2.1.1 Only the members of the Committee, the Chief Executive, the Director of Operations and a nominated HR Officer (from the BSO) shall attend meetings as a matter of course. Appropriate administrative support staff shall be in attendance to record the business of the meetings.

2.1.2 Other Executive or Non-Executive board Members and Officers may be invited to attend as required. The Director of Operations shall have a standing invitation to attend all meetings.

2.1.3 A nominated HR officer (BSO) will be responsible for the implementation of remuneration and terms and conditions of service in the Agency. He/she shall deal with all matters

affecting terms and conditions of service. He/she shall be present at every meeting.

2.1.5 Any member of staff of the PHA may be required to attend a meeting of the Committee, as necessary.

2.1.5 The Committee Chair shall request fuller explanatory information in papers put before them, if there are any doubts or uncertainties and the issues discussed shall be summarised in the minutes.

2.2 Agenda

2.2.1 Remuneration Committee meetings will include 'conflict of interest' as a standing item. In instances where there is a declaration of interest in any of the agenda items, members will be asked to leave the meeting while those items are being discussed. In instances where the conflict of interest is likely to be ongoing the member may be asked to stand down from the Remuneration Committee.

2.3 Frequency of Meetings

2.3.1 Meetings should be held as least once every six months to review remuneration matters or deal with specific matters. Further meetings may be arranged at the discretion of the Chairperson, as necessary.

AGENCY MANAGEMENT TEAM

Contents

1. Role
2. Attendance
3. Frequency of Meetings

1.0 Role

1.1 The Agency Management Team (AMT) role can be summarized as:

- Ensuring processes are in place to deliver key objectives and priorities;
- Ensuring coordination and oversight of budget plans and expenditure,
- Oversight of overall performance and outcomes in keeping with the strategic direction set by and decisions of the PHA board;
- Coordination of capacity and skills across Directorates, functions and with other bodies;
- Ensuring risks to the Agency, its work and assets are being managed and addressed satisfactorily; and considering and clearing papers for consideration by the board of the PHA.

1.2 In furtherance of this AMT will ensure proper consideration and approval of proposals such as those set out in development proposals, strategies, plans, business cases, evaluations, monitoring and investment/disinvestment proposals. This is particularly important where the PHA is the lead organization (albeit that the paper may also be of relevance to the HSCB/BSO or Trusts and may also subsequently be submitted to their senior management teams)

2.0 Attendance

2.1 The Agency Management Team comprises:

- Chief Executive;
- Director of Public Health/Medical Director;
- Director of Nursing/Allied Health Professionals;
- Director of Operations;
- Director of Quality Improvement
- Director of Social Care and Children, HSCB;
- Director of Finance, HSCB;
- Director of Human Resources, BSO, and
- Any other Officer who the Chief Executive determines should be a member of the Agency Management Team.

The Chief Executive will chair AMT, with the Director of Operations deputising in his/her absence.

3.0 Frequency of Meetings

The AMT will normally meet on a weekly basis.

Appendix 7 – Role of Chairperson

The chair is responsible for leading the board and for ensuring that it successfully discharges its overall responsibility for the organisation as a whole. The chair is accountable to the Minister through the Departmental Accounting Officer.

The chair has a particular leadership responsibility on the following matters:

- Formulating the board's strategy for discharging its duties;
- Ensuring that the board, in reaching decisions, takes proper account of guidance provided by the Department and other departmentally designated authorities;
- Ensuring that risk management is regularly and formally considered at board meetings;
- Promoting the efficient, economic and effective use of staff and other resources;
- Encouraging high standards of propriety;
- Representing the views of the board to the general public;
- Ensuring that the board meets at regular intervals throughout the year and that the minutes of meetings accurately record the decisions taken and, where appropriate, the views of individual board members;
- Ensuring that all board members are fully briefed on the terms of their appointment, their duties, rights and responsibilities and assess, annually, the performance of individual board members.

A complementary relationship between the chair and the chief executive is important. The chief executive is accountable to the chair and non-executive members of the board for ensuring that board decisions are implemented, that the organization works effectively, in accordance with government policy and public service values, and for the maintenance of proper financial stewardship. The chief executive should be allowed full scope, within clearly defined delegated powers, for action fulfilling the decisions of the board.