

Standing Orders

Table of Contents

 [1](#_Toc80020601)

[Standing Orders 1](#_Toc80020602)

[Introduction 5](#_Toc80020603)

[Purpose 5](#_Toc80020604)

[Interpretation 5](#_Toc80020605)

[Statutory framework 5](#_Toc80020606)

[Delegation of Powers 5](#_Toc80020607)

[Scope 6](#_Toc80020608)

[Failure to comply 6](#_Toc80020609)

[Definitions 6](#_Toc80020610)

[The Board 8](#_Toc80020611)

[Composition of the board 8](#_Toc80020612)

[Appointment and removal of the directors 8](#_Toc80020613)

[Appointment and powers of the vice chair 8](#_Toc80020614)

[Appointment of a senior independent director 9](#_Toc80020615)

[Appointment of a deputy chief executive 9](#_Toc80020616)

[Joint members 9](#_Toc80020617)

[The role of board members 10](#_Toc80020618)

[Chief executive 10](#_Toc80020619)

[Chief financial officer 10](#_Toc80020620)

[Non-executive members 10](#_Toc80020621)

[Chairman 10](#_Toc80020622)

[Corporate role of the board 11](#_Toc80020623)

[Lead roles for board members 11](#_Toc80020624)

[Meetings of the board 11](#_Toc80020625)

[Calling meetings 11](#_Toc80020626)

[Notice of meetings and the business to be transacted 12](#_Toc80020627)

[Agenda and supporting papers 12](#_Toc80020628)

[Notice of a motion 12](#_Toc80020629)

[Emergency motions 12](#_Toc80020630)

[Motions: Procedure at and during a meeting 13](#_Toc80020631)

[Who may propose 13](#_Toc80020632)

[Procedure 13](#_Toc80020633)

[Written resolutions 13](#_Toc80020634)

[Withdrawal of motion or amendments 13](#_Toc80020635)

[Motion to rescind a resolution 13](#_Toc80020636)

[Chair of meeting 14](#_Toc80020637)

[Chairman’s ruling 14](#_Toc80020638)

[Quorum 14](#_Toc80020639)

[Voting 14](#_Toc80020640)

[Suspension of standing orders 15](#_Toc80020641)

[Variation and amendment of standing orders 16](#_Toc80020642)

[Record of attendance 16](#_Toc80020643)

[Minutes 16](#_Toc80020644)

[Admission of the public and the press 16](#_Toc80020645)

[Admission and exclusion on grounds of confidentiality of business to be transacted 16](#_Toc80020646)

[General disturbances 16](#_Toc80020647)

[Business proposed to be transacted when the press and public have been excluded from a meeting 17](#_Toc80020648)

[Observers at board meetings 17](#_Toc80020649)

[Appointment of committees & sub-committees 17](#_Toc80020650)

[Committees and sub-committees 17](#_Toc80020651)

[Joint committees and committees in common 17](#_Toc80020652)

[Applicability of standing orders and standing financial instructions to committees, sub-committees and joint committees 18](#_Toc80020653)

[Terms of Reference 18](#_Toc80020654)

[Approval of appointments to committees and sub-committees 18](#_Toc80020655)

[Appointments for statutory functions 19](#_Toc80020656)

[Delegation of powers by committees to sub-Committees 19](#_Toc80020657)

[Committees established by the board 19](#_Toc80020658)

[Arrangements for the exercise of board functions by delegation 19](#_Toc80020659)

[Delegation of functions to committees, employees or other bodies 19](#_Toc80020660)

[Emergency powers and urgent decisions 19](#_Toc80020661)

[Delegation to employees 20](#_Toc80020662)

[Ability to delegate delegated functions, duties and powers 20](#_Toc80020663)

[Overlap with other policy statements, procedures, regulations & standing financial instructions 20](#_Toc80020664)

[Policy statements: general principles 20](#_Toc80020665)

[Specific policy statements 20](#_Toc80020666)

[Standing financial instructions 20](#_Toc80020667)

[Specific guidance 21](#_Toc80020668)

[Duties and obligations of board members under these standing orders 21](#_Toc80020669)

[Declaration of interests 21](#_Toc80020670)

[Register of interests 21](#_Toc80020671)

[Publication of declared interests in annual report 22](#_Toc80020672)

[Standards of business conduct 22](#_Toc80020673)

[Counter-fraud, bribery and corruption 22](#_Toc80020674)

[Interest of officers in contracts 22](#_Toc80020675)

[Canvassing of and recommendations by members in relation to appointments 22](#_Toc80020676)

[Relatives of members or officers 23](#_Toc80020677)

[Custody of seal and sealing of documents 23](#_Toc80020678)

[Custody of the seal 23](#_Toc80020679)

[Sealing of documents 23](#_Toc80020680)

[Register of sealing 23](#_Toc80020681)

[Signature of documents 23](#_Toc80020682)

[Miscellaneous 24](#_Toc80020683)

[Standing orders to be given to members and officers 24](#_Toc80020684)

[Documents having the standing of standing orders 24](#_Toc80020685)

[Review of standing orders 24](#_Toc80020686)

[Appendix 1 25](#_Toc80020687)

[Introduction 26](#_Toc80020688)

[Reservation of Powers to the Board 26](#_Toc80020689)

[General enabling provision 26](#_Toc80020690)

[Regulation and control 26](#_Toc80020691)

[Appointments 27](#_Toc80020692)

[Full board 27](#_Toc80020693)

[Non-executive directors only 27](#_Toc80020694)

[Policy consideration 27](#_Toc80020695)

[Strategy and business plans and budgets 27](#_Toc80020696)

[Risk management 27](#_Toc80020697)

[Direct operational decisions 28](#_Toc80020698)

[Financial and performance reporting arrangements 28](#_Toc80020699)

[Audit arrangements 28](#_Toc80020700)

[Version control 29](#_Toc80020701)

# Introduction

## Purpose

1. This document, together with the Standing Financial Instructions (SFIs), provide a regulatory framework for the business conduct of the National Institute for Health and Care Excellence (NICE). They fulfil the dual role of protecting NICE’s interests (ensuring, for example, that all transactions maximise the benefit to NICE) and protecting staff from any possible accusation that they have acted less than properly (provided that staff have followed the correct procedures outlined in the relevant document).
2. All Executive and Non-Executive Directors and all staff should be aware of the existence of these documents and be familiar with their detailed provisions.

## Interpretation

1. Subject to permissions in law, the chairman of NICE shall be the final authority on the interpretation of Standing Orders (SO) at any meeting, on which they should be advised by the chief executive.
2. If staff encounter difficulties regarding the application of any of these Standing Orders, advice from the associate director – corporate office must be sought before acting.

## Statutory framework

* 1. The National Institute for Health and Care Excellence (“NICE”) is a statutory body which came into existence on 1 April 2013.
	2. The statutory functions conferred on NICE are set out in the Health and Social Care Act 2012 and associated regulations amended from time to time by subsequent legislation.
	3. The Health and Social Care Act 2012 states that NICE may regulate its own procedure. It does this through the adoption of standing orders and standing financial instructions, setting out the responsibilities of the board and individuals.
	4. NICE’s principal place of business is Level 1A, City Tower, Piccadilly Plaza, Manchester M1 4DB.

## Delegation of Powers

1. The Board has the power to arrange for its functions to be exercised by or jointly with certain specified bodies.
2. The Reservation of Powers to the Board (appended to these Standing Orders) outlines the powers the board has determined are reserved to the board and require consideration at a formal board meeting.
3. Employees only have the authority to exercise powers specifically delegated to them, as summarised in Scheme of Delegation, which forms part of the Standing Financial Instructions.
4. Wherever the title chief executive, finance, strategy and transformation director or other Officer position is used in these Standing Orders, it will be deemed to include such other employees as have been duly authorised to deputise.

# Scope

1. All staff of NICE, without exception, are within the scope of these Standing Orders.

## Failure to comply

1. Failure to comply with these Standing Orders and the Standing Financial Instructions could result in disciplinary action in accordance with NICE’s disciplinary procedure. Such disciplinary action may include termination of employment. Any financial or other irregularities or impropriety in relation to these instructions, which involve evidence or suspicion of fraud, bribery or corruption will be reported with a view to a criminal investigation being conducted and potential prosecution being sought.
2. If for any reason these Standing Orders or Standing Financial Instructions are not complied with, including the exercise of powers without proper authority, full details of the non-compliance, any justification for non-compliance and the circumstances around the non-compliance must be reported to the next formal meeting of the Audit & Risk Committee for action or ratification.
3. Notwithstanding the above, all Members of the Board and all staff must report any instance of non-compliance with these Standing Orders and Standing Financial Instructions to the chief executive, finance, strategy and transformation director or the associate director, corporate office immediately they become aware of it.

# Definitions

1. Any expression to which a meaning is given in the Health and Social Care Act 2012 will have the same meaning in this interpretation and in addition:

**"Accounting officer"** shall be the officer responsible and accountable for funds entrusted to NICE. They shall be directly accountable to parliament for ensuring the proper stewardship of public funds and assets. This shall include arrangements for laying NICE’s annual accounts before parliament. For NICE it shall be the chief executive.

**"Board"** shall mean the chairman, and non-executive directors, appointed by the Secretary of State for Health and Social Care, and the executive directors appointed by NICE’s non-executive directors.

**"Board secretary"** means the Associate director – corporate office, who is the board secretary.

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

**"Budget holder"** means the director or employee with delegated authority to manage finances for specific areas of the organisation.

**"Chairman"** is the person appointed by the Secretary of State for Health and Social Care to lead the board and to ensure that it successfully discharges its overall responsibility for NICE. The expression "the Chairman of NICE" shall be deemed to include the vice-chair of NICE if the chairman is absent from the meeting or is otherwise unavailable.

**"Chief executive"** means the chief officer of NICE, and Accounting Officer.

**"Committee"** shall mean a committee created by the NICE board.

**"Committee members"** shall be persons formally appointed by the NICE board to sit on or to chair specific committees.

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

**“Director”** means a senior officer of NICE who is not a NICE board member.

**"Executive Director"** means an officer member of the NICE board.

**"Finance, strategy and transformation director”** means the chief financial officer of NICE.

**"Member"** shall mean a board member.

**“Motion”** means a formal proposition to be discussed and voted on during the course of a meeting of the board.

**“NICE”** means the National Institute for Health and Care Excellence.

**"Nominated officer"** means an officer charged with the responsibility for discharging specific tasks within SO and SFI.

**"Non-executive director”** means a non-officer member of the NICE board, appointed by the Secretary of State for Health and Social Care.

**"Officer"** means an employee of NICE. In certain circumstances, “officer” may include a person who is employed by another authority or by a third party contracted to NICE who carries out functions on behalf of NICE.

**"SFI"** means standing financial instructions.

**"SO"** means standing orders.

**"Vice chair"** means the non-executive director appointed by NICE to take on the chairman's duties if the chairman is absent for any reason.

Within this document, words imparting any gender include any other gender. Words in singular include the plural and words in plural include the singular.

# The Board

1. All business shall be conducted in the name of NICE.
2. NICE has resolved that certain powers and decisions may only be exercised by the board in formal session. These powers and decisions are set out in the “Reservation of Powers to the Board" that is appended to these Standing Orders.

## Composition of the board

1. In accordance with Schedule 16 of Health and Social Care Act 2012, the composition of the board will be:
* The chairman
* At least five other non-executive directors
* Between three and five executive directors, one of whom must be the chief executive.

## Appointment and removal of the directors

1. The regulations for the appointment, removal, and terms of office of the chairman and non-executive directors are determined by the Secretary of State for Health and Social Care, who is responsible for these appointments.
2. The non-executive directors are responsible for the appointment of the executive directors. The appointment of the chief executive requires approval from the Secretary of State for Health and Social Care. The executive director positions will include the chief executive, the finance, strategy and transformation director, plus up to 3 further positions (including the deputy chief executive) as determined by the non-executive directors.
3. The terms of office of the chairman and non-executive directors are determined by the Secretary of State for Health and Social Care and will be specified in writing on appointment.

## Appointment and powers of the vice chair

1. The Board may appoint a non-executive director as vice chair. Any appointment will be for such period not exceeding the remainder of their term as a non-executive director of the board as specified on appointment.
2. Any non-executive director so appointed may resign at any time from the office of vice chair by giving notice in writing to the chairman. In the event of a resignation, the board may appoint another non-executive director as vice chair.
3. Where the chairman of the board has ceased to hold office, or where they are unable to perform their duties as chairman owing to illness or any other cause, the vice chair shall act as chairman until a new chairman is appointed or the existing chairman resumes their duties, as the case may be. References to the chairman in these SO shall, so long as there is no chairman able to perform those duties, be taken to include references to the vice chair.

## Appointment of a senior independent director

1. The chair of the audit and risk committee will also be designated as the senior independent director (SID). The role of the SID is to:
	* Act as a sounding board for the chairman and vice chair on issues of sensitivity or governance as needed.
	* Be available to board members if they have concerns relating to the performance of the chairman, or the performance of the organisation that they feel have not been dealt with appropriately by the chairman.
	* Investigate and respond to complaints about the chairman in accordance with NICE’s general complaints policy and procedure.

## Appointment of a deputy chief executive

1. The non-executive directors may appoint an executive director as deputy chief executive.
2. Any person so appointed may resign at any time from the office of deputy chief executive by giving notice in writing to the chief executive. In the event of a resignation, the board may appoint another executive director as deputy chief executive.

## Joint members

1. Where more than one person is appointed jointly to a post on the board which qualifies the holder for executive membership, those persons will become appointed as an executive member jointly and will count as one person.
2. Where the office of a board member is shared jointly by more than one person, either or both of those persons may attend or take part in meetings of the board:
* If both are present at a meeting, they should cast one vote if they agree.
* In the case of disagreements, no vote should be cast.
* The presence of either or both of those persons should count as the presence of one person.

## The role of board members

1. The board will function as a corporate decision-making body. Executive and non-executive board members will be full and equal members. Their role as members of the board will be to consider the key strategic issues facing the board in carrying out its statutory and other functions.
2. Board members will exercise their authority within the terms of these Standing Orders and Standing Financial Instructions.

## Chief executive

1. The chief executive is responsible for the overall performance of NICE’s executive functions.
2. As Accounting Officer, the chief executive has the responsibilities as set out in HM Treasury Guidance *Managing Public Money*, including ensuring that NICE acts in accordance with the legislative framework and the terms of the Framework Agreement agree between NICE and the Department of Health and Social Care.
3. The chief executive, together with the finance, strategy and transformation director, is responsible for ensuring the discharge of NICE’s obligations under any Financial Directions from the Secretary of State for Health and Social Care.

## Chief financial officer

1. The finance, strategy and transformation director is NICE’s chief financial officer who is responsible for the provision of financial advice to NICE and to the board.
2. The finance, strategy and transformation director is responsible for the supervision of financial control and accounting systems. Together with the chief executive, the finance, strategy and transformation director, is responsible for ensuring the discharge of NICE’s obligations under any Financial Directions.

## Non-executive members

1. The non-executive members will not be granted, nor shall they seek to exercise, any individual executive powers on behalf of NICE. They may, however, exercise collective authority when acting as members of the board, or when chairing a committee of the board that has delegated powers.

## Chairman

1. The chairman is responsible for the operation of the board.
2. The chairman will chair all board meetings, when present.
3. The chairman will take responsibility either directly or indirectly for the induction of non-executive directors, their portfolios of interests and assignments, and their performance.
4. The chairman will work in close collaboration with the chief executive.
5. The chairman will ensure that the board discusses key and appropriate issues in a timely manner with all the necessary information and advice being made available to the board to inform the debate and ultimate resolutions.

## Corporate role of the board

1. The board is the senior decision-making body in NICE. It provides strategic leadership to the organisation and:
* sets NICE’s overall direction and strategy
* approves the business plan which is designed to support achievement of NICE’s strategy and monitors performance against it
	+ - * holds the NICE Executive Team to account for this performance and for the proper running of the organisation (including operating in accordance with legal and government requirements)
			* determines which decisions it will make through approval of the reservation of powers and which it will delegate to the Executive Team
			* ensures high standards of corporate governance and personal conduct
			* ensures effective financial stewardship
			* promotes effective dialogue between NICE, its key partners and the wider health and social care system.
1. The functions conferred on the board will be exercised by the board meeting in public session unless the board passes a resolution enabling it to complete its business without the presence of the public in accordance with the Public Bodies (Admissions to Meetings) Act 1960 (see SO 89).

## Lead roles for board members

1. The chairman will ensure that the designation of lead roles or appointments of board members as required by statute, the Department of Health and Social Care or other guidance, are made in accordance with relevant requirements.

# Meetings of the board

## Calling meetings

1. Ordinary meetings of the board will be held at such times and places as the board determines and there will be no fewer than six meetings per year.
2. Meetings of the board may be called by the board secretary, or by the chairman, or by four board members who give written notice to the board secretary specifying the business to be carried out. If the chairman refuses or fails to call a meeting within seven days of a written notice being presented, the board members signing the notice may call a meeting.
3. Other, or emergency meetings of the board members may be called (by appropriate means including, without limitation, by email or other electronic media).

## Notice of meetings and the business to be transacted

1. The board secretary will send (by appropriate means including, without limitation, by email or other electronic media) a written notice of the dates, times and locations of meetings to all members as soon as possible after receipt of such a request.
2. In the case of a meeting called by members in default of the chairman, the notice shall be signed by those members and no business shall be transacted at the meeting other than that specified in the notice.
3. Agendas will be sent to members four clear working days before the meeting and supporting papers, whenever possible, shall accompany the agenda, but should be despatched no later than three clear working days before the meeting, unless there are exceptional circumstances. Failure to serve such a notice on more than three members will invalidate the meeting, unless there are exceptional circumstances.
4. Before each meeting of the board a public notice of the time and place of the meeting, and the public part of the agenda, shall be displayed on NICE’s website at least three clear days before the meeting.

## Agenda and supporting papers

1. The chairman is responsible for setting the agenda for board meetings and will take account of advice from the chief executive and the board secretary.

## Notice of a motion

1. A board member wishing to move or amend a Motion should send a written notice at least ten clear days before the meeting to the chairman, who will insert in the agenda for the meeting all notices received, subject to the notice being permissible under these Standing Orders.
2. This Standing Order will not prevent any Motion being withdrawn or moved during the meeting, without notice, on any business mentioned on the agenda.

## Emergency motions

1. Subject to the agreement of the chairman, a board member may give written notice of an emergency Motion after the issue of the notice of meeting and agenda, and up to one hour before the time fixed for the meeting. The notice should state the grounds of urgency. If the notice is in order, it will be declared to the board at the commencement of the business of the meeting as an additional item to be included in the agenda. The chairman’s decision to include them will be final.

## Motions: Procedure at and during a meeting

### Who may propose

1. The chairman or any board member present may propose a Motion. Another member shall also second it.

### Procedure

1. The mover of a Motion will 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 will 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; or,
* That the business be now put\*.

In the case of paragraphs denoted by an \* above, Motions may only be put by a Member who has not previously taken part in the debate. No amendment to the Motion will be admitted if, in the opinion of the Chair of the meeting, the amendment negates the substance of the Motion

## Written resolutions

1. Where the chairman or a board member requests that the board pass a resolution, the chairman or the member (with the consent of the chairman) may circulate the resolution amongst the members proposing that it is passed as a written resolution.
2. For the resolution to be validly passed, the resolution should be signed by at least six members; these members to be determined by the chairman.

## Withdrawal of motion or amendments

1. A motion or amendment once moved and seconded may be withdrawn by the proposer.

## Motion to rescind a resolution

1. Notice of Motion to rescind any resolution (or the general substance of any resolution) which has been passed within the preceding six calendar months should bear the signature of the member who gives it and also the signature of three other members. Before considering any such Motion of which notice will have been given, the Board may refer the matter to any appropriate Committee or to the chief executive for recommendation.
2. When the board has dealt with any such Motion, it will not be competent for any member other than the chairman to propose a Motion to the same effect within six months. This Standing Order does not apply to Motions moved in pursuance of a report or recommendations of a committee or the chief executive.

## Chair of meeting

1. At any meeting of the board the chairman will preside. If the chairman is absent from the meeting the vice chair, if present, will preside.
2. If the chairman is absent temporarily on the grounds of a declared conflict of interest the vice chair, if present, shall preside. If the chairman and vice chair are absent, or are disqualified from participating, the remaining board members present shall choose a non-executive director to preside.

## Chairman’s ruling

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

## Quorum

1. No business will be transacted at a meeting unless at least one-third of the whole number of the chairman and members currently in post (including at least one member who is also an executive member of the board and one non-executive member) are present. For matters relating to the appointment of executive members that are reserved to the non-executive members only, the quorum shall be three non-executive members.
2. The board may agree that its members can participate in its meetings by telephone, teleconference and video or computer link. Participation in a meeting in this manner will be deemed to constitute a presence in person at the meeting.
3. An appointed deputy attending on behalf of an executive director will only count towards the quorum when they have been appointed as an executive director for this temporary period by the non-executive directors.
4. If the chairman or a member has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of a declaration of a conflict of interest that person will no longer count towards the quorum. If a quorum is then not available for the discussion and/or the passing of a resolution on any matter, that matter may not be discussed further or voted upon at that meeting. Such a position will be recorded in the minutes of the meeting. The meeting will then proceed to the next business item.

## Voting

1. Every question put to a vote at a meeting will be determined by a majority of the votes of members present and voting on the question except that:
* In the case of an equal vote, the chairman (or person presiding if the chairman is not present) will have a second and casting vote; and,
* No resolution of the board will be passed if it is unanimously opposed by all of the executive members present or by all of the non-executive members present.
1. At the discretion of the chairman, all questions put to the vote will be determined by oral expression or by a show of hands (and if any person is attending by telephone, teleconference, video or computer link, such person will cast their vote verbally (such vote to be recorded in the minutes).
2. A paper ballot may also be used if a majority of Members present so request, in which case any person attending by telephone, teleconference, video or computer link will cast their vote verbally (such verbal vote to be recorded in the minutes).
3. 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.
4. If a member requests, their vote will be recorded by name.
5. An officer, who has been appointed formally by the board to deputise for an executive member during a period of incapacity or temporarily to fill an executive member vacancy, will be entitled to exercise the voting rights of the executive member.
6. An officer in attendance for an executive member during a period of incapacity or temporary absence, but without formal deputising status may not exercise the voting rights of the executive member. A member’s status when attending a meeting will be recorded in the minutes.
7. For voting rules relating to joint members see SO 30 and 31.

## Suspension of standing orders

1. Except where this would contravene any statutory provision or any direction made by the Secretary of State for Health and Social Care or the rules relating to the Quorum, any one or more of these Standing Orders may be suspended at any meeting, provided that at least two-thirds of the whole number of the members of the board are present (including at least one member who is an executive member of the board and one member who is not) and that at least two-thirds of those members present signify their agreement to such suspension. The reason for the suspension will be recorded in the board’s minutes.
2. A separate record of matters discussed during the suspension of Standing Orders will be made and will be available to the chairman and board members.
3. No formal business may be transacted while Standing Orders are suspended.
4. The Audit & Risk Committee will review every decision to suspend Standing Orders.

## Variation and amendment of standing orders

1. These Standing Orders will not be varied except in the following circumstances:
* Upon a notice of motion
* Upon a recommendation of the chairman or chief executive included on the agenda for the meeting
* That two thirds of the board members are present at the meeting where the variation or amendment is being discussed, and that at least half of the board’s non-executive members vote in favour of the amendment
* Providing that any variation or amendment does not contravene a statutory provision or direction made by the Secretary of State for Health and Social Care.

## Record of attendance

1. The name of the chairman and members present at the meeting will be recorded.

## Minutes

1. The minutes of the proceedings of a meeting will be drawn up and submitted for agreement at the next ensuing meeting.
2. No discussion will take place upon the minutes except upon their accuracy or where the chairman considers discussion appropriate.

## Admission of the public and the press

### Admission and exclusion on grounds of confidentiality of business to be transacted

1. The public and representatives of the press may attend all meetings of the board, but shall be required to withdraw upon the Board resolving:

*‘that representatives of the press, and other members of the public, be excluded from the whole or part (as relevant) of this meeting, having regard to the confidential nature of the business to be transacted, publicity on which would be prejudicial to the public interest’*

In accordance with section 1(2) Public Bodies (Admission to Meetings) Act 1960.

1. Guidance may be sought from NICE’s freedom of information lead to ensure correct procedure is followed on matters to be included in the exclusion.

### General disturbances

1. The chairman or the person presiding over the meeting will give such directions as they think fit with regard to arrangements for meetings and accommodation of the public and representatives of the press such as to ensure that the board’s business can be conducted without interruption and disruption. Without prejudice to the power to exclude on grounds of the confidential nature of the business to be transacted, the public will be required to withdraw upon the board resolving:

*‘That in the interests of public order the meeting adjourn for (the period to be specified) to enable the Board to complete its business without the presence of the public* in accordance with section 1(8) of the Public Bodies (Admissions to Meetings) Act 1960.

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

1. Matters to be dealt with by the board following the exclusion of representatives of the press, and other members of the public, as above, will be confidential to the members of the board.
2. Members and any staff of NICE in attendance will not reveal or disclose the contents of papers marked ‘in confidence’ or minutes headed ‘items taken in private’ outside of the board, without the express permission of the board. This prohibition will apply equally to the content of any discussion during the board meeting that may take place on such reports or papers.

## Observers at board meetings

1. The board will decide what arrangements it feels are appropriate to offer, in extending an invitation to observers to attend and address any of the board’s meetings, and may change, alter or vary these arrangements as it deems fit.

# Appointment of committees & sub-committees

## Committees and sub-committees

1. The board may appoint committees and sub-committees of the board.
2. If it requires, the board may receive and consider reports of such committees and sub-committees.

## Joint committees and committees in common

1. The board may appoint a joint committee where it has entered into an arrangement in accordance and, pursuant to that arrangement, the functions are exercisable jointly by NICE and another prescribed body.
2. The joint committee may exercise the functions covered by the arrangement in question.
3. If it requires, the board may receive and consider reports of such joint committees.
4. The board may choose to meet in common with the board of any other organisation and permit any of its committees and sub-committees to do the same.

## Applicability of standing orders and standing financial instructions to committees, sub-committees and joint committees

1. These Standing Orders and NICE’s Standing Financial Instructions apply to the meetings of all committees and sub-committees.
2. These Standing Orders and Standing Financial Instructions apply to the meetings of each joint committee, Board meetings in common, Committees or Sub-Committees in Common; in as far as alternative governance arrangements have not been established and agreed by the board.
3. The term “chairman” is to be read as a reference to the chairman of the committee or sub-committee and the term “member” is to be read as a reference to a member of the committee or sub-committee, as the context permits.
4. There is no requirement to hold meetings of committees, sub-committees or joint committees in public.

## Terms of Reference

1. The board will determine the terms of reference of committees, any sub-committees that it appoints and any joint committees taking account of any legislation or direction issued by the Secretary of State for Health and Social Care. The terms of reference will set out the extent of any powers delegated to the committee, sub-committee or joint committee.
2. Where committees are authorised to establish sub-committees, the committee will also have the authority to determine the terms of reference of each sub- committee it establishes, taking account of any conditions (including as to reporting to the board) as the board decide, legislation or direction issued by the Secretary of State for Health and Social Care.
3. Such terms of reference will have effect as if incorporated into these Standing Orders.

## Approval of appointments to committees and sub-committees

1. The chairman will be responsible for appointing board members to any such committees established by the board.
2. Where committees are authorised to establish sub-committees, the committee will also have the authority to determine the membership of each sub-committee it establishes.
3. The board will agree the process for determining the membership of joint committees that it appoints and ensure this is documented.
4. The board may approve that a committee or sub-committee may consist of or include persons who are not members or employees of NICE.
5. Where the board determines that persons, who are neither members nor employees, may be appointed to a committee or sub-committee the terms of such appointment should be within the powers of the board as defined by the Secretary of State for Health and Social Care.
6. The board will define the powers of such appointees and will agree such remuneration and allowances as it determines and in accordance with relevant guidance.

## Appointments for statutory functions

1. Where the board is required to appoint persons to a committee or sub- committee and/or to undertake statutory functions as required by the Secretary of State, and where such appointments are to operate independently of the board, such appointments will be made in accordance with applicable regulations and directions.

## Delegation of powers by committees to sub-Committees

1. Where committees are authorised to establish sub-committees, they may not delegate powers to the sub-committee unless expressly authorised by the board.

## Committees established by the board

1. The committees established by the board are:
* Audit and risk committee
* Remuneration committee
1. The board shall set out the terms of reference for each committee.
2. The board may at any time amend the terms of reference of any committee.

# Arrangements for the exercise of board functions by delegation

## Delegation of functions to committees, employees or other bodies

1. The board reserves the ability to, at any time, withdraw a function, duty or power it has delegated and then to exercise the function, duty or power itself or to delegate it.

## Emergency powers and urgent decisions

1. The chairman and the chief executive may in emergency or for an urgent decision, exercise the powers that the board has reserved to itself within these Standing Orders after having consulted at least two non-executive members, one being the chair of the audit and risk committee. The exercise of such powers by the chairman and the chief executive will be reported to the next formal meeting of the board for formal ratification.

## Delegation to employees

1. Any powers which have not been retained as reserved to the board or delegated to a committee or sub-committee or joint committee, will be exercised on behalf of the board by the chief executive.
2. The chief executive will determine which functions they will perform personally and will nominate employees to undertake the remaining functions for which they will retain accountability to the board.
3. NICE does not have the statutory authority to delegate powers to staff who are not employees, other than non-executive members. Therefore, staff who are not employees or non-executive members may not exercise any power on behalf of NICE, including in a deputising capacity.

## Ability to delegate delegated functions, duties and powers

1. The board, committees, sub-committees, non-executive members, executive members and designated employees may not delegate functions, duties or powers that have been delegated to them, unless specifically authorised to do so as part of the delegation of that function, duty or power.

# Overlap with other policy statements, procedures, regulations & standing financial instructions

## Policy statements: general principles

1. The executive team will put in place arrangements for agreeing and approving policy statements and procedures that will apply to all or specific groups of staff.
2. The decisions to approve such policies and procedures will be recorded in appropriate minutes and will be deemed where appropriate to be an integral part of these Standing Orders and NICE’s Standing Financial Instructions.

## Specific policy statements

1. These Standing Orders and Standing Financial Instructions shall be read in conjunction with the following policy statements:
* Standards of business - code of conduct
* Disciplinary policy

both of which shall have effect as if incorporated in these Standing Orders.

## Standing financial instructions

1. Standing Financial Instructions adopted by the Board shall have effect as if incorporated in these Standing Orders.

## Specific guidance

1. These Standing Orders and Standing Financial Instructions shall be read in conjunction with all applicable law and guidance issued by the Secretary of State for Health and Social Care.

# Duties and obligations of board members under these standing orders

## Declaration of interests

1. NICE requires board members to declare interests that are relevant, or could be perceived to be relevant, to NICE’s work. This includes indirect interests such as those relating to third parties closely associated with board members, when they are known. All board members should make a declaration of interests prior to appointment, annually, and when such interests change, in accordance with NICE’s policy on declaring and managing interests.
2. If board members have any doubt about the relevance of an interest, this should be discussed with the chairman or the board secretary.
3. If a board member has an actual or potential conflict of interest the chairman, noting the nature and extent of the potential conflict of interest, should consider the required action in accordance with NICE’s policy on declaring and managing interests and the code of conduct for board members of public bodies, judging whether or not it is appropriate to allow the member to remain and participate, remain without participating, or withdraw for that item board members should not participate in any discussion in which they have a financial interest and should not participate if a non-financial interest might suggest a danger of bias. The minutes should record the action taken in relation to the interest.
4. Board members should not occupy a paid party political post or hold a particularly sensitive or high profile role in a political party and should be guided by cabinet office rules on lobbying by NDPBs.
5. Any board member wishing to take up additional employment or appointments during their term of office must inform the chairman in advance and allow them the opportunity to comment.

## Register of interests

1. The chief executive will ensure that a register of interests is established to record formally declarations of interests of board members.
2. These details will be kept up to date by means of any new interests being declared at each board meeting and added to the register. At any one time, the register will give a full picture of all interests declared.
3. The register will be included with all public board meeting agendas and be available to the public via the NICE website.

## Publication of declared interests in annual report

1. Board members’ directorships of companies that have a business relationship with NICE or are seeking to do business with NICE, should be published in NICE’s annual report. The information should be kept up to date for inclusion in succeeding annual reports.

## Standards of business conduct

1. All board members and officers should comply with the NICE’s standard of business – code of conduct.

## Counter-fraud, bribery and corruption

1. The Bribery Act was introduced in 2010 and came into force in 2011. NICE has a counter-fraud, bribery and corruption strategy, policy and response plan which ensures NICE complies with the Government’s Functional Standard for counter fraud, and provides guidance for reporting suspected fraud, bribery and corruption and the avoidance of fraud, bribery and corruption.
2. The policy sets out NICE’s approach to mitigating the risk of, and dealing with allegations of fraud, bribery and corruption and explains the types of criminal offences falling into each category. These SOs should be read in conjunction with the counter fraud, bribery and corruption strategy, policy and response plan.

## Interest of officers in contracts

1. All officers of NICE who are involved in evaluating quotations and tenders should identify any direct or indirect interests relating to the procurement as early as possible in the procurement process, and before evaluating/scoring any submissions. Depending on the nature of the interest, it may be necessary to withdraw from participating in the procurement process. Any officer of NICE who becomes aware that NICE has entered into or proposes to enter into a contract in which they or any person closely associated with them has any direct or indirect financial interest, should declare their interest by giving notice in writing to the associate director – procurement as soon as practicable.
2. NICE will require interests, employment or relationships so declared to be entered in a register of interests.

## Canvassing of and recommendations by members in relation to appointments

1. Canvassing of members of the board or of any committee of the board directly or indirectly for any appointment under NICE will disqualify the candidate for such appointment. The contents of this paragraph of this Standing Order should be included in application forms or otherwise brought to the attention of candidates.
2. Members of the board should not solicit for any person any appointment under NICE or recommend any person for such appointment. This paragraph of this Standing Order does not preclude a board member from giving written testimonial of a candidate’s ability, experience or character for submission to NICE.

## Relatives of members or officers

1. Candidates for any appointment as an employee with NICE should, when making an application, disclose in writing to NICE whether they are related to any board member or staff of NICE. Failure to disclose such a relationship will disqualify a candidate and, if appointed, render them liable to instant dismissal.
2. The chairman and every board member and staff member of NICE should disclose any relationship between themselves and a candidate of whose candidature that board member or staff member is aware.
3. On appointment, members (and prior to acceptance of an appointment in the case of executive members) should disclose to the board whether they are related to any other board member or staff member of NICE.

# Custody of seal and sealing of documents

## Custody of the seal

1. The common seal of NICE shall be kept by the chief executive in a secure place.

## Sealing of documents

1. The seal of NICE shall not be fixed to any documents unless the matter relating to the sealing has been authorised by a resolution of the board or of a committee thereof or by anyone to whom NICE has delegated its power. The application of NICE’s seal must be authenticated by the signature of an executive director, who through these SO have been authorised for this purpose by the board.
2. Before any building, engineering, property or capital document is sealed it must be approved and signed by two directors of NICE.

## Register of sealing

1. An entry of every sealing shall be made 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. A report of all sealings shall be made to the audit and risk committee at least quarterly. The report shall contain the description of the document and date of sealing.

## Signature of documents

1. Where the signature of any document will be a necessary step in legal proceedings involving NICE, it should be signed by the chief executive, unless any enactment otherwise requires or authorises, or NICE has given the necessary authority to some other person for the purpose of such proceedings.
2. The chief executive or nominated officers are authorised to sign on behalf of NICE any agreement or other document not requested to be executed as a deed. Unless there is a requirement for sealing, the chief executive or an authorised officer shall also be authorised to execute deeds by signature in the presence of an attesting witness, but before any deed relating to building, engineering, property or capital is signed it must be approved and signed by two directors of NICE. No document or deed shall be signed unless its subject matter has been approved by the board, or any committee or sub-committee thereof or by anyone to whom NICE has delegated its powers.

# Miscellaneous

## Standing orders to be given to members and officers

1. The chief executive should ensure that existing board members and officers and all new appointees are notified of and understand their responsibilities within SO and SFI. Updated copies shall be issued to staff via the intranet.

## Documents having the standing of standing orders

1. Standing financial instructions and reservation of powers to NICE and delegation of powers shall have the effect as if incorporated into SO.

## Review of standing orders

1. The standing orders will be reviewed annually.

Date: August 2021

# Appendix 1

**Reservation of Powers to the Board**

# Introduction

* + - 1. This section of Standing Orders sets out those powers that are reserved to the board.
			2. Those functions and decisions which have not been reserved for the board or delegated to committee, sub-committee, or joint-committee shall be exercised on behalf of NICE by the chief executive. The chief executive shall determine which functions they will perform personally and shall nominate officers to undertake the remaining functions for which they will still retain accountability to NICE.
			3. The chief executive shall prepare a scheme of delegation identifying their proposals which shall be considered and approved by the board, subject to any amendments agreed during the discussion. The chief executive may periodically propose amendments to the scheme of delegation which shall be considered and approved by the board as indicated above.
			4. Nothing in the scheme of delegation shall impair the discharge of the direct accountability to NICE of the finance, strategy and transformation director to provide information and advise the board on financial matters in accordance with statutory requirements. Outside these statutory requirements, the role of the finance, strategy and transformation director shall be accountable to the chief executive for operational matters.
			5. All powers delegated by the board can be reassumed should the need arise.
			6. Powers are delegated to officers on the understanding that they would not exercise delegated powers in a matter which in their understanding was likely to be a cause for public concern or which might have an effect on the reputation of NICE.

# Reservation of Powers to the Board

## General enabling provision

* + - 1. The board may determine any matter it wishes in full session within its statutory powers.

## Regulation and control

* + - 1. Approval of standing orders, a schedule of matters reserved to the board and standing financial instructions for the regulation of its proceedings and business.
			2. Requiring and receiving a declaration at board meetings of board members’ interests which may conflict with those of NICE and determining the extent to which any member may remain involved with the matter under consideration.
			3. Disciplining board members who are in breach of statutory requirements or SO or who are subject to action under NICE’s disciplinary policy and procedures.
			4. Approval of the high level organisational structure of NICE and to agree modifications thereto.
			5. To receive reports from committees which NICE is required by the Secretary of State or other regulation to establish and to take appropriate action thereon.
			6. To establish terms of reference and reporting arrangements of all board committees, and to confirm or not the recommendations of the board’s committees where the committees do not have decision-making powers.
			7. Ratification of any urgent decisions taken by the chief executive and chair in accordance with SO 120.

# Appointments

## Full board

* + - 1. The establishment and dissolution of committees that are directly accountable to the board.
			2. The appointment of non-executive directors to the roles of vice chair, lead for technology appraisal and highly specialised technologies appeals, and to represent NICE on outside bodies that have decision-making powers.

## Non-executive directors only

* + - 1. The appointment, disciplining and dismissal of the chief executive.
			2. The appointment of executive members of the board.
			3. Agreeing the arrangements for the appointment, dismissal or disciplining of members of the executive team.

## Policy consideration

* + - 1. The approval of any policies which the board may from time to time reserve itself responsibility.

## Strategy and business plans and budgets

* + - 1. Setting NICE’s strategic objectives and approval of the strategic plan for submission to the Department of Health and Social Care for final sign off.
			2. Approval of NICE’s annual business plan for submission to the Department of Health and Social Care for final sign-off.

## Risk management

* + - 1. Approval of NICE’s policies and procedures for the management of risk.
			2. Reviewing the strategic risks facing NICE and the effective management of those risks.
			3. Reviewing the annual governance statement.
			4. Approval of NICE’s health and safety policy and the monitoring of its effectiveness.

## Direct operational decisions

* + - 1. Approval of the acquisition, disposal or change of use of land and/or buildings.
			2. The introduction or discontinuance of any significant activity or operation outside of the business plan. An activity of operation shall be regarded as significant if it has a gross annual income or expenditure (that it is before any set off) in excess of £500,000.
			3. Approval of supplementary expenditure outside of the business plan of a capital or revenue nature amounting to, or likely to amount to over £500,000 per annum.
			4. Approval of extra contractual individual compensation payments over £20,000 subject to any permissions required from the Department of Health and Social Care.

## Financial and performance reporting arrangements

* + - 1. Approval of the distribution of NICE’s financial allocation as set out in the annual business plan.
			2. Receipt of monitoring reports from officers on NICE’s financial position and delivery of the business plan.

## Audit arrangements

* + - 1. Receipt of reports from the audit and risk committee and to take appropriate action.

## Version control

Version: 1.6

Author: Elaine Repton

Effective Date: 1 December 2021

Review Date: 1 September 2022

**Reviewed by:**

|  |  |  |
| --- | --- | --- |
| Name | Role | Date |
| Elaine Repton | Corporate governance & risk manager | 11/06/202123/07/202130/07/202110/08/2021 |
| David Coombs | Associate Director – Corporate office | 11/06/202122/07/202110/08/202113/08/2021 |
| Jennifer Howells | Director – Finance, Strategy & Transformation | 20/08/2021 |
|  | Audit and Risk Committee | 08/09/2021 |