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# **MATTERS RESERVED TO THE BOARD**

**incorporating Standing Orders**

Agreed and approved by the  
NHSBSA Board on 12 September 2019

Due for review in September 2020

## **1. Role of the Chief Executive**

- 1.1 All powers of the NHS Business Services Authority (NHSBSA) that have not been retained as reserved for the Board or otherwise delegated to a committee, sub-committee or other body, shall be exercised on behalf of the Board by the Chief Executive unless otherwise specified in the Standing Financial Instructions (SFIs) or Scheme of Delegation. The Board may at any time withdraw, alter or vary such delegation either generally or in relation to any specific matter.
- 1.2 This reflects the responsibility of the Chief Executive as the Accountable Officer for the NHSBSA. The Chief Executive shall prepare and maintain a detailed Schedule of Delegation identifying the functions they shall perform personally and those delegated to directors. Such delegated powers can be undertaken by the Chief Executive when the need arises.
- 1.3 The identification of specified directors under this scheme of delegation does not, unless specifically stated, limit their discretion to allocate a task to subordinates, but the director concerned will always be held accountable for those tasks assigned as responsible officer, regardless of any subsequent delegation.
- 1.4 In the absence of the Chief Executive, powers delegated to them may be exercised by the Director of Finance and Commercial or, in their absence, such other director determined by the Chief Executive with the agreement of the Chairperson. In the absence of directors their delegated powers will normally revert to the Chief Executive unless an alternative nominated officer is agreed by the Chief Executive and the Chairperson.
- 1.5 The Chief Executive has a responsibility to consult with the Board regarding any decision, transaction or other matter which might reasonably be expected to expose the NHSBSA to significant financial, reputational, business or other risk. In these terms, 'significant' is defined in the context of the NHSBSA's risk appetite and tolerance.

## **2. Matters reserved to the Board**

### **2.1 Regulation and control**

- 2.1.1 To approve Standing Orders (SOs), SFIs, Matters Reserved for the Board and the Scheme of Delegation for the regulation of its proceedings and business, and any subsequent variations thereto.
- 2.1.2 To receive and review the Register of Interests declared by members of the Board, which may conflict with those of the

NHSBSA and determining the extent to which that member may remain involved with the matter under consideration.

- 2.1.3 To ratify any urgent decisions taken by the Chairperson outside of the formal Board meetings.
- 2.1.4 To agree action on litigation against or on behalf of the NHSBSA in circumstances which would have a significant impact on the commercial interests or business reputation of the NHSBSA.
- 2.1.5 To consider and approve as appropriate, any matters which the Department of Health and Social Care (or other government or regulatory authority) requires the NHSBSA Board to approve.

## **2.2 Appointments**

- 2.2.1 To appoint and dismiss chairs and members of committees of the Board, and approve the Terms of Reference for such committees.
- 2.2.2 To agree the delegation by a Board committee of its powers to a subcommittee.
- 2.2.3 *Chairperson and non-officer members only:* To appoint, discipline and dismiss, as appropriate, the Chief Executive.
- 2.2.4 *Chairperson, non-officer members and Chief Executive only:* To appoint and dismiss, as appropriate, officer members of the Board.

## **2.3 Strategy, business plans and budgets**

- 2.3.1 To review and approve annually:
  - a) The updated NHSBSA Strategy (including values, mission and vision)
  - b) The NHSBSA Business Plan
  - c) The NHSBSA Annual Revenue and Capital Budgets
- 2.3.2 To approve any changes to the NHSBSA's strategic corporate objectives following agreement of Strategy.
- 2.3.3 To receive and approve reports recommending a contractual obligation to commit expenditure on goods and services in excess of £1,000,000 (excl VAT).
- 2.3.4 To receive and approve reports on the sale and/or disposal of assets which are likely to total in excess of £1,000,000 (excl VAT).

- 2.3.5 To receive and approve reports on the waiver of formal competitive tendering over £500,000 (excl VAT).
- 2.3.6 To receive and approve reports recommending the creation of a framework via which the NHSBSA and/or other NHS bodies will, or are likely to, commit expenditure on goods and services in excess of £1,000,000 (excl VAT).
- 2.3.7 To approve business cases destined for approval by Department of Health and Social Care and/or other government bodies except where the Chief Executive considers the matter to be of insufficient significance to the organisation to require consideration by the Board. In doing so, the Chief Executive will be mindful of his duties under section 1.5 of Matters reserved to the Board.

## **2.4 Financial and performance monitoring**

- 2.4.1 To appraise the overall business performance of the NHSBSA by receiving a report from the Chief Executive at each meeting of the Board.
- 2.4.2 To appraise the financial position of the NHSBSA, by receiving a report at each meeting from the Director of Finance and Commercial.
- 2.4.3 To appraise other aspects of performance monitoring by receiving periodic reports linked to progress in achieving the NHSBSA's objectives as set out in the strategy and annual corporate business plan.
- 2.4.4 To receive other reports, as it sees fit, from members, committees and officers of the NHSBSA.

## **2.5 Audit arrangements**

- 2.5.1 To approve audit arrangements, including the appointment and, if necessary, dismissal of the NHSBSA's internal auditors.
- 2.5.2 To receive reports of the Audit and Risk Management Committee (ARC) meetings and approve recommendation on investigations carried out into breaches of SOs or SFIs.
- 2.5.3 To acknowledge receipt of the Annual Management Letter(s) from the external auditor and agree appropriate action on the recommendation of the ARC.

2.5.4 To acknowledge receipt of annual opinion of the Head of Internal Audit and agree action on recommendations, where appropriate, of the ARC.

## **2.6 Approval of annual reports and accounts**

2.6.1 To approve and adopt the NHSBSA's Annual Report.

2.6.2 To receive and adopt the full and complete set of Annual Statements of Account (including NHS Pension Scheme Accounts).

2.6.3 To receive and adopt the Annual Report of the ARC.

2.6.4 To call an Annual Public Meeting at which the NHSBSA's Annual Report and Annual Accounts will be presented.

## **3. Standing orders**

3.1 The NHSBSA's Statutory Instruments 2415: Regulations 2005, set out that the meetings and proceedings of the NHSBSA should be conducted in accordance with the rules set out in the schedule of those regulations. Those regulations allow for the NHSBSA to create, vary or revoke those rules under the appropriate standing orders. These standing orders are established below.

### **3.2 Suspension of the rules in the schedule to statutory instruments 2415**

Except where it would contravene any statutory provision or any direction made by the Secretary of State for Health and Social Care, any part of the rules set out in the schedule to Statutory Instruments 2415: Regulations 2005 may be suspended at any meeting, provided Authority members are in agreement.

A decision to suspend as above together with the reasons for doing so shall be recorded in the minutes of the meeting.