

**Changes to Constitution and the Reservation and Delegation of Powers and
Standing Financial Instructions**

Ref	Page No	Proposed Change	Reason
<u>Changes to Constitution</u>			
Para 24 of Annex 7	88	<p>Trust business can require the signature of non-legally binding documents such as Heads of Terms or Memorandum of Understanding. The authority to sign non-legally binding documents is not explicitly defined in the Constitution and associated documents. However, signature of these documents can implicitly commit the Trust and such documents can expose the Trust to reputational risk.</p> <p>It is proposed to link the authority to sign such documents to the authority to sign any resulting later legally binding commitments. This will be done by amending the wording of paragraph 24 of annex 7 to make the guidance clearer. It is proposed to amend this to read:-</p> <p><i>“Where any document will be a necessary step in legal proceedings on behalf of the trust, it shall, unless any enactment otherwise requires or authorises, be signed by the Chief Executive or any executive director.</i></p> <p><i>In land transactions, the signing of certain supporting documents will be delegated to managers and set out clearly in the Scheme of Delegation but will not include the main or principal documents effecting the transfer (e.g. sale/purchase agreement, lease, contracts for construction works and main warranty agreements or any document which is required to be executed as a deed).</i></p> <p><i>The signature of any non-legally binding document (such as Heads of Terms or Memoranda of Understanding) which may subsequently create a reputational or other risk to the Trust should it subsequently wish to renegotiate the terms of the agreement, shall, unless any enactment otherwise requires, be signed by either the person or persons who are authorized to sign the resulting legally binding document.”</i></p>	
<u>Changes to the Reservation and Delegation of Powers and Standing Financial Instructions</u>			
Section B	14	Amendment of the terms of reference of the Finance and Performance Committee as agreed in July 2017	To reflect Terms of Reference agreed by Board of Directors in July 2017.

Ref	Page No	Proposed Change	Reason
Section B	15	Addition of the Terms of Reference of the Investment Committee.	To reflect Terms of Reference agreed
Section B	15	Amendment of the terms of reference of the Trust Management Executive	To reflect Terms of Reference agreed by Board of Directors in July 2017.
Section B	27	Replace references to Director of Organisational Development and Workforce with Director of Improvement and Culture	Changes to Board structure.
Section B	28	Replace references to Director of Organisational Development and Workforce with Director of Improvement and Culture	Changes to Board structure.
Section B	31	Replace references to Director of Planning and Information with Chief Information and Digital Officer	Changes to Board structure.
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Section B	31	Replace references to Director of Planning and Information with Chief Information and Digital Officer	Changes to Board structure.
Section C 7.8	56	Replace reference to OJEU Threshold of £164,176 with £181,302	Revised EU tendering limit from January 2018
Section C 10.5.1	65	Replace references to Director of Organisational Development and Workforce with Director of Improvement and Culture	Changes to Board structure.
Section C 7.21	61	Replace references to Director of Planning and Information with Chief Information and Digital Officer	Changes to Board structure.
Section C 16.2.1	77	Replace references to Director of Planning and Information with Chief Information and Digital Officer	Changes to Board structure.
Section C 16.4	77	Replace references to Director of Planning and Information with Chief Information and Digital Officer	Changes to Board structure.
Section C 21.1	80	Replace references to Director of Planning and Information with Chief Information and Digital Officer	Changes to Board structure.