

ST BARTHOLOMEW'S HOSPITAL CHARITABLE FUND

STANDING ORDERS

1. These Standing Orders regulate the procedure of the Board of Trustees of the Charity and its sub-committees. They are made by the Trustees under the authority of clause 26 of the Charity's Constitution which allows for the making of such rules or byelaws as the Trustees may deem necessary or expedient for the proper conduct and management of the Charity. If there is any inconsistency between these Standing Orders and the Charity's Constitution, the latter shall prevail.
2. Any provision of these Standing Orders may be amended or temporarily suspended by resolution of the Trustees.
3. For ease of reference, these Standing Orders repeat some provisions from the Charity's Constitution. Where that is the case, reference is made to the relevant clause of the Constitution. Those provisions can only be changed by amending the Constitution (see clause 28 of the Constitution).

Trustee responsibilities

4. The Board acts collectively and Trustees share responsibility for the strategy and future direction of the Charity and the effective delivery of its plans and purposes. All Trustees should be familiar with the Charity Commission's guidance contained in its document [The essential trustee: what you need to know, what you need to do - GOV.UK](#).

The Board

5. There must be at least three Trustees and no more than 15. That maximum figure can be changed by resolution of the Trustees. (See clause 9.3 of the Constitution.)
6. Clause 12.1.2 of the Constitution provides that if a Trustee is absent without permission from all Board meetings held within a period of six months, the Trustees may resolve that the Trustee ceases to hold office. For these purposes, a Trustee will not be deemed to be absent without permission if they have sent their apologies in advance of the meeting; and any resolution that a Trustee shall cease to hold office shall require the support of at least two-thirds of the total number of Trustees.
7. Trustees may invite such other people to attend and speak at a Board meeting but such invitees shall not have any of the powers or duties of Trustees.

Meetings of the Board

8. The Board of Trustees will meet four times a year in March, June, September and December and at any other times as is necessary for the efficient despatch of the Charity's business.
9. Prospective dates for meetings of the Board in a year shall be given to Trustees before the end of the preceding year.
10. Clause 15.1.1 of the Constitution allows any Trustee to call a Board meeting.

11. Notice of a Board meeting shall be sent electronically with an agenda and accompanying papers for the meeting at least six days before the meeting. Board papers may be sent later with the consent of the Chair.

Quorum

12. No decision shall be taken at a Board meeting unless a quorum is present when the decision is taken. Clause 15.3.1 of the Constitution provides that the quorum is two Trustees or the number nearest to one third of the total number of Trustees, whichever is greater, or such larger number as the Trustees may decide from time to time. At the time of the adoption of these Standing Orders, the Trustees decided that the quorum shall be six Trustees.

Chair

13. The Trustees shall appoint the Chair of the Charity and may at any time resolve to revoke that appointment.

Proceedings of the Board

14. The Chair of the Charity shall, if present, preside at all Board meetings. If the Chair is not present within 10 minutes of the time of the meeting, the Trustees may choose one of their number to chair a meeting (see Clause 15.2 of the Constitution).
15. Trustees may attend a Board meeting by electronic means (see Clause 15.4 of the Constitution). The Secretary shall endeavour to provide a video or other link to allow Trustees to attend and participate electronically, but the failure to do so or the failure of any facilities or links shall not invalidate a meeting that was otherwise quorate, nor decisions taken at the meeting.
16. It is acknowledged that, while not all Trustees can always attend all meetings in person, attendance in person is preferable.

Resolutions of the Board

17. Decisions of the Board shall be taken by resolution and recorded in the minutes of the meeting.
18. Resolutions shall be decided by a majority of the Trustees present and voting. In the case of an equality of votes, the person chairing the meeting shall have a second or casting vote (see Clauses 15.3.2 and 15.3.3 of the Constitution).

Minutes of Board meetings

19. The Secretary shall produce minutes of the meetings of the Board which shall be reviewed by the Chair and distributed to Trustees promptly following a meeting.

Committees of the Board

20. The Board may delegate any of its powers or functions to a committee or it may ask a committee to make recommendations for a final decision by the Board (see Clause 14 of the Constitution).

21. The Board may appoint such committees as it thinks fit, including a

- a. Nominations Committee
- b. Investment Committee
- c. Patient Grants Committee
- d. Staff Grants Committee (including education, training and prizes)

22. Each committee shall have terms of reference agreed by the Board.

23. Each committee shall decide its own procedures, subject to final approval of the Board.

Budget

24. A draft budget for each year shall be presented to the Board before the end of the preceding year. The Board shall review and amend the draft budget and once approved it shall be applied for the year in question.

25. The budget for a year and performance against it shall be reviewed at each Board meeting held during the year. The budget may be amended to take account of that performance and other relevant factors.

Declarations of interest

26. All Trustees shall comply with the provisions in clause 7 of the Constitution governing conflicts of interest and conflicts of loyalty.

27. In particular, Trustees shall declare interests as described in clause 7.1 of the Constitution to the Secretary who shall keep a register of such declarations and shall repeat that declaration at a meeting of the Board or of a committee where such an interest is relevant to the business of the meeting.

28. In addition, the Secretary shall request Trustees to complete a declaration of interests each year which shall then be tabled at the next Board meeting.

Approved by the Board, 10 December 2025