

Trust Board

Agenda Item	12c.	Date: 26 July 2017				
Title of Report	Use of common seal: April to June 2017					
Purpose of the report and the key issues for consideration/decision	To advise the Board of the use of the common seal and to report tenders with a price of £100k or more during the period April to June 2017.					
Prepared by: Name & Title	Paul Howard, Trust Board Secretary					
Presented by:	Paul Howard, Trust Board Secretary					
Action Required (please X)	Approve		Adopt		Receive for information X	
Strategic/Corporate Objective(s) supported by this paper	n.a.					
Is this on the Trust's risk register?	No	x	Yes		If Yes, Score	
Which Standards apply to this report?	CQC		Fundamental Standard - Good Governance			
	NHSLA		Governance			
	BAF Objectives		N/A			
	WWL Wheel		N/A			
Have all implications related to this report been considered?		Yes/No/NA	Action Required ?		Yes/No/NA	Action Required ?
	Finance Revenue & Capital	Yes	No	Equality & Diversity	Na.	Na.
	National Policy/Legislation	Na.	Na.	Patient Experience	Na.	Na.
	NHS Contract	Na.	Na.	Governance & Risk Management	Yes	No
	Human Resources	Na.	Na.	Provider license	Na.	Na.
	Consultation/Communication	Na.	Na.	Human Rights	Na.	Na.
	Other:	Na.	Na.	Carbon Reduction	Na.	Na.
	If action required please state:					

Previous Meetings

Please insert the date the paper was presented next to the relevant group

ECC	Audit Committee	Q&S Committee	Finance & Investment Committee	Management Board	NED	HR committee	IM&T committee	Other
n.a	n.a	n.a	n.a	n.a	n.a	n.a	n.a	n.a

1. BACKGROUND

- 1.1. All foundation trusts are required to have a common seal.¹ The constitution of Wrightington, Wigan and Leigh NHS FT provides that the seal shall only be affixed under the authority of the Board of Directors.²
- 1.2. A seal must be applied in order for the foundation trust to execute documents as a deed. Certain types of document are not legally binding unless they are executed by deed; the most common being those that deal with transfers of land, some leases or tenancies, mortgages, powers of attorney and certain business agreements. It can also sometimes be beneficial to execute other documents as a deed rather than as a simple contract because the time limit for bringing a claim under a deed is double the time limit for a simple contract (12 years as opposed to 6 years).
- 1.3. The application of WWL's common seal must be attested by two directors; one of which must be the Chairman or Vice-Chairman and the other must be the Chief Executive or the Director of Finance and Informatics.
- 1.4. The Board has reserved to itself responsibility for regularly reviewing the register of the use of the common seal, and this report is presented in order to satisfy that requirement.
- 1.5. Standing Financial Instructions also stipulates that tender reports will be made to the board on an exceptional basis. Custom and practice at WWL has been that any tender in excess of £100k is reported to the board for information.

2. USE OF THE COMMON SEAL

- 2.1. Since the last report to the board in April 2017, the common seal of Wrightington, Wigan and Leigh NHS Foundation Trust has been applied on 5 occasions, as shown in the table below:

Seal No	Date sealed	Description of document	Use attested by:
82	22 May 2017	Lease relating to Platt Bridge Health Centre	1. Chairman 2. Chief Executive
83	22 May 2017	Lease relating to Boston House Health Centre	1. Chairman 2. Chief Executive
84	30 May 2017	Deed of covenant in relation to the sale of a property	1. Chairman 2. Chief Executive
85	30 May 2017	Contract documentation for cardiac catheter laboratory discharge lounge extension at Royal Albert Edward Infirmary	1. Chairman 2. Chief Executive
86	15 Jun 2017	Contract documentation for the gamma camera on the Royal Albert Edward Infirmary site.	1. Chairman 2. Chief Executive

- 2.2. All instances where the common seal is applied are recorded in a register which is held by the Trust Board Secretary. This is available for inspection by directors on request.

¹ Sch.7, para.29(1) National Health Service Act 2006

² At Article 42.2

3. TENDERS WITH A PRICE IN EXCESS OF £100k

3.1. Since the last report presented to the board in April 2017, there have been 2 instances of tenders with a price in excess of £100,000. These are shown in the table below:

Tender ref.	Description
WLT2332	RAEI Co-located GP service – Ground Floor (Christopher Home)
WLT2328	RAEI Out-of-Hours GP Surgery

4. RECOMMENDATIONS

- 4.1. The board is recommended to note the content of this report.
- 4.2. The board is also recommended to consider whether it would wish to receive the report on the use of the common seal on an annual rather than quarterly basis.
- 4.3. The board is requested to consider whether it remains necessary for tenders with a value in excess of £100k to be reported. There is no written requirement for this within any of the foundation trust's core governance documents, although it has become established custom and practice. In line with Standing Financial Instructions, only those schemes with a value in excess of £1m require board approval and it is therefore unclear what benefit there is in reporting tenders with a value in excess of £100k. It is recommended that the board agrees that it is no longer necessary to present information on tenders with a value in excess of £100k. The board may, however, wish for the information to be provided to the Finance and Investment Committee for information.