

## Board of Directors Terms of reference

### 1. Purpose

In accordance with its Constitution, the Trust has a Board of Directors, (which comprises both Executive Directors, one of whom is the Chief Executive and Non-Executive Directors, one of whom is the Chair). These terms of reference should be read in conjunction with the Trust's Standing Orders for the Practice and Procedure for the Board of Directors and the Trust's Constitution.

The purpose of the Board of Directors is to:

- 1.1 Provide leadership to the Trust to promote achievement of the Trust's Principal Purpose as set out in its Constitution, ensuring at all times that it operates in accordance with the Constitution and relevant operating licences;
- 1.2 Set the values and strategic direction of the Trust and, to the extent appropriate, the strategies for each of the Trust's Directorates;
- 1.3 Agree the Trust's financial and strategic objectives, including approval of the operational plan, workforce plan and financial plan;
- 1.4 Oversee the implementation of the Trust's strategic aims and objectives;
- 1.5 Monitor the performance of the Trust and ensure that the Executive Directors manage the Trust within the resources available in such a way as to:
  - a) ensure the safety of patients and the delivery of a high quality of care
  - b) protect the health and safety of Trust employees and all others to whom the Trust owes a duty of care
  - c) make effective and efficient use of Trust resources
  - d) promote the prevention and control of Healthcare Associated Infection
  - e) comply with all relevant regulatory, legal and code of conduct requirements
  - f) maintain high standards of ethical behaviour, corporate governance and personal conduct in the business of the Trust and promote an open and honest culture where Trust employees feel safe to speak up
  - g) maintain the high reputation of the Trust both with reference to Integrated Care System partners, local stakeholders and the wider community;
  - h) contribute to the commitment of being a sustainable organisation.
- 1.6 Ensure that the Trust has adequate and effective governance and risk management systems in place;
- 1.7 Review and approve the Trust's Annual Report and Accounts, including the Trust's Quality Report;

- 1.8 Ensure ongoing compliance with Health and Social Care related regulations including the Care Quality Commission's Fundamental Standards for all regulated activities across all registered locations;
- 1.9 Receive and consider high level reports on matters material to the Trust detailing, in particular, information and action with respect to:
  - a) human resource matters
  - b) operational performance
  - c) patient experience, clinical quality and safety, including infection prevention and control
  - d) financial performance
  - e) the identification and management of risk
  - f) matters pertaining to the reputation of the Trust
  - g) strategic development;
- 1.10 Ensure the Trust promotes and safeguards the health and wellbeing of its workforce;
- 1.11 Promote teaching, training, research and innovation in healthcare to a degree commensurate with the Trust's status as a Teaching Hospital;
- 1.12 Promote and develop appropriate partnerships with other organisations in accordance with the Trust's values and strategic direction;
- 1.13 Foster a sense of civic responsibility to the wider community to advance the health and welfare of the population served by the Trust;
- 1.14 Engage as appropriate with the Trust's membership and the Council of Governors;
- 1.15 Receive reports from committees of the Board concerning work undertaken within their Terms of Reference.

## **2. Duties and responsibilities**

The general duty of the Board of Directors and of each Director individually is to act with a view to promoting the success of the Trust so as to maximise the benefits for the members of the Trust and as a whole for the public (Para 24 of the Constitution).

The Board of Directors delegates duties and responsibilities to Board Committees and to the Trust Executive Group in accordance with the Trust's Standing Orders, Reservation and Delegation of Powers and Standing Financial Instructions.

## **3. Accountable to**

Parliament and NHS Improvement

## 4. Reporting

Group reports to	Reporting methods (e.g. minutes, progress report, assurance report)	Frequency
Public and key stakeholders	Agendas and papers for forthcoming Board of Directors meetings held in public and minutes of previous meetings of the Board, shall be posted on the Trust's website.	As frequently as meetings are held in public
Parliament / NHS Improvement	The Trust's annual report and accounts are laid before Parliament	Annually

## 5. Membership and attendance

Membership of the Board is determined in accordance with Section 23 of the Trust Constitution to ensure that at all times the number of Non-Executive Directors (excluding the Chair) equals or exceeds the number of Executive Directors and the Board membership shall be as follows:

### Membership

Designation
<ul style="list-style-type: none"> <li>• independent Non-Executive Chair</li> </ul>
<ul style="list-style-type: none"> <li>• Eight or more other independent Non-Executive Directors (including the Vice-Chair); one of whom shall exercise functions on behalf of the University of Sheffield and one of whom shall exercise functions on behalf of Sheffield Hallam University.</li> </ul>
<ul style="list-style-type: none"> <li>• Up to eight Executive Directors, currently comprising:               <ul style="list-style-type: none"> <li>- the Chief Executive (also the Accounting Officer)</li> <li>- Chief Finance Officer</li> <li>- Medical Director - Development (who shall be a registered medical practitioner)</li> <li>- Medical Director – Operations (who shall be a registered medical practitioner)</li> <li>- Chief Nurse (who shall be a registered nurse)</li> <li>- Director of Human Resources and Staff Development</li> <li>- Director of Strategy and Planning</li> </ul> </li> </ul>

- Chief Operating Officer

The Non-Executive and Executive Directors listed above each hold a vote.

**In attendance**

In addition to voting Board members, the following Directors shall attend Board meetings as Participating Directors:

<b>Designation</b>
Assistant Chief Executive
Communications and Marketing Director

Other senior members of staff may be requested to attend meetings by invitation of the Chair.

These Directors in attendance and invited individuals do not hold a vote.

On behalf of the Assistant Chief Executive, the Business Manager shall minute the proceedings and resolutions of all meetings of the Board, including the names of those present and in attendance as participating Directors.

**6. Quorum**

A quorum shall be nine directors, of whom at least two should be Non-Executive Directors and two should be Executive Directors.

If an Executive Director is unable to attend a meeting of the Board, an alternative may be appointed to attend that meeting or part of it, if so requested by the Chair. Any such alternative shall not be counted as part of the required quorum unless they have been formally appointed by the Board as an Acting Director.

At the discretion of the Chair, business may be transacted through a teleconference or videoconference provided that all Board members present are able to hear all other parties and where an Agenda has been issued in advance. Participation in a meeting via electronic means shall constitute presence in person at the meeting.

**7. Meeting frequency**

Routine meetings of the Board shall be held in public, on dates agreed with the Chair. Dates of forthcoming meetings of Board meetings held in public shall be posted on the Trust's website.

Agendas and papers for forthcoming meetings of the Board to be held in public, and minutes of previous meetings held in public, shall be posted on the Trust's website.

Additional meetings of the Board may be held in private for consideration of confidential business by resolution of the Board of Directors.

For procedural details see the Standing Orders for the practice and procedure of the Board of Directors.

**8. Process for reviewing effectiveness** (tick all that apply)

- Annual review of terms of reference
- Trust Annual report including review of attendance
- Effectiveness questionnaire completed by members
- Internal / external audit review (periodically)

**9. Reporting Structure**

- Trust Executive Group
- Audit Committee
- Finance and Performance Committee
- Human Resources and Organisational Development Committee
- Quality Committee
- Board of Directors' Nomination and Remuneration Committee
- Sheffield Teaching Hospitals NHS Foundation Trust Committee in Common

**10. Document control**

<b>Status</b>	Review / For Approval
<b>Lead officer</b>	Sandi Carman, Assistant Chief Executive
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