



## **TERMS OF REFERENCE**

### **BOARD OF DIRECTORS**

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 Chairman) and Standing Orders covering the proceedings and business of its meetings.

The Constitution and the Standing Orders for the practice and procedure of the Board of Directors take precedence over these Terms of Reference, which do not form part of the Trust's Constitution.

#### **1. PURPOSE**

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 its Provider License issued by NHS Improvement;
- 1.2 Set the values and strategic direction of the Trust in accordance with the Trust's Corporate Strategy "*Making a Difference*" 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 business 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 statutory and regulatory requirements
  - (f) maintain high standards of ethical behaviour, corporate governance and personal conduct in the business of the Trust
  - (g) maintain the high reputation of the Trust both with reference to local stakeholders and the wider community;
- 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;

- 1.8 Ensure ongoing compliance with 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) 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;
- 1.10 Promote teaching, training, research and innovation in healthcare to a degree commensurate with the Trust's status as a Teaching Hospital;
- 1.11 Promote and develop appropriate partnerships with other organisations in accordance with the Trust's values and strategic direction;
- 1.12 Engage as appropriate with the Trust's membership and the Council of Governors.

**2. DUTIES / RESPONSIBILITIES**

The general duty of the Board of Directors 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 for the public (Para 25 of the Constitution).

**3. ACCOUNTABLE TO**

Parliament and NHS Improvement.

**4. REPORTS TO AND METHOD (INCLUDING MINUTES CIRCULATION)**

Annual Report and Annual Accounts, to Parliament, NHS Improvement and the Council of Governors.

Circulation:-

Full minutes circulated to Board members plus Internal and External Auditors. Minutes of Public Board meeting are posted on the Trust's website.

**5. MEMBERSHIP - NAME/DESIGNATION/CHAIR OR DEPUTY**

➤ Members

NAME	DESIGNATION	CHAIR/DEPUTY
T. Buckham	Non Executive Director	
A. J. Cash	Chief Executive	
H. A. Chapman	Chief Nurse	
M. Gwilliam	Director of Human Resources and Organisational Development	
C. Imison	Non Executive Director	
J. O'Kane	Non Executive Director	
A. Laban	Non Executive Director	Vice Chair
K. Major	Director of Strategy and Operations	
D. Moore	Non Executive Director	
N. Priestley	Director of Finance	
M. Temple	Non Executive Director	
D. Throssell	Medical Director	

T. Pedder	Chairman	Chair
P. Shaw	Non Executive Director (University Representative)	

➤ In attendance

NAME	DESIGNATION
J. Phelan	Communications and Marketing Director
S. Carman	Assistant Chief Executive

➤ Serviced by

NAME	DESIGNATION
S. Carman	Assistant Chief Executive
S. Coulson	Business Manager

➤ Lead Officer (If applicable)

NAME	DESIGNATION
A. J. Cash	Chief Executive

**6. QUORUM**

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

**7. MEETING FREQUENCY AND PROCEDURES (MINIMUM IF APPLICABLE)**

Monthly with the exception of August when no Board Meeting is held.

For procedural details see the Standing Orders for the practice and procedure of the Board of Directors (Annex 9 of the Constitution).

**8. DATE TERMS OF REFERENCE WERE APPROVED**

November 2016

**9. REVIEW DATE**

November 2017

**10. PROCESS FOR REVIEWING EFFECTIVENESS**

Attendance records  
Annual Reports from Board Committees  
Board of Director Time Outs  
Board Effectiveness Review

**11. REPORTING STRUCTURE**

Trust Executive Group  
Audit Committee  
Finance, Performance and Workforce Committee  
Healthcare Governance Committee  
Board of Directors Nominations and Remuneration Committee