

Sheffield Teaching Hospital NHS Foundation Trust

Executive Summary

Report to the Board of Directors

Held on 24 September 2019

Subject	Board of Directors Terms of Reference
Supporting TEG Member	Sandi Carman, Assistant Chief Executive
Author	Rachael Winterbottom, Business Manager
Status¹	A*

PURPOSE OF THE REPORT

To seek the Board of Directors' approval for the updated Terms of Reference for the Board of Directors.

KEY POINTS

An annual review of the Terms of Reference for the Board of Directors has been undertaken.

Changes to the Terms of Reference to note are:

- Non-material updates to titles in the membership section (section 5.1)
- The inclusion of the Chief Operating Officer as a member of the Board (section 5.1)
- The addition of a reference to the Board's civic responsibility to the wider community (section 1.12)
- A change in the description of the frequency of meetings of the Board held in public (section 7).

IMPLICATIONS²

AIM OF THE STHFT CORPORATE STRATEGY 2017-2020		TICK AS APPROPRIATE
1	Deliver the Best Clinical Outcomes	✓
2	Provide Patient Centred Services	✓
3	Employ Caring and Cared for Staff	✓
4	Spend Public Money Wisely	✓
5	Deliver Excellent Research, Education & Innovation	✓

RECOMMENDATIONS

The Board of Directors are asked to approve the Terms of Reference.

APPROVAL PROCESS

Meeting	Date	Approved Y/N
Trust Executive Group (TEG)	11/09/2019	Y
Board of Directors	24/09/2019	

¹ Status: A = Approval
A* = Approval & Requiring Board Approval
D = Debate
N = Note

² Against the five aims of the STHFT Corporate Strategy 2017-2020



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). As set out in Annex 9 of the Constitution, the Trust has Standing Orders for the Practice and Procedure of the Board of Directors. For the avoidance of doubt, those Standing Orders 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 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 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 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
 - 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, including the Trust's Quality Report;

- 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) 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 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 Foster a sense of civic responsibility to the wider community to advance the health and welfare of the population served by the Trust.
- 1.13 Engage as appropriate with the Trust's membership and the Council of Governors.
- 1.14 Receive reports from committees of the Board concerning work undertaken within their Terms of Reference

2. DUTIES / RESPONSIBILITIES

- 2.1 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 25 of the Constitution).

3. ACCOUNTABLE TO

Parliament and NHS Improvement.

4. REPORTS TO AND METHOD (INCLUDING MINUTES CIRCULATION)

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

5. MEMBERSHIP / ATTENDANCE

5.1 Membership of the Board is determined in accordance with Section 24 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:

- a) an independent Non-Executive Chair
- b) seven or more other independent Non-Executive Directors (including the Vice-Chair); one of whom shall exercise functions on behalf of the University of Sheffield
- c) up to seven Executive Directors, currently comprising:
 - the Chief Executive (also the Accounting Officer)
 - Director of Finance
 - Medical Director (who shall be a registered medical practitioner)
 - Chief Nurse (who shall be a registered nurse)
 - Director of Human Resources and Staff Development
 - Director of Strategy and Planning
 - Chief Operating Officer

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

5.2 In addition to Board members, the following Directors shall attend Board meetings as contributing Directors:

- 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.

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

6. QUORUM

A quorum shall be seven 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 Chairman. 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.

7. MEETING FREQUENCY AND PROCEDURES

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 (Annex 9 of the Constitution).

8. DATE TERMS OF REFERENCE WERE APPROVED

November 2019

9. REVIEW DATE

November 2020

10. PROCESS FOR REVIEWING EFFECTIVENESS

Attendance records
Annual Reports from Board Committees
Board of Director Time Outs
Board Effectiveness Review
Output from any Well Led Governance Reviews

11. REPORTING STRUCTURE

Trust Executive Group
Audit Committee
Finance and Performance Committee
Human Resources and Organisational Development Committee
Healthcare Governance Committee
Board of Directors Nominations and Remuneration Committee