

SHEFFIELD TEACHING HOSPITALS NHS FOUNDATION TRUST

EXECUTIVE SUMMARY

REPORT TO THE BOARD OF DIRECTORS

HELD ON 15TH NOVEMBER 2017

Subject	Terms of Reference for the Board of Directors
Supporting TEG Member	Sandi Carman, Assistant Chief Executive
Author	Sandi Carman, Assistant Chief Executive
Status¹	A

PURPOSE OF THE REPORT

To update the Terms of Reference for the Board of Directors

KEY POINTS

- A review of the Terms of Reference for the Board of Directors has been undertaken
- No material changes have been made.
- Membership and titles have been updated.

IMPLICATIONS²

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

RECOMMENDATIONS

The Board of Directors is asked to **APPROVE** the updated Terms of Reference.

APPROVAL PROCESS

Meeting	Date	Approved Y/N
TEG	8.11.17	Y

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) 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
Tony Buckham	Non-Executive Director	
Andrew Cash	Chief Executive	
Hilary Chapman	Chief Nurse	
Anne Gibbs	Director of Strategy and Planning	(from Jan 2018)
Mark Gwilliam	Director of Human Resources	
Candace Imison	Non-Executive Director	
Annette Laban	Non-Executive Director	Vice Chair
Kirsten Major	Deputy Chief Executive	
Dawn Moore	Non-Executive Director	
Chris Newman	Non-Executive Director (University Representative)	(From Nov 17)
John O'Kane	Non-Executive Director	
Tony Pedder	Chairman	Chair
Neil Priestley	Director of Finance	
Martin Temple	Non-Executive Director	
David Throssell	Medical Director	

➤ In attendance

NAME	DESIGNATION
Sandi Carman	Assistant Chief Executive
Julie Phelan	Communications and Marketing Director

➤ Serviced by

NAME	DESIGNATION
Sandi Carman	Assistant Chief Executive
Sue Coulson	Business Manager

➤ Lead Officer (If applicable)

NAME	DESIGNATION
Andrew 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 2017 (TBC)

9. REVIEW DATE

November 2018

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 Committee
Human Resources and Organisational Development Committee
Healthcare Governance Committee
Board of Directors Nominations and Remuneration Committee