



TERMS OF REFERENCE

BOARD OF DIRECTORS

In accordance with its Constitution, the Trust has a Board of Directors, (which comprises both executive and non-executive directors) and Standing Orders covering the proceedings and business of its meetings.

The 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 the Authorisation issued by Monitor;
- 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 Groups and Directorates;
- 1.3 agree the Trust's financial and strategic objectives, including approval of the annual business plan and financial plan;
- 1.4 oversee the implementation of the Trust's strategic 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
- 1.8 ensure ongoing compliance with the Care Quality Commission's Essential Standards of Quality and Safety 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 'teaching hospital' status;
- 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 Council of Governors;

2. DUTIES / RESPONSIBILITIES

See the Trust's Constitution and Standing Orders

3. ACCOUNTABLE TO

Council of Governors, Parliament and Monitor

4. REPORTS TO AND METHOD (INCLUDING MINUTES CIRCULATION)

Annual Report and Annual Accounts to Parliament, Monitor and the Council of Governors

Circulation:-

Minutes to all Members plus Internal and External Auditors

5. MEMBERSHIP - NAME/DESIGNATION/CHAIR OR DEPUTY

➤ Members

NAME	DESIGNATION	CHAIR/DEPUTY
A. J. Cash	Chief Executive	
H. A. Chapman	Chief Nurse	
J. Donnelly	Non Executive Director	
V. Ferres	Non Executive Director	
M Gwilliam	Director of Human Resources and Organisational Development	
S. Harrison	Non Executive Director	
A. Laban	Non Executive Director	
K. Major	Director of Strategy and Operations	
V. Powell	Non Executive Director	Vice Chair
N. Priestley	Director of Finance	
M. Temple	Non Executive Director	
D. Throssell	Medical Director	
T. Pedder	Chairman	Chair
A. Weetman	Non Executive Director (University Representative)	

➤ In attendance

NAME	DESIGNATION
J. Phelan	Communications and Marketing Director
A. Riley	Corporate Development Director
N. Riley	Assistant Chief Executive

➤ Serviced by

NAME	DESIGNATION
N. Riley	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 four should be Non Executive Directors or the Chairman plus three Non Executive Directors.

7. MEETING FREQUENCY AND PROCEDURES (MINIMUM IF APPLICABLE)

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

For procedural details see the Trust's Standing Orders.

8. DATE TERMS OF REFERENCE WERE APPROVED

TBC

9. REVIEW DATE

TBC

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 Nomination and Remuneration Committee