

Executive Summary

Report to the Board of Directors

Being Held on 28 September 2021

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

PURPOSE OF THE REPORT

To present the updated Board of Directors' workplan (Appendix A) and current Terms of Reference (Appendix B) for ratification.

KEY POINTS

Background

- The Trust uses an annual workplan to inform the development of its Board of Directors' meeting agendas.
- Items featured on the workplan are routine reports which form part of the Board's annual cycle of business.
- In addition to the items listed on the workplan, Board agendas will be shaped in year to reflect national and local issues from a strategic, quality, performance and assurance perspective.
- The timing of Board consideration of its workplan is currently out of sync with the Board's review of Board Committee workplans. The reporting periods which are covered by the Board and Board Committee workplans also differ. It is therefore proposed that from 2022/23 the review of Board and Board Committee workplans are simultaneous and that workplans for all are based on financial years (April – March).
- In July 2021 the Board ratified the proposal to reduce the number of public Board meetings to six per year, held bi-monthly. Implementation of this change has necessitated a review of the Board of Directors' workplan.
- A revised workplan covering the remainder of the 2021/22 financial year (September 2021 – March 2022) is presented for Board ratification.
- A provisional workplan for the full year 2022/23 is also appended for information and completeness; this will be formally presented for approval / ratification alongside the other Board Committee workplans in May 2022.

Revisions to the workplan (Appendix A)

- Scheduling of items on the updated Board workplan is largely based on the previous year's scheduling. In the interests of openness and transparency the Chief Executive's Office have sought to ensure that matters are discussed in public unless there is a clear justification why a matter should be considered in private. Some reports have therefore been moved to the next available public meeting date.
- The frequency of the following items has been reduced as a result of the reduction in the number of public meetings; Clinical Updates, Research and Development Presentations and Universities Updates.

- Integrated Performance Reports will continue to be produced monthly to support internal reporting and will be presented bimonthly to the Board of Directors held in public.
- Private meetings will be held monthly. An additional private meeting has been scheduled in August. Scheduling of items for the August meeting has been streamlined and a more permissive approach to attendance by deputies will be taken.
- A schedule for the Board Development Sessions which will be held in the months where there is no public Board meeting is under development this will be shared with the Board in due course.

Board of Directors' Terms of Reference (Appendix B)

- In line with the previously agreed review date, a review of the Board of Directors' Terms of Reference has been undertaken by the Assistant Chief Executive.
- A small number of amendments are proposed to reflect recent changes to Board membership.
- A review date of May 2022 has been added, which will bring review of the Board Terms of Reference in line with the review of Board Committee Terms of Reference.

Both the workplan and terms of reference were reviewed and approved by TEG on 18 August 2021.

IMPLICATIONS

AIM OF THE STHFT CORPORATE STRATEGY		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 is asked to:

- **RATIFY** the Board of Directors' workplan for the period September 2021 – March 2022.
- **RATIFY** the Board of Directors' Terms of Reference.
- **AGREE** the proposal that from 2022/23 the review of Board and Board Committee workplans and Terms of Reference will be simultaneous.

APPROVAL PROCESS

Meeting	Date	Approved Y/N
Trust Executive Group	18/8/2021	Y
Board of Directors	28/9/2021	

Board of Directors Workplan September 2021 to March 2022

		Public September	October	Public November	December	Public January	February	Public March
Board Business	Previous Minutes and Action Log							
	Declarations of Interest							
	Any Other Business							
Assurance - Performance Quality and Workforce	Clinical Update							
	Chief Executive's Report							
	Chair's Report							
	Integrated Performance Report							
	Guardian of Safe Working Annual Report							
	Benchmark Staff Survey Results							
	Research and Development Presentation							
	Equality Diversity and Inclusion							
	Organisational Development Annual Report							
	Verbal Report from the Chair of the Audit Committee (including Unadopted Minutes of the Previous Meeting)							
	Verbal Report from the Chair of the F&P Committee (including Unadopted Minutes of the Previous Meeting)							
	Verbal Report from the Chair of the HR&OD Committee(including Unadopted Minutes of the Previous Meeting)							
	Verbal Report from the Chair of the HCGC (including Unadopted Minutes of the Previous Meeting)							
	Verbal Report from the meeting of the AF CiC (including Unadopted Minutes of the Previous Meeting)							
Strategy / Planning	Annual Operational Planning Guidance							
	Annual Operational Plan							
	Corporate Objectives							
	Half Year Progress Report on Corporate Objectives							
	Capital Plan - For Approval							
	Update on 5 Year Capital Plan and Capital Programme							
	Efficiency Plan							
	Financial Plan and I&E Budgets							
	Commercial Development Update							
	Workforce Annual Report							
Board Effectiveness / Governance	Board of Directors Terms of Reference and Workplan							
	Board Committee Annual Reports and Terms of Reference							
	Board Performance Assessment							
	Integrated Risk and Assurance Report							
	Integrated Risk and Assurance Report Deep Dives							
	Annual Review of the Risk Appetite Statement							
	Chair and Non Executive Matters							
	Corporate Seal							
	Workforce Exclusions							

Board of Directors Workplan September 2021 to March 2022

		<i>Public</i>		<i>Public</i>		<i>Public</i>		<i>Public</i>
		September	October	November	December	January	February	March
Statutory Reporting / Compliance	2021/22 Provisional Outturn Financial Position							
	Annual Report and Accounts including the Annual Governance Statement							
	Audit Completion Report (ISA 260)							
	Self-certification against the conditions of the Provider Licence							
	Fit and Proper Persons Declarations							
	Learning from Deaths Report							
	Healthcare Worker 'Flu Vaccination Best Practice Management Checklist							
	Emergency Preparedness, Resilience and Response (EPRR) Annual Report							
Stakeholder Engagement	Universities Update	UoS		Hallam		UoS		Hallam
	Yorkshire & Humber Clinical Research Network Annual Report							
	Yorkshire & Humber Clinical Research Network Annual Delivery Plan and Financial Plan							
	Minutes of the South Yorkshire and Bassetlaw Integrated Care System Board							
	Minutes of the Accountable Care Partnership Board							

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 Chair). As set out by 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 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 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 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 / 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) 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.
- c) up to eight Executive Directors, currently comprising:
 - the Chief Executive (also the Accounting Officer)
 - Director of Finance
 - Medical Director - Development (who shall be a registered medical practitioner)
 - Medical Director – Operations (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 participating 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 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.

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.

8. DATE TERMS OF REFERENCE WERE APPROVED

September 2021

9. REVIEW DATE

March 2022

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' Nomination and Remuneration Committee
Sheffield Teaching Hospitals NHS Foundation Trust Committee in Common