

## Executive Summary

### Report to the Board of Directors

Being Held on 25 July 2023

<b>Subject</b>	Board of Directors' Terms of Reference and Annual Workplan for 2023/24
<b>Supporting TEG Member</b>	Sandi Carman, Assistant Chief Executive
<b>Author</b>	Sandi Carman, Assistant Chief Executive
<b>Status<sup>1</sup></b>	A*

#### PURPOSE OF THE REPORT

To present the Board of Directors' Terms of Reference and annual workplan for approval.

#### KEY POINTS

##### Board of Directors' Terms of Reference

- The annual review of the Board of Directors Terms of Reference has been undertaken, including a review by the Trust Executive Group in May 2023.
- Material amendments have been made to reflect changes to the Code of Governance for NHS provider trusts which has been updated to reflect the significant regulatory changes due to the Health and Care Act 2022. In summary these changes are:
  - i. The incorporation of requirements for the Boards to assess the Trust's "contribution to the objectives of the Integrated Care Partnership (ICP) and Integrated Care Board (ICB) and place-based partnerships" and to develop a vision and values for the Trust with reference to ICP's integrated care strategy and the Trust's role within system, place-based partnerships, and provider collaboratives.
  - ii. The inclusion of the Board's role in assessing and monitoring the culture of the organisation.
  - iii. An emphasis on the Trust's role in addressing health inequalities and promoting equality, diversity and inclusion.

Several non-material changes to the layout and presentation of the Terms of Reference have also been made.

The Trust's Constitution will also be updated to reflect the new Code provisions. This will be presented to the Board of Directors for approval in September 2023.

##### Board of Directors' Annual Workplan

- 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 are shaped in year to reflect national and local issues from a strategic, quality, performance, and assurance perspective.
- The draft workplan was reviewed by TEG in May 2023.

## IMPLICATIONS<sup>2</sup>

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	Create a Sustainable Organisation	✓
6	Deliver Excellent Research, Education and Innovation	✓

## RECOMMENDATIONS

The Board of Directors is asked to approve its Terms of Reference and workplan for 2023/24.

## APPROVAL PROCESS

Meeting	Date	Approved Y/N
Trust Executive Group	17/05/2023	Y
Board of Directors	25/07/2023	

<sup>1</sup> Status: A = Approval  
A\* = Approval & Requiring Board Approval  
D = Debate  
N = Note

<sup>2</sup> Against the six aims of the STHFT Corporate Strategy 'Making a Difference – The next Chapter 2022-27'

## Board of Directors Terms of reference

### 1. Purpose

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). These terms of reference should be read in conjunction with the Trust's Standing Orders for the Practice and Procedure for the Board of Directors and the Trust's Constitution.

The purpose of the Board of Directors is to 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. It does this by:

- Formulating strategy;
- Ensuring accountability by holding the organisation to account for the delivery of that strategy and through seeking assurance that systems of control are robust and reliable;
- Shaping a positive culture for the Board and the organisation; and
- Promoting effective dialogue with the local communities it serves.

### 2. Duties and responsibilities

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 (Paragraph 24 of the Constitution).

Specific duties:

- 2.1 Set the vision, values and strategic direction of the Trust with reference to the Integrated Care Partnership's (ICP) integrated care strategy and the trust's role within system and place- based partnerships, and provider collaboratives.
- 2.2 Agree and oversee the implementation of the Trust's:
  - Strategic Aims
  - Corporate Strategy and underpinning strategies
  - Corporate Objectives, and
  - key plans including approval of the annual activity, financial and workforce plans and the five-year Capital Programme;
- 2.3 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, wellbeing 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 strong partnership and collaboration with Integrated Care System partners, local stakeholders and the wider community;
  - g) contribute to the commitment of being a sustainable organisation.
  - h) contribute to the commitment of promoting equality, diversity and inclusion and addressing health inequalities.
- 2.4 Shaping, assessing, and monitoring culture to ensure that policy, practices, and behaviour align to the Trust's PROUD Values and promotes a positive, open and honest culture where Trust employees feel safe to speak up. Collectively demonstrating high standards corporate governance and personal conduct in delivering the business of the Trust.
- 2.5 Ensure that the Trust has adequate and effective governance and risk management systems in place;
- 2.6 2.6 Review and approve the Trust's Annual Report and Accounts, including the Trust's Quality Report;
- 2.7 Ensure ongoing compliance with principals and standards of clinical governance set out by the Department of Health and Social Care (DHSC), NHS England and the Care Quality Commission (CQC) to ensure the quality and safety of the healthcare services, education, training and research delivered by the Trust.
- 2.8 Receive and consider high level reports on matters material to the Trust and its contribution to the plans of the South Yorkshire Integrated Care Board detailing 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, any subsidiary bodies, and its partnerships
  - g) strategic development;
- 2.9 Ensure the Trust invests in, promotes and safeguards the health and wellbeing of its workforce;
- 2.10 Promote teaching, training, research and innovation in healthcare to a degree commensurate with the Trust's status as a Teaching Hospital;
- 2.11 Foster a sense of civic responsibility to the wider community to advance the health and welfare of the population served by the Trust;

- 2.12 Engage as appropriate with the Trust's membership and the Council of Governors;
- 2.13 Receive reports from committees of the Board concerning work undertaken within their Terms of Reference.

The Board of Directors delegates duties and responsibilities to Board Committees and to the Trust Executive Group in accordance with the Trust's Standing Orders, Reservation and Delegation of Powers and Standing Financial Instructions.

### 3. Accountable to

This group is accountable to Parliament and NHS England

### 4. Reports to

Reports to	Reporting methods (e.g. minutes, progress report, assurance report)	Frequency
Public and key stakeholders	Agendas and papers for forthcoming Board of Directors meetings held in public and minutes of previous meetings of the Board, shall be posted on the Trust's website.	As frequently as meetings are held in public
Parliament / NHS England	The Trust's annual report and accounts are laid before Parliament	Annually

### 5. Receives Reports from

The following Committees report to the Board of Directors:

- Audit Committee
- Digital Committee
- Finance and Performance Committee
- People Committee
- Quality Committee
- Board of Directors' Nomination and Remuneration Committee
- Sheffield Teaching Hospitals NHS Foundation Trust Committee in Common
- Trust Executive Group

In addition, information from the following bodies is shared with the Board of Directors:

- Crucible Pharmacy Limited Board
- South Yorkshire Integrated Care Board

Health and Care Partnership Board

## 6. Membership and attendance

Membership of the Board is determined in accordance with Section 23 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:

### Membership

<b>Designation</b>
Independent Non-Executive Chair
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.
Up to eight Executive Directors, currently comprising: <ul style="list-style-type: none"> <li>- the Chief Executive (also the Accounting Officer)</li> <li>- Chief Finance Officer</li> <li>- Medical Director - Development (who shall be a registered medical practitioner)</li> <li>- Medical Director – Operations (who shall be a registered medical practitioner)</li> <li>- Chief Nurse (who shall be a registered nurse)</li> <li>- Director of Human Resources and Staff Development</li> <li>- Director of Strategy and Planning</li> <li>- Chief Operating Officer</li> </ul>

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

### In Attendance

In addition to voting Board members, the following Directors shall attend Board meetings as Participating Directors:

<b>Designation</b>
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.

## 7. 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 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.

At the discretion of the Chair, business may be transacted through a teleconference or videoconference provided that all Board members present are able to hear all other parties and where an Agenda has been issued in advance. Participation in a meeting via electronic means shall constitute presence in person at the meeting.

## 8. Meeting Roles and Responsibilities

<b>Chair</b>	Annette Laban, Trust Chair
<b>Lead Officer</b>	Sandi Carman, Assistant Chief Executive
<b>Meeting Administrator</b>	Claire Coles, Business Manager

## 9. Meeting frequency

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.

## 10. Process for reviewing effectiveness (tick all that apply)

- Annual review of terms of reference
- Annual report including review of work plan delivery and attendance
- Effectiveness questionnaire completed by members
- Internal / external audit review

## 11. Document control

Version	Version must be recorded
Status	Review
Author	Sandi Carman, Assistant Chief Executive
Approval body	Board of Directors
Date approved	Date approved must be recorded
Issue date	Issue date to be recorded when uploaded to intranet
Review date	This should be one year from the approval date





