



BOARD OF DIRECTORS

TERMS OF REFERENCE

1. VALUES

The Board of Directors will role model the Trust values:

Compassionate

- Supporting recovery for all and maintaining hope for the future.
- Being kind to others and myself.
- Showing empathy for others and appreciating vulnerability in each of us

Inclusive

- Treating people fairly, with dignity and respect.
- Challenging all forms of discrimination.
- Listening with care and valuing all voices.

Committed

- Striving to deliver the best work and keeping patients at the heart.
- Taking responsibility for my work and doing what I say I will.
- Courage to question to help us learn, improve, and grow together

2. AIM

The main aim of the Board of Directors is to work in partnership with stakeholders and provide active leadership in the organisation by undertaking three key roles:

- Formulate Strategy; ensuring there is a clear vision and strategy for the Trust that people know about and that is being implemented within a framework of prudent and effective controls, enabling risk to be assessed and managed.
- Ensure accountability by holding the organisation to account for the delivery of the strategic objectives and through seeking assurance that systems of control are robust and reliable.
- Shaping a positive culture for the Board and for the organisation.

3. AUTHORITY

The powers of the Trust are to be exercisable by the Board of Directors on its behalf. Any of those powers may be delegated to a committee of Directors or to an Executive Director.

The Chair of the Trust or, in their absence, the Vice Chair is to preside at meetings of the Board of Directors and will have a casting vote.

The Board of Directors, in consultation with the Council, will adopt Standing Orders covering the proceedings and business of its meetings to include the values and standards of conduct for the Trust and staff in accordance with NHS values.

4. MEMBERSHIP AND ATTENDANCE

Chair

Minimum of 5 and maximum of 7 Non-Executive Directors

Chief Executive (and Accounting Officer)

Executive Director of Finance

Executive Medical Director

Executive Director of Quality & Safety (*Chief Nursing Officer*)

Executive Director of Operations

Executive Director of Strategy, People & Partnerships

In attendance:

Company Secretary (CoSec)

Associate Director of Corporate Governance (ADCG)

Governors are welcome to observe part one of the Board meeting. Governors only attend meetings and parts of meetings that are held in public.

5. MEETINGS AND QUORUM

At least one third of the whole number of the Directors appointed, (including at least two non-executive Directors and two voting Executive Directors).

Meetings shall be held bi-monthly in public. Formal Board meetings are formed of two parts, part one is held in public and part two is used to discuss confidential business, for which the Board is asked to approve that representatives of the press and other members of the public are excluded from.

There will be an open meeting during the year for members and the public when the Board of Directors will present the Annual Report and Accounts to the Council.

6. SUPPORT ARRANGEMENTS

- 6.1 The Company Secretary shall be responsible for providing support to the Chair and to the Board. Agendas for forthcoming meetings will be agreed with the Chair and nominated Executive Director on the first working day of the month, and papers will be distributed to members one week in advance of the meeting.

7. DECLARATION OF INTERESTS

- 7.1 All members must declare any actual or potential conflicts of interest relevant to the work of the Board.
- 7.2 Where a member is conflicted, the Board shall adopt a sensible and pragmatic approach to managing conflict of interest, as it may allow them to participate in the discussions on the conflicted item so as to inform better decision making but may ask them to leave the room or abstain from any voting in relation to the conflicted item. The Chair will manage this process during the meeting to ensure a smooth outcome.

8. DUTIES

- 8.1 Define the direction of the Trust, setting policy and strategy regarding future development, having regard to the views of the Council of Governors.

- 8.2 Manage the day-to-day operation of the Trust, ensuring that adequate systems and processes are maintained to measure and monitor the NHS foundation trust's effectiveness, efficiency, and economy as well as the quality of its healthcare delivery and governance arrangements.
- 8.3 Monitor progress and achievements against regulatory requirements and approved plans and objectives, ensuring the effective management of the Trust by maintaining the appropriate balance of skills and experience.
- 8.4 Ensure compliance with the Trust's Terms of Authorisation and all obligations lawfully imposed upon the Trust by the Independent Regulator and any other statutory body or agency.
- 8.5 Ensure appropriate arrangements are in place to manage and support the Council and information needs are agreed.
- 8.6 Address workforce issues, workforce planning and people development.
- 8.7 To work in partnership with service users, carers, local health organisations, to reduce health inequalities; provide safe, accessible, effective, and well governed services for patients, maintaining and improving the quality of care.
- 8.8 Ensure exception reporting procedures are in place to ensure any risks that could materially impact compliance and potential compliance failures are remedied.
- 8.9 Ensure submission of all mandatory returns, the Trust's annual report and accounts and forward plans, and appropriate action is taken on issues raised from assessments, to present a balanced and understandable assessment for all public statements and reports to regulators and inspectors, as well as information to be presented by statutory requirements.
- 8.10 To formulate, implement and review Standing Orders and Standing Financial Instructions as a means of regulating the conduct and transactions of foundation trust business.
- 8.11 Ensure adequate systems and processes are maintained to measure and monitor the Board's own performance and that of its committees and planned and progressive refreshing of the Board of Directors.
- 8.12 Annual evaluation of individual directors to ensure contributions remain effective and commitment to the role is demonstrated.
- 8.13 Maintain formal and transparent arrangements for considering how financial reporting and internal control principles are applied and for maintaining an appropriate relationship with the Trust's auditors.
- 8.14 Maintain a sound system of internal control to safeguard public and private investment, the Trust's assets, patient safety and service quality and review at least annually.
- 8.18 Ensure suitable delegation of powers and responsibilities to committees of the Board and the Trust Executive to enable the effective and efficient discharging of Board responsibilities. Delegation must pay regard to the duties outlined above.
- 8.19 Maintain oversight of the Trust's wholly owned subsidiary company

9. REPORTING

9.1 Committees reporting to the Board of Directors are:

- Audit Committee
- Charitable Funds Committee
- Finance, Performance & Resources Committee
- Nomination Committee
- Quality, Safety and Service User Experience Committee
- People Committee

10. PROCESS FOR MONITORING EFFECTIVENESS OF THE BOARD

10.1 The Chair of the Board will seek feedback on the effectiveness of meetings following each meeting during the period of Board governance review.

10.2 The effectiveness of the Board will be reviewed as part of the wider review of the full Board governance process. This review will be carried out by the Audit Committee eight months following implementation of the new process.

10.3 Annually, the Trust must produce an Annual Report and Accounts. This includes an assessment of the effectiveness of the Board and information on compliance, with the requirement that members should attend regularly and should not be absent for more than two consecutive meetings.

10.4 The Company Secretary will assess agenda items to ensure they comply with the Board's responsibilities. The secretary will monitor the frequency of the Board meetings and the attendance records to ensure attendance figures are complied with.

10.5 Terms of reference are to be reviewed at least annually.

11. REVIEW

Date Reviewed: February 2023

Ratified by the Board: April 2023

Date of Review: March 2024