

Northumberland, Tyne and Wear NHS Foundation Trust

Board of Directors Meeting

Meeting Date: Wednesday 28 September 2016

Title and Author of Paper: Board of Directors Terms of Reference
Jennifer Cribbes, Corporate Affairs Manager

Executive Lead: John Lawlor, Chief Executive

Paper for Debate, Decision or Information: Decision

Key Points to Note:

- Amendment to the Board of Directors Meeting terms of reference.
- The stated membership of, 5 X Other Non-Executive Directors has been amended to 6 x Other Non-Executive directors to reflect the current Board Structure.
- No further amendments have been made.
- The proposed amended terms of reference are attached for information

Risks Highlighted to Board :

Does this affect any Board Assurance Framework/Corporate Risks?

Please state Yes or No
If Yes please outline

Equal Opportunities, Legal and Other Implications:

Outcome Required: The Board of Directors are required to approve the amendment to the terms of reference as outlined.

Link to Policies and Strategies:

Board of Directors Terms of Reference

Committee Name: Board of Directors

Committee Type: N/A

Timing & Frequency: Monthly

Personal Assistant to Committee: Deputy Director, Communications and Corporate Relations

Reporting Arrangements: N/A

Membership:

Chair:	Chairman	
Deputy Chair:	Vice Chair	
Members:	6 X Other Non-Executive Directors	(8 Non Executive Members)
	Chief Executive	
	5 X Executive Directors	(6 Executive Members)
In Attendance:	Deputy Director, Communications and Corporate Relations (Board Secretary)	
Quorum:	5 members including at least 1 Executive Director and 1 Non-Executive Director	
Deputies:	Deputies required for Executive Directors (but no voting rights)	

Purpose:

The Board of Directors is collectively responsible for the exercise of powers and the performance of the Foundation Trust. The general duty of the Board and of each director individually, is to act with a view to promoting the success of the organisation so as to maximise the benefits for members of the Foundation Trust as a whole and for the public. Its role is to provide entrepreneurial leadership of the Foundation Trust within a framework of prudent and effective controls, which enables risk to be assessed and managed.

Governance Rules and Behaviours:

Collective responsibility/decision making, arbitrated by the Chairman i.e. all members of the Board have joint responsibility for every decision of the Board regardless of their individual skills or status. this does not impact on the particular responsibilities of the Chief Executive Officer as the Accounting Officer. In addition all directors must take decisions objectively and in the best interests of the Foundation Trust and avoid conflicts of interest.

- As part of their role as members of a unitary Board, all directors have a responsibility to constructively challenge during Board discussions and help develop proposals on priorities, risk, mitigation, values, standards and strategy. In particular NEDS should scrutinise (ie assess and assure themselves of) the performance of the Executive Management Team in meeting agreed goals and objects, receive adequate information and monitor the reporting performance, satisfying themselves as to the integrity of financial, clinical and other information, and make sure the financial and clinical quality controls, and systems of risk management and governance are robust and implemented.
- Compliance with the Foundation Trusts Standing Orders and Monitor's Code of Governance.
- Members to speak through the Chair, addressing through the chairman using that title.
- Agenda timings may be prioritised to accommodate outside speakers and non members.
- All members are expected to attend-absenteeism is an exception.
- Meetings will start and end on time.
- Papers to be presented should be concise with the purpose clearly articulated. Papers that have been subject to committee scrutiny should be in the form of a brief summary.
- All blackberries, mobiles must be switched off unless expressly agreed by the Chair.
- Authority to cancel meeting: Chair
- Access to any information, senior management and other employees necessary to discharge its duties.

Scope:

The Board of Directors is responsible for:

- Ensuring the quality and safety of healthcare services, education, training and research delivered by the Foundation Trust and applying the principles and standards of clinical governance set out by the Department of Health, NHS England, the Care Quality Commission and other relevant NHS bodies.
- Setting the Foundation Trust's vision, values and standards of conduct and ensure that its obligations to its members, patients and other stakeholders are understood, clearly communicated and met. In developing and articulating a clear vision for the Foundation Trust, it should be a formally agreed statement of the Foundation Trust's purpose and intended outcome which can be used as a basis for the Foundation Trust's overall strategy, planning and other decisions.
- Ensuring compliance by the Foundation Trust with its licence, its constitution, mandatory guidance by Monitor, relevant statutory requirements and contractual obligations.
- Setting the Foundation Trusts strategic aims at least annually, taking into consideration the views of the Council of Governors, ensuring that the necessary financial and human resources are in place for the Foundation Trust to meet its priorities and objectives and then periodically reviewing progress and management performance.
- Ensuring that the Foundation Trust exercises its functions effectively, efficiently and economically.

Authority: Decision making

Deliverables:

Leadership

- Clear vision and strategy (implement and communicate)
- Excellent employer (Workforce Strategy, implementation and operation)
- Effective Board and Committee structures, clear lines of reporting and accountability (implement)

Culture, Ethics and Integrity

- Set values (including widely communicating and adherence)
- Promote a patient centred culture of openness, transparency and candour
- Maintain high standards of corporate governance and personal integrity in the conduct of business.
- Application of appropriate ethical standards in sensitive areas eg R &D.
- Establish appeals panel as required by employment policies.
- Adherence of directors and staff to codes of conduct.

Strategy

- Strategic vision, aims and objectives (set and maintain)
- Determine nature and extent of risk willing to take in achieving strategic objectives.
- Monitor and review management performance to ensure objectives are met.
- Oversee the delivery of planned services and achievement of objectives.
- Annual Business Plan(develop, maintain, deliver with due regard to the views of the Council of Governors)
- National policies and strategies (address and implement)

Quality

- Achieve quality of service responsibilities for clinical effectiveness, patient safety and experience.
- Intolerance of poor standards and fosters a culture which puts the patients first.
- Engage with stakeholders (including staff and patients) on quality issues and ensure appropriate escalation and dealing with issues.

Finance

- Foundation Trust operates effectively, efficiently, economically.
- Continuing financial viability.
- Resources properly managed and financial responsibilities achieved.
- Achieve targets and requirements of stakeholders within available resources.
- Review performance identifying opportunities for improvement **and** ensuring opportunities taken.

Governance and Compliance

- Comprehensive governance arrangements (including resources managed/deployed, risks identified/managed, accountability).
- Comply with governance and assurance obligations in delivering clinically effective, personal and safe services, taking into account patient and carer experiences and

maintaining the dignity of those cared for.

-Comply with principles, standards and systems of corporate governance having regard to Monitor guidance and codes of conduct, accountability and openness applicable to Foundation Trusts.

-Compliance with all paragraphs of Monitor's Licence condition re governance arrangements.

-SOs, SFIs, Schedule of matters reserved for decision by the Board, etc (formulate, implement and review).

-Mental Health Act and other statutory requirements (manage/comply).

-Statutory duties (effectively discharged)

-Required returns and disclosures made to the regulators.

Risk Management

-Effective system of integrated governance, risk management and internal control across all clinical and corporate activities.

-Sound processes and mechanisms re effective user and carer involvement in development of care plans, review of quality of services and development of new services.

-Appropriate appointment and evaluation arrangements for senior positions.

Communication

-Effective communication channel between Foundation Trust Governors, members and staff and local community.

-Meet engagement obligations re Council of Governors and members to ensure Council of Governors equipped with skills and knowledge needed to undertake role.

-Hold meetings in public except where public is excluded for "special reasons".

-Sharing of Board agenda and minutes with Council of Governors and communicate non confidential Board proceedings publicly, primarily through web site.

-Hold an Annual Members Meeting in public.

-Information on service strategies and plans (effective dissemination and feedback).

-Publish an Annual Report and Annual Accounts.

-Publish an Annual Quality Account

Sub Groups:

The Board will be responsible for reviewing and authorising both standing and time limited committees and their agenda. The following Committees will report to the Board: Audit, Quality and Performance, Mental Health Legislation, Remuneration and Resource and Business Assurance Committee.

The following Working Group will report to the Board: Strategy.

Review: Date of Last Review:

27 April 2016