

Harrogate and District NHS Foundation Trust Board of Directors

Terms of Reference

1. Introduction

- 1.1 Harrogate and District NHS Foundation Trust is led by a unitary Board of Directors which is responsible for exercising all the powers of the Trust on its behalf, however may delegate any of those powers to a committee of the Board (comprised of a group of Board Directors) or to an Executive Director.
- 1.2 The Board of Directors, in its capacity as Corporate Trustee, takes responsibility for the overall management and governance of charitable funds and related fund-raising activity.

2. Membership

- 2.1 The members of the Board shall comprise of the Chairman of the Trust, Chief Executive Officer, all the Non-Executive Directors and Executive Directors who hold voting rights on the Board.
- 2.2 In accordance with the Trust's Constitution, the composition of the Board of Directors shall be:
 - The Chairman of the Trust;
 - A minimum of six Non-Executive Directors (including the Vice-Chairman and the Senior Independent Director);
 - The Chief Executive Officer (also the Chief Accountable Officer);
 - Executive Directors to include as a minimum:
 - Director of Finance (also the Chief Accounting Officer);
 - Medical Director (who shall be a registered medical or dental practitioner);
 - Chief Nurse (who shall be a registered nurse or midwife);
 - Two other Executive Directors (currently the Chief Operating Officer and Director of Workforce and Organisational Development);
- 2.3 The Deputy Chief Executive shall be selected from the Executive Director cohort (currently the Director of Finance).
- 2.4 Only members of the Board shall be entitled to attend meetings.
- 2.5 Clinical Directors from the three operational directorates, and the Company Secretary, will have a standing invitation to meetings of the Board of Directors, but will not hold voting rights. Other officers of the Trust and other individuals may be invited to attend meetings or part of meetings as required by the Board or as the Chairman sees fit.
- 2.6 The record of attendance of members will be included in the annual report of the Board.

3.0 Voting

- 3.1 Members of the Board will each be entitled to cast a single vote on matters before it. In the case of an equality of votes the Chairman of the meeting is to have a casting vote. Provisions to deal with conflicts of interest are provided for in the Trust's Constitution and Standing Orders.

4. Quorum

- 4.1 No business shall be transacted at meetings of the Board unless a minimum of five voting Directors are present including at least two Executive Directors and three Non-Executive Directors. A duly convened meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers or discretions vested in or exercisable by the Trust.
- 4.2 An officer representing an Executive Director at meetings of the Board of Directors may not count towards the quorum, unless formal 'acting up' status has been previously agreed.

5. Frequency

- 5.1 The Board shall meet formally in public on a bi-monthly basis, at a location that it may determine. There will be a minimum of six meetings per year. Additional meetings of the Board may be called in accordance with the Trust's Standing Orders.

6.0 Notice of Meetings

- 6.1 Meetings of the Board shall be called by the Company Secretary in accordance with the annual schedule of business or as determined by the Chairman.
- 6.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Board and any other person required to attend no later than five working days before the date of the meeting. Supporting papers shall be sent to members and other attendees as appropriate at the same time.
- 6.3 The agenda of the Board of Director meetings held in public shall be forwarded to the Council of Governors prior to the meeting, and ensure that agenda, minutes and supporting papers are available publicly on the Trust's website.
- 6.4 After each Board meeting held in public, the Board of Directors must make available a copy of the minutes to the Council of Governors.

7.0 Meetings Administration

- 7.1 The Company Secretary shall minute the proceedings and resolutions of all meetings of the Board, including the names of those present and in attendance.

- 7.2 The Company Secretary shall keep a separate record of all points of action arising from the meetings and all issues carried forward.
- 7.3 The Chairman shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and determine how they should be managed in accordance with the Constitution and Standing Orders. The Company Secretary shall minute the conflicts of interest, and approach chosen to manage them.

8.0 Main Responsibilities

- 8.1 The general duty of the Board and of each Director individually, is to promote the success of the organisation so as to maximise the benefits for the members of the organisation as a whole, and for the public.
- 8.2 As a unitary body, the Board of Directors is responsible for decision making associated with:
- 8.2.1 The strategic direction of the Trust;
 - 8.2.2 The provision of high quality and safe healthcare services, healthcare delivery, education, training and research;
 - 8.2.3 Overall performance of the Trust in relation to standards set by regulatory bodies.
 - 8.2.4 Ensuring the Trust exercises the its functions effectively, efficiently and economically;
 - 8.2.5 Ensuring effective arrangements are in place for governance and risk management;
 - 8.2.6 Ensuring compliance with the Trust's Provider Licence and associated legislation, regulation and best practice.

9.0 Duties

- 9.1 Leadership and Culture. The Board:
- 9.1.1 Ensures there is a clear vision for the Trust that people understand and that is being implemented within a framework of prudent and effective controls.
 - 9.1.2 Sets values, ensuring they are widely communicated and that the behaviour of the Board is entirely consistent with those values.
 - 9.1.3 Promotes and patient-centred culture of openness, transparency and candour, has an intolerance of poor standards and fosters a culture which puts patients first.
 - 9.1.4 Ensures the Trust is an excellent employer through the development of a workforce strategy and its appropriate implementation and operation.
 - 9.1.5 Ensures that Directors, Governors, staff and volunteers adhere to any codes of conduct adopted or introduced.
 - 9.1.6 Implements an effective Board and Committee structure and clear lines of accountability and reporting throughout the organisation.

9.1.7 Ensures there are appropriately constituted appointment arrangements for senior appointments such as Executive Directors and consultant medical staff.

9.2 Strategy. The Board:

9.2.1 Sets and maintains the Trust's strategic vision, aims and objectives ensuring that the necessary financial, physical and human resources are in place for it to meet its objectives.

9.2.2 Develops and maintains an annual business plan, with due regard to the views of the Council of Governors, and ensures its delivery, as a means of taking forward the strategy of the Trust to meet the expectations and requirements of stakeholders.

9.2.3 Ensures that national policies and strategies are effectively addressed and implemented within the Trust.

9.3 Quality and Performance. The Board:

9.3.1 Ensures that the Trust's quality of service responsibilities for clinical effectiveness, patient safety and patient experience are achieved.

9.3.2 Monitors and reviews management performance to ensure the Trust's objectives are met and identifies opportunities for improving the delivery of high quality services.

9.3.3 Monitors feedback relating to the experiences of people who use the services and the processes for proactive engagement.

9.3.4 Ensures it engages with all stakeholders, including patients and staff on quality issues and that issues are escalated appropriately and dealt with when required.

9.3.5 Ensures the proper management of resources and that responsibility for financial and quality of service are achieved.

9.3.6 Oversees both the delivery of planned services and the achievement of objectives, monitoring performance to ensure corrective action is taken when required.

9.3.7 Ensures that there are sound processes and mechanisms in place to ensure effective patient and carer involvement with regard to development of care plans, the review of quality of services provided and the development of new services.

9.1.8 Ensures that there are sound processes in place to ensure compliance with, and awareness of equality and diversity standards.

9.1.9 Ensures that the organisation promotes clinical research.

9.4 Finance. The Board:

9.4.1 Ensures the Trust operates effectively, efficiently and economically to ensure the continuing financial viability of the organisation.

- 9.4.2 Ensures the proper management of resources and that financial and quality of service responsibilities are fulfilled, and ensures the achievement of targets and requirements of stakeholders within available resources.
- 9.4.3 Ensure effective financial stewardship through effective value for money, financial control and financial planning and strategy.

9.5 Governance. The Board:

- 9.5.1 Ensures compliance with relevant principles, systems and standards of good corporate governance and has regard to contemporary guidance, and appropriate codes of conduct, accountability, openness and transparency.
- 9.5.2 Ensures that the Trust complies with the requirements of its Licence, governance and assurance obligations in the delivery of safe clinically effective services.
- 9.5.3 Ensures that the Trust has comprehensive governance arrangements in place guarantee the resources vested in the Trust are appropriately managed and deployed.
- 9.5.4 Ensures that all required returns and disclosures are made to the Regulators.
- 9.5.5 Formulates, implements and reviews Standing Orders and Standing Financial Instructions as a means of regulating the conduct and transactions of the Trust's business.
- 9.5.6 Agrees the schedules of matters reserved for decision by the Board of Directors.
- 9.5.7 Ensures proper management of, and compliance, with, statutory requirements of the Trust and, ensures the statutory duties of the Trust are effectively discharged.
- 9.5.8 Establishes appeals panels as required by employment policies particularly to address appeals against dismissal and final stage grievance hearings.
- 9.5.9 Acts as Corporate Trustee for the Trust's fundraising charity, charity number 1050008 (*registered as the Harrogate and District NHS Foundation Trust Charitable Fund*) and in respect of all existing charitable funds.
- 9.5.10 Oversee the effective management of the Harrogate Hospital & Community Charity and ensure good governance and legal compliance in the areas of public fund-raising and donor data protection.
- 9.5.11 Maintains oversight of the Trust's wholly owned subsidiary company (Harrogate Healthcare Facilities Management).

9.6 Risk Management and Internal Control. The Board:

- 9.6.1 Determines the nature and extent of the risk it is willing to take in achieving its strategic objectives.
- 9.6.2 Ensures that key risks are identified and effectively managed and that the Trust fulfils its accountability requirements in line with the requirements of the Provider Licence.

9.6.3 Ensures an effective system of integrated governance, risk management and internal control across the whole of the Trust's clinical and corporate activities.

9.7 Communication and Engagement. The Board:

9.7.1 Ensures relationships are maintained with the Trust's stakeholders, regulators, public, governors, staff and patients, such that the Trust can discharge its wider duties.

9.7.2 Meets its engagement obligations in respect of the Council of Governors and members and ensures that the Governors are equipped with the skills and knowledge they require to undertake their role.

9.7.3 Works in partnership with service users, carers, local health organisations, local government authorities and others to provide safe, effective, accessible and well governed services.

9.7.4 Ensures the effective dissemination of information on organisational strategies and plans, providing a mechanism for feedback.

9.7.5 Holds an annual meeting of its members which is open to the public.

9.7.6 Approves and publishes the Trust's Annual Report and Accounts, Quality Accounts and other statutory submissions.

10.0 Committees

10.1 The Board is responsible for establishing and maintaining committees with delegated responsibilities and powers as prescribed by the Trust's Standing Orders and/or by the Board of Directors.

11. Review and revision

11.1 These Terms of Reference will be reviewed annually and the Board will conduct an annual review of its effectiveness and shall act on its findings.

Approved July 2018