

Board of Directors - Terms of Reference

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|----------------------|--|--------------------|----|
| Meeting | Board of Directors | | |
| Date | 8 January 2018 | Agenda item | 13 |
| Lead Director | Alison Hughes, Director of Corporate Affairs | | |
| Author(s) | Alison Hughes, Director of Corporate Affairs | | |

| | | | | | |
|-------------------|-------------------------------------|----------------|--------------------------|------------------|--------------------------|
| To Approve | <input checked="" type="checkbox"/> | To Note | <input type="checkbox"/> | To Assure | <input type="checkbox"/> |
|-------------------|-------------------------------------|----------------|--------------------------|------------------|--------------------------|

| Link to strategic objectives & goals - 2017-19 | |
|--|---|
| <i>Please mark ✓ against the strategic goal(s) applicable to this paper</i> | |
| Our Patients and Community - To be an outstanding trust, providing the highest levels of safe and person-centred care | |
| We will deliver outstanding, safe care every time | ✓ |
| We will provide more person-centred care | ✓ |
| We will improve services through integration and better coordination | ✓ |
| Our People - To value and involve skilled and caring staff, liberated to innovate and improve services | |
| We will improve staff engagement | ✓ |
| We will advance staff wellbeing | ✓ |
| We will enhance staff development | ✓ |
| Our Performance - To maintain financial sustainability and support our local system | |
| We will grow community services across Wirral, Cheshire & Merseyside | ✓ |
| We will increase efficiency of corporate and clinical services | ✓ |
| We will deliver against contracts and financial requirements | ✓ |

| Link to the Board Assurance Framework (strategic risks) | | | | | |
|---|---|---|---|---|---|
| <i>Please mark ✓ against the principal risk(s) - does this paper constitute a mitigating control?</i> | | | | | |
| Our Patients and Community | | Our People | | Our Performance | |
| Quality and safety including addressing inequalities is not maintained or improved | ✓ | Lack of, or ineffective engagement and 2-way communication with staff & governors | ✓ | Failure to respond to system changes and the requirements of the NHS Five Year Forward View | ✓ |
| Patient experience is not systematically collected, reported or acted upon | ✓ | Failure to maintain a competent, engaged and resilient workforce that feels trusted, listened to and valued at work within a changing environment | ✓ | Failure to deliver the efficiency programme and achieve all the relevant financial statutory duties | ✓ |
| Inability to deliver the benefits of integration within the defined timescales | ✓ | Failure to provide quality training and supervision and opportunities for career development for all staff | ✓ | Inability to sustain performance against contractual and financial targets | ✓ |

| Link to the Organisational Risk Register (Datix) |
|--|
| None identified. |

| Has an Equality Impact Assessment been completed? |
|---|
| Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> |

| Paper history | | |
|--------------------|---------------|--|
| Submitted to | Date | Brief Summary of Outcome |
| Board of Directors | November 2016 | Board of Directors approved the revised terms of reference following Foundation Trust authorisation. |

Board of Directors - Terms of Reference

Purpose

1. This paper provides the Board of Directors with updated Terms of Reference as part of an annual review following the last review in November 2016.

Executive Summary

2. The Terms of Reference describe the purpose and structure of the Board of Directors meetings.
3. The full updated Terms of Reference are included at **appendix 1**.
4. The revisions made are highlighted in red text for ease of review.

Board Action

5. The Board is asked to approve the revised Terms of Reference.

Alison Hughes
Director of Corporate of Affairs

15 December 2017

Board of Directors - Terms of Reference

Introduction

1. These Terms of Reference outline the constitution and modus operandi of the Board of Directors of Wirral Community NHS Foundation Trust. The Trust has Standing Orders for the practice and procedures of the Board of Directors (Annex 7 of the FT constitution). For the avoidance of doubt, those Standing Orders take precedence over these terms of reference.
2. Every NHS Foundation Trust should be headed by an effective Board of Directors. The Board is collectively responsible for the performance of the NHS Foundation Trust.

Constitution

3. The Constitution of Wirral Community NHS Foundation Trust conforms to the requirements laid down in the National Health Service Act 2006, with a Chair, Executive Directors and Non-Executive Directors as well as the Health and Social Care Act 2012.
4. All Board members have a duty to comply with these terms of reference and commit to participate actively in the work of the Board of Directors.
5. The Board of Directors will function as a corporate decision-making body, considering the key strategic issues facing the trust in carrying out its statutory and other functions. All business shall be conducted in the name of Wirral Community NHS Foundation Trust.

Guiding Principles

6. Directors and staff are expected to observe the Nolan principles of public life of selflessness, integrity, objectivity, accountability, openness, honesty and leadership.
7. The Board of Directors will have due regard to the NHS Leadership Academy 2013 guidance 'The Healthy NHS Board', by undertaking the following:
 - The formulation of strategy
 - Ensuring accountability
 - Shaping a healthy culture
8. The Board of Directors will lead on the promotion of observance by the Trust of the principles of Duty of Candour for healthcare providers.
9. The Board will at all times operate in a manner which accords with agreed Board behaviours.
10. In conducting its business, the Board of Directors will at all times seek to promote its commitment to equality diversity and human rights by the creation of an environment that is inclusive of both our staff and people who use our services including those who have protected characteristics and those who are vulnerable in the community.

Role & Duties

11. The Board of Directors of Wirral Community NHS Foundation Trust has a schedule of matters reserved to the Board. These are set out in Section C of the Corporate Governance Manual - Schedule of Reservation and Delegation.

12. 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 organisation so as to maximise the benefits for the patients and members of the trust as a whole and for the population served.

13. The specific duties applicable to the Board of Directors are as follows;

Leadership

- Establish and articulate a clear vision and actively endorse the organisation's values, while ensuring its obligations to governors, patients, the local community and regulators ~~the Secretary of State~~ are understood and met
- Provide leadership within a framework of prudent and effective controls which enable risk to be assessed and managed
- Take corporate responsibility for all the trust's activity
- Take responsibility for adding value to the organisation by promoting its success through the direction and supervision of its affairs

Strategy

- Establish the organisation's strategic aims, and at least annually take into consideration the view of the Council of Governors, ensuring the necessary financial and human resources are in place for it to meet its priorities and objectives, and reviewing progress and management performance
- Monitor and review management performance to ensure objectives are met
- Develop and maintain an annual business plan and ensure its delivery as a means of driving the strategy of the Trust to meet the expectations of stakeholders
- Ensure that national policies and legislative requirements are effectively addressed and implemented (e.g. Equality Act 2010)

Governance

- Ensure that the highest standards of corporate governance and personal integrity are maintained in the conduct of the Trust's business
- Seek assurance that the systems of governance, risk management and internal controls operating within the Trust are robust and reliable (including reviewing standing orders and standing financial instructions)
- Ensure that the Trust complies with its governance and assurance obligations in the delivery of clinically effective, personal and safe services taking account of patient & service user experiences
- Ensure compliance with the Trust's licence, its constitution, mandatory guidance issued by NHS Improvement, relevant statutory requirements and contractual obligations.
- Ensure the Trust functions effectively, efficiently and economically.

Quality

- Ensure the quality and safety of health care services, education, training and research delivered by the Trust and apply the standards and principles of clinical governance set out by the Department of Health, NHS England, the Care Quality Commission (CQC) and other relevant bodies

Risk Management

- Ensure an effective system of integrated governance, risk management and internal control across the Trust's clinical and corporate activities
- Ensure there are appropriately constituted appointment arrangements for senior positions

Communication

- Ensure an effective communication channel exists between the Trust, its Council of Governors, members, staff and the local community
- Ensure that Board of Director proceedings and outcomes that are not confidential are communicated publically (via the Trust's website primarily)
- Publish an Annual Report and Accounts, in accordance with national guidance and hold an Annual Members Meeting
- Publish an **Annual Quality Report & Account** in accordance with national guidance

Culture

The Board of Directors is responsible for shaping the culture and setting the values, ensuring they are widely communicated and that the behavior of the Board is entirely consistent with those values

Membership and Voting

14. The Chair is responsible for leading the Board of Directors and for ensuring that it successfully discharges its overall responsibilities for the Trust.

15. All Executive and Non-Executive Directors of the Trust are members of the Board of Directors.

Voting members:

- Chairman
- 4 x Non-Executive Directors
- Chief Executive
- ~~Director of Finance and Resources~~ **Chief Finance Officer**
- Medical Director
- Director of Nursing and ~~Performance~~ **Quality Improvement**

Non-voting members:

- Director of HR & Organisational Development
- ~~Director of Integration & Partnerships~~ **Chief Operating Officer**
- **Director of Corporate Affairs**

- **Interim** Director of Business Development & Strategy
16. All directors, executive and non-executive, have a responsibility to constructively challenge during board discussions and help develop proposals on priorities, risk mitigation, values, standards and strategy.
 17. All questions put to the vote shall, at the discretion of the Chairman, be decided by a show of hands. A paper ballot may be used if a majority of the Board of Directors present and entitled to vote so request. In the event of a tied vote, the Chair can exercise a casting vote.
 18. Other Senior Managers or Officers may be required to attend by invitation, if deemed by the Board that attendance will contribute to the discussion. However, these Senior Managers or Officers will have no voting rights and will not count towards the quorum.
 19. **The elected Lead Governor will attend the meetings to present a regular report on the work of the Council of Governors. The Lead Governor will have no voting rights and will not count towards the quorum.**
 20. The Board will appoint one of the independent Non-Executive Directors to be the Senior Independent Director and Vice-Chair of the Board. The Vice-Chair will take on the Chair's duties if the Chair is absent for any reason.
 21. ~~The Trust Board Secretary~~ **Director of Corporate Affairs** will ensure appropriate support to the Board ~~act as the Secretary to the Board~~ including the recording of minutes of the meeting and providing appropriate support to the Chairman and members of the Board.
 22. If a dispute arises at a committee of the Board, a record of the discussion will be taken and escalated to the Board of Directors; votes will always be taken at Board level.

Quorum

23. No business shall be transacted at a meeting unless at least one third of the whole number of voting directors (including the Chairman or Deputy Chairman) are present including at least one Executive Director and one Non-Executive Director.
24. If the Chairman or member has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of a declaration of a conflict of interest, that person shall no longer count towards the quorum. If a quorum is then not available for the discussion and/or the passing of a resolution on any matter, that matter may not be discussed further or voted upon at that meeting. Such a position shall be recorded in the minutes of the meeting. The meeting must then proceed to the next business.

Frequency of Meetings

25. The Board will meet formally in public on a bi-monthly basis.
26. Board members will be expected to attend at least three quarters of scheduled meetings annually.
27. Matters which are confidential on the grounds of commercial sensitivity or involving personnel issues will be discussed in a separate private session which will not be attended by members of the public. In addition, the Board will hold regular informal development workshops and attend relevant seminars.

28. According to the Standing Orders for the Board of Directors, the Chairman may call a meeting of the Board at any time. One third or more members of the Board may request a meeting in writing. If the Chairman refuses, or fails, to call a meeting within seven days of a request being presented, the members signing the requisition may forthwith call a meeting.
29. The Board of Directors, on occasion may undertake business required of it via a process of e-governance. See appendix 1 for the e-governance process.

Openness

30. All formal meetings of the Board will be open to members of the public, staff and governors to observe. Members of the public, staff or governors in attendance will be invited to submit any questions in advance of the meeting to be addressed at the discretion of the Chairman.
31. The Board will make arrangements for a public notice of the time and place of the meeting, and the public part of the agenda, to be available on the Trust's website three days before the meeting.

Committee Reporting

32. The Board has established Committees with delegated powers contained within agreed terms of reference to carry out business on behalf of the Board. Each of the Committees provide reports and minutes arising from their meetings directly to the Board as outlined below:
- Remuneration Committee (at least one per year)
 - Audit Committee (up to 5 meetings per annum)
 - Quality & ~~Governance~~ Safety Committee (Monthly)
 - Finance & Performance Committee (Monthly)
 - Education & Workforce Committee (Monthly)

Review

33. These Terms of Reference shall be reviewed annually by the Board to ensure they are still appropriate.

| Board - Chair Approval | | | |
|------------------------|--|---------------------|--|
| Name: | | Date: | |
| Signature: | | Review Date: | |

Appendix 1 - E-governance process

In order to facilitate the Board of Directors undertaking the business required of it, there will on occasion be a need for this to be conducted outside of its scheduled meetings in circumstances where it would not be practical to convene a meeting 'in person'.

In such circumstances the Board of Directors is authorised by its Terms of Reference to conduct business via a process of 'e-governance'. The rules to be observed when conducting business in this manner are as follows;

- The business to be conducted must be set out in formal papers accompanied by the usual cover sheets which clearly set out the nature of the business to be conducted and the proposal which members are being asked to consider.
- The papers will be forwarded by the Director of Corporate Affairs via e-mail to all members of the Board of Directors who, subject to their availability, are expected to respond by e-mail to the same distribution list with their views within three working days of receipt of the papers.
- For the conclusion of the Board to be valid, responses must be received from a quorum (at least one third of the whole number of voting directors) of Board membership and in instances where the approval of the Board of Directors is sought; all such responses should support the proposal.
- In the event that there is not a unanimous agreement of all responding Members, the proposal shall be considered not to be approved.
- The Director of Corporate Affairs will summarise the conclusions reached for the agreement of the Chair and this summary will be presented to the next scheduled meeting of the Board following which it will be appended to the minutes of that meeting.