The Queen Elizabeth Hospital NHS
King's Lynn
NHS Foundation Trust

Terms of Reference

Board of Directors

1. CONSTITUTION

In accordance with its Constitution, the Trust has a Board of Directors (Board), which comprises both executive and non-executive directors. As set out in Annex 7 to the Constitution, the Trust has Standing Orders for the Practice and Procedure of the Board of Directors. For the avoidance of doubt, the Standing Orders take precedence over these Terms of Reference, where they do not form part of the Trust's Constitution.

2. COMPOSITION & MEMBERSHIP

The Board is a Unitary Board, with executive and non-executive directors having the same responsibility and liability for decision making and the same responsibility to constructively challenge the decisions of the Board.

The non-executive directors have a particular duty to ensure constructive challenge and scrutiny through the monitoring of progress in meeting agreed objectives and in holding the executive to account for achieving performance targets.

Membership of the Board is determined in accordance with Paragraph ~~19~~ 21 of the Trust's Constitution as follows:

The Board of Directors comprises:

- a non-executive Chair and
- up to 7 other non-executive directors; and
- up to 7 executive directors.

3. ATTENDANCE

The Board may invite non-members to attend its meetings as it considers necessary and appropriate.

The Company Secretary, or whoever covers these duties, shall be Secretary to the Board and shall attend to take minutes of the meeting and provide appropriate advice and support to the Chair and Board members.

4. MEETINGS

Meetings of the Board shall be held at such times as the Board may determine.

Meetings will normally be held in public except where the Board resolves:

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(i) That members of the public be excluded from a meeting, or the remainder of a meeting, having regard to the confidential nature of the business to be transacted, publicity on which would be prejudicial to the public interest; and/or

(ii) That in the interests of the public order the meeting adjourns for a period to be specified in such resolution to enable the Board to complete business without the presence of the public.

5. QUORUM

No business shall be transacted at a meeting unless at least one-third of the whole number of the Chairman and members (including at least one member who is also an Officer Member of the Trust and one member who is not) is present (rounding up, if one third is not a whole number, to the next whole number).

An Officer in attendance for an Executive Director (Officer Member) but without formal acting up status may not count towards the quorum.

6. ROLE & RESPONSIBILTIES

The Board of Directors has a dual role – leadership and control. The role of the Board is to:

- function as a corporate decision-making body.
- ensure that the Trust meets its statutory duties and complies with ~~its terms of authorisation~~the provisions of its Provider Licence and its constitution.
- to ensure that the organisation's policy framework is developed in accordance with the rights, pledges and responsibilities contained in the NHS Constitution
- provide leadership to the Trust to promote achievement of the Trust's Principal Purpose as set out in its Constitution
- to provide leadership for the organisation in respect of agreed organisational values and standards of conduct, in accordance with accepted standards of behaviour in public life, which include the principles of selflessness, integrity, objectivity, openness, honesty and leadership (Nolan);
- agree the Trust's financial and strategic objectives, including approval of the annual plan and financial plans
- to determine and oversee the implementation of the Trust's strategic objectives
- to establish a robust performance management framework and support the Executive team in meeting the organisation's performance targets; monitoring the performance of the Trust and ensuring that the Executive Directors manage the Trust within the resources available in such a way as to:

  (a) ensure the quality and safety of healthcare services;
  (b) plan for continuous improvement;
  (c) protect the health and safety of Trust employees and all others to whom the Trust owes a duty of care;
  (d) utilise Trust resources efficiently and effectively;

DRAFT

(e) promote the prevention and control of Healthcare Associated Infection;
(f) comply with all relevant regulatory, legal and code of conduct requirements;
(g) maintain high standards of ethical behaviour, corporate governance and personal conduct in the business of the Trust;
(h) maintain the high reputation of the Trust both with reference to local stakeholders and the wider community;

- ~~To~~ establish and secure assurance of effective governance, risk management and internal controls systems

- establish decision making systems and frameworks, ensuring effective integrated governance

- review and approve the Trust's Annual Report, and Accounts (Quality and Financial);

- ~~To~~ ensure that decisions are based on timely, accurate and comprehensive information;

- receive and consider high level reports on matters material to the Trust detailing, in particular, information and action with respect to:

  (a) operational performance;
  (b) clinical quality and safety, including infection prevention and control;
  (c) financial performance;
  (d) human resource matters;
  (e) the identification and management of risk;
  (f) matters pertaining to the reputation of the Trust;

- promote and develop appropriate partnerships with other organisations in accordance with the Trust's values and strategic direction;

- engage, as appropriate, with the Governors' Council, in accordance with the statutory and regulatory framework and the Trust's 'Working Together' Strategy.

7. BOARD COMMITTEES

The Board may delegate powers to formally constituted committees.

The Board has established the following Committees:

Audit Committee;
Nominations and Remuneration Committee (Executive Appointments);
Quality ~~and Risk~~ Committee;
~~Performance and Standards Committee~~
Finance and ~~Investment~~ Performance Committee; and
Risk Committee.

8. LEAD ROLES FOR BOARD MEMBERS

The Chair will ensure that the designation of lead roles or appointments of Board members as set out in any statutory or other relevant guidance will be made in accordance with that guidance or statutory requirement.

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8. SCHEDULE OF MATTERS RESERVED TO THE BOARD

This Schedule constitutes the document referred to in the Standing Orders of the Board of Directors as *'Reservation of Powers to the Board and Delegation of Powers'.*

The following matters have been reserved to the Board of Directors for its collective decision:

- setting the values and strategic direction of the Trust and approving the Trust's Strategic Objectives;
- agreeing levels of delegated authority and the Trust's Scheme of Delegation;
- major changes to the Trust's corporate structure or governance arrangements;
- establishment of Board Committees and review of their Terms of Reference and work plans
- approval of appointment of members and Chairs of each of its Committees
- approval of the Trust's Annual Report and Accounts (Financial and Quality)
- approval of the Annual Plan and Financial Plan;
- approval of periodic submissions to Monitor in respect of the requirements of the ~~Compliance Framework~~Risk Assessment Framework;
- approval of any financial / business commitments, falling beyond the limits set in the Scheme of Delegation;
- approval of the appointment of the Senior Independent Director from amongst the Non-Executive Directors of the Trust;
- approval of any proposals that the Constitution (including annexes) of the Trust should be amended, before they are submitted for approval to the Governors' Council and ~~Monitor~~Annual Members' Meeting;
- approval of any substantive change to the Trust's insurance or indemnity arrangements in relation to Directors' and Officers' Liability;
- annual review & revision of this Schedule of Matters Reserved to the Board.

9. Monitoring Compliance with these Terms of Reference:

The Board will assess its compliance with its terms of reference annually.

Authors:	Board Chairman and Company Secretary
Date Reviewed:	~~December 2011~~May 2014
Date of Next Review:	~~December 2012~~May 2015

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