



# **Corporate Governance Guide: The Board of Directors**

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This document is controlled in accordance with the Management of Procedural Documents Policy. If you would like to suggest amendments to this document, please contact the document author.				
Associated Policies and Procedural Documents				
<u>External Documents</u>				
NHS Code of Governance (2023)				
The Seven Principles of Public Life (Committee on Standards in Public Life)				
<u>Trust Documents</u>				
Trust Standing Orders				
Standards of Business Conduct Policy				
Fit and Proper Person Policy				
Trust Code of Conduct				
Corporate Governance Guide: Senior Independent Director				
Corporate Governance Guide: Committee Terms of Reference				
Corporate Governance Guide: Board Workplans 2024-25				
Corporate Governance Guide: Route to Board (Governance and Approvals)				

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## **INTRODUCTION**

The NHS Code of Governance (2023) requires that the Trust should make available the responsibilities of the Chair, the Chief Executive, the Senior Independent Director, the Board of Directors, and the Board Committees. This information should be clear, set out in writing, agreed by the Board of Directors, and publicly available.

## **OUR BOARD OF DIRECTORS**

The Board of Directors comprises Non-Executive Directors, Executive Directors, and other supporting or 'contributing' directors. Together these directors form a unitary board that brings a good mix of knowledge, skills, professional expertise and lived experience.

The Board membership represents an appropriate balance of Non-Executive Directors and Executive Directors, and an appropriate composition in terms of equality, diversity, and other protected characteristics. The Trust is committed to ensuring that people from all communities are able to reach Board level positions. In order to support this, the Trust often hosts placements of aspirant Board members from under-represented groups.

All of our Board members are appointed to their roles following an open and transparent recruitment process. Our directors are highly experienced and professionally qualified experts in their fields. They also bring broad and deep generic leadership and management skills and experience, honed across multiple disciplines and within different operational and organisational contexts. Information about our individual Board members can be found on the Trust's website.

The Trust is confident that our Board of Directors is fit for purpose. However, the position is kept under review. All Board members undertake an annual appraisal and performance review process which includes the identification of training and development needs. All Board members maintain a skills matrix which identifies areas of strength and opportunities for development, both for individuals and across the Board as a whole. In addition, the Board participates in evaluations of its own performance, in focussed training sessions on specialist topics, and in a broader development programme. This is to ensure that the Board's skills, knowledge and experience remain relevant and its overall composition remains fit for purpose.

## 1. THE BOARD OF DIRECTORS

**The NHS Code of Governance requires that every trust should be led by an effective and diverse board that is innovative and flexible, and whose role it is to promote the long-term sustainability of the trust, generating value for patients, service users and the public.**

In accordance with the NHS Code of Governance and the NHS Provider License, the Board of Directors has the following main duties:

### Vision and Strategy

- The Board of Directors should develop, embody and articulate clear vision, values and strategy for the Trust.
- The Board of Directors should ensure alignment of the Trust's vision, values and strategy with Integrated Care Boards' strategies
- The Board of Director should ensure that decision-making complies with the triple aim duty of better health and wellbeing for everyone, better quality of health services for all individuals and sustainable use of NHS resources.

### System Collaboration

- The Board of Directors should ensure effective engagement with stakeholders, including patients, staff, the community and system partners,
- The Board of Directors should encourage collaborative working at all levels with system partners.
- The board should ensure that the Trust actively addresses opportunities to work with other providers to tackle shared challenges through entering partnership arrangements such as provider collaboratives.
- The Board of Directors should give particular attention to the Trust's role in reducing health inequalities in access, experience and outcomes.

### Resource Management

- The Board of Directors should ensure that the necessary resources are in place for the Trust to meet its objectives.
- The Board of Directors should establish a framework of prudent and effective controls that enable risk to be assessed and managed.

### Performance and Effectiveness

- The Board of Directors is collectively responsible for the performance of the Trust.

- The Board of Directors should ensure that adequate systems and processes are maintained to measure and monitor the Trust's effectiveness, efficiency and economy, and the quality of its healthcare delivery.
- The Board Directors should regularly review the Trust's performance against regulatory and contractual obligations, and approved plans and objectives, including those agreed through place-based partnerships and provider collaboratives.

### Workforce and Culture

- The Board of Directors should ensure that workforce policies and practices are consistent with the Trust's values and support its long-term sustainability.
- The Board of Directors is responsible for ensuring effective workforce planning aimed at delivering high quality of care.
- The Board of Directors should assess and monitor culture

The Trust's Standing Orders include a schedule of powers reserved to the Board of Directors. The current schedule of powers reserved to the Board of Directors is set out at Appendix H.

## **2. COMPOSITION OF THE BOARD OF DIRECTORS**

**The NHS Code of Governance requires that the Board of Directors should be of sufficient size for the requirements of its duties but should not be so large as to be unwieldy. Membership of the Board of Directors and its committees should have a diversity of skills, experience and knowledge.**

The membership of the Board of Directors is determined in statute by the Trust Establishment Order (2006) and is set out in the Trust's Standing Orders.

The Board of Directors is composed of Executive Directors and Non-Executive Directors. The NHS Code of Governance states that 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.

The fundamental principle is that the Board of Directors should function as a unitary decision-making body. Executive and Non-Executive Directors are full and equal members of the board. The NHS Code of Governance states that all members of the Board of Directors have joint responsibility for every board decision regardless of their individual skills or status.

Under its current Establishment Order the Trust's Board of Directors can have a maximum of twelve voting directors, of whom the majority must be Non-Executive Directors and no more than five may be Executive Directors.

The voting members of the Board of Directors are as follows:

- Chair (Non-Executive)
- Non-Executive Directors x 5
- Chief Executive
- Chief Operating Officer
- Executive Director of Finance
- Executive Director of Quality and Chief Paramedic
- Executive Medical Director

The Board of Directors has two non-voting members. These are:

- Deputy Chief Executive
- Director of People and Organisational Development

The Board of Directors has six Contributing Directors who fulfil Board-level leadership roles but who generally do not attend all Board meetings. These are:

- Directors of Partnerships and Operations x3
- Director of Strategy, Planning and Performance
- Director of Corporate Services and Company Secretary
- Chief Digital Information Officer

All members of the Board (Non-Executive Directors, Executive Directors, and Contributing Directors) must meet the requirements of the Fit and Proper Person test framework. These requirements, and the Trust's arrangements for compliance with them, are set out in the Trust's Fit and Proper Person Policy.

All members of the Board (Non-Executive Directors, Executive Directors, and Contributing Directors) must always demonstrate the Principles of Standards in Public Life. These are enshrined in the Trust's Standing Orders and are set out in Appendix G.

### **3. MEETINGS OF THE BOARD OF DIRECTORS**

The NHS Code of Governance requires that the Board of Directors should meet sufficiently regularly to discharge its duties effectively. The arrangements for meetings of the Board of Directors of this Trust are as follows:

- The Board of Directors meets formally in public every two months.
- The Board of Directors also holds formal meetings in private.
- Throughout the year the Board of Directors holds a series of informal Strategic Fourm sessions.
- The Board of Directors holds the Annual General Meeting of the Trust at which the Annual Report and Accounts are published.



Appendix B sets out the calendar of Board of Directors meetings for 2024/25.

Appendix C set out the attendee lists for the different types of Board of Directors meetings.

The rules and regulations regarding the proceedings of Board of Directors meetings are set out in the Trust's Standing Orders.

#### **4. THE ROLE OF THE CHAIR**

**The Chair of the Trust is a Non-Executive Director who is appointed by and accountable to the Secretary of State for Health and Social Care (via NHS England). The Chair leads the Board of Directors and is responsible for its overall effectiveness in leading and directing the Trust.**

The Chair facilitates constructive board relations and the effective contribution of all Non-Executive directors.

The Chair is responsible for leading on setting the agenda for the Board of Directors and ensuring that adequate time is available for discussion of all agenda items, in particular strategic issues.

The Chair is responsible for ensuring that directors receive accurate, timely and clear information that enables them to perform their duties effectively.

The Chair should promote a culture of honesty, openness, trust and debate by facilitating the effective contribution of Non-Executive directors and ensuring a constructive relationship between Executive and Non-Executive directors.

The Chair and should regularly engage with stakeholders, including patients, staff, the community and system partners, in a culturally competent way, to understand their views on governance and performance against the trust's vision.

The Chair should ensure that the Board of Directors has a clear understanding of the views of all stakeholders including system partners.

The Chair should ensure that directors continually update their skills, knowledge and familiarity with the trust and its obligations for them to fulfil their role on the board and committees.

The Chair should ensure that new directors receive a full and tailored induction on joining the board.

The Chair should regularly review and agree with each director their training and development needs as they relate to their role on the board.

More details regarding the specific role and responsibilities of the Chair are set out in the Trust's Standing Orders.

## **5. NON-EXECUTIVE DIRECTORS**

**Non-Executive Directors should provide constructive challenge and strategic guidance, offer specialist advice and lead in holding the Executive to account**

At least half the Board of Directors, excluding the Chair, should be Non-Executive Directors whom the board considers to be independent.

Non-Executive Directors have a prime role in appointing and removing Executive directors. They should scrutinise and hold to account the performance of individual Executive Directors against agreed performance objectives.

Non-Executive Directors should scrutinise the performance of the Executive management in meeting agreed goals and objectives, request further information if necessary, and monitor the reporting of performance.

Non-Executive Directors should satisfy themselves as to the integrity of financial, clinical and other information, and make sure that financial and clinical quality controls, and systems of risk management and governance, are robust and implemented.

Non-Executive Directors should consider whether they are receiving the necessary information in a timely manner and feel able to appropriately challenge board recommendations, by making full use of their skills and experience gained both as a director of the trust and in other leadership roles.

## **6. SENIOR INDEPENDENT DIRECTOR**

The Senior Independent Director is a Non-Executive Director appointed by the Board of Directors to play a key role to support the Chair.

The main responsibilities of the Senior Independent Director are to:

- Support the Chair in leading the Board
- Act as a 'sounding board' and a source of advice for the Chair
- Be a focal point for any concerns of Board members that cannot be resolved by either the Chair or the Chief Executive.
- Carry out the annual appraisal of the Chair.

The role of the Senior Independent Director is enshrined in the Trust's Standing Orders and is summarised in Appendix D.

The Trust maintains a separate guidance document regarding the role of the Senior Independent Director.

## **7. THE ROLE OF THE CHIEF EXECUTIVE**

The Chief Executive is accountable to the Chair and reports to the Board of Directors more generally.

The Chief Executive is ultimately responsible for ensuring that the decisions of the Board of Directors are implemented.

The Chief Executive is ultimately responsible for ensuring that the Trust complies with its duties as required by the legal, regulatory, financial, operational and policy frameworks within which it operates.

All members of the Trust's management structure report through to the Chief Executive, either directly or indirectly.

More details regarding the specific role and responsibilities of the Chief Executive are set out in the Trust's Standing Orders.

## **8. THE CHIEF EXECUTIVE AS ACCOUNTABLE OFFICER**

The Chief Executive is also the Trust's Accountable Officer who is accountable to Parliament for the management of the organisation and the preparation of its accounts.

The Accountable Officer is responsible for ensuring that the Trust has in place effective management systems and processes, sound corporate governance arrangements, and an effective system of internal controls. This role has a particular duty to ensure that the Board of Directors is provided with appropriate advice regarding matters of financial propriety.

The Accountable Officer carries a personal responsibility for:

- The propriety and regularity of the public finances for which they are answerable.
- The keeping of proper accounts.
- The prudent and economical administration of the organisation (in accordance with the HM Treasury guidance on Managing Public Money).
- The avoidance of waste and extravagance.
- The efficient and effective use of all resources in their charge.

In the absence for whatever reason of the Chief Executive the Trust may appoint an Acting Accountable Officer.

More details regarding the specific role and responsibilities of the Accountable Officer are set out in Appendix E.

## **9. EXECUTIVE DIRECTORS AS BOARD MEMBERS**

In addition to, and separate from, the management of their functional or operational areas, Executive Directors have duties as Board members. These duties cover all aspects of the business of the Board of Directors, as set out in Section 1 of this document.

As members of the unitary board, each Executive Director shares individual and collective responsibility for all decisions of the Board of Directors. As members of the unitary board, Executive Directors are expected to hold each other to account, individually and collectively, for the delivery of the Trust's strategic objectives.

## **10. THE COMPANY SECRETARY**

**The NHS Code of Governance requires that all directors should have access to the advice of the company secretary who is responsible for advising the Board of Directors on all governance matters.**

The Company Secretary works closely with the Chair and the Chief Executive to ensure that effective and compliant corporate governance arrangements are in place and the board is supported to operate effectively and efficiently.

The company secretary is accountable to the Chair for matters of board governance and development.

The company secretary and is accountable to the Chief Executive for corporate governance matters relating to the Executive functions of the organisation.

A more detailed description of the role of the Company Secretary in and NHS trust is set out in Appendix F

## **11. BOARD COMMITTEES**

A set of Committees supports the Board of Directors in the discharge of its duties. These Committees are an extension of the Board and not separate to it. Appendix A shows the Trust's committee structure.

The committees of the Trust are:

- Trust Executive Committee (known as the Trust Executive Group, TEG)
- Audit and Risk Committee
- Quality Committee
- Finance and Performance Committee
- People Committee
- Remuneration and Nominations Committee
- Charitable Funds Committee

More details about the purpose and remit of these committees is set out in their Terms of Reference which are reviewed and approved by the Board of Directors annually.

The Terms of Reference for each of the above committees for 2024/25 are issued in a separate document.

## 12. GOVERNANCE AND APPROVALS: THE ROUTE TO BOARD

To ensure appropriate levels of review, assurance and due diligence, involving Executive Directors and Non-Executive Directors, any item that requires approval by the Board of Directors should normally follow the following governance route:

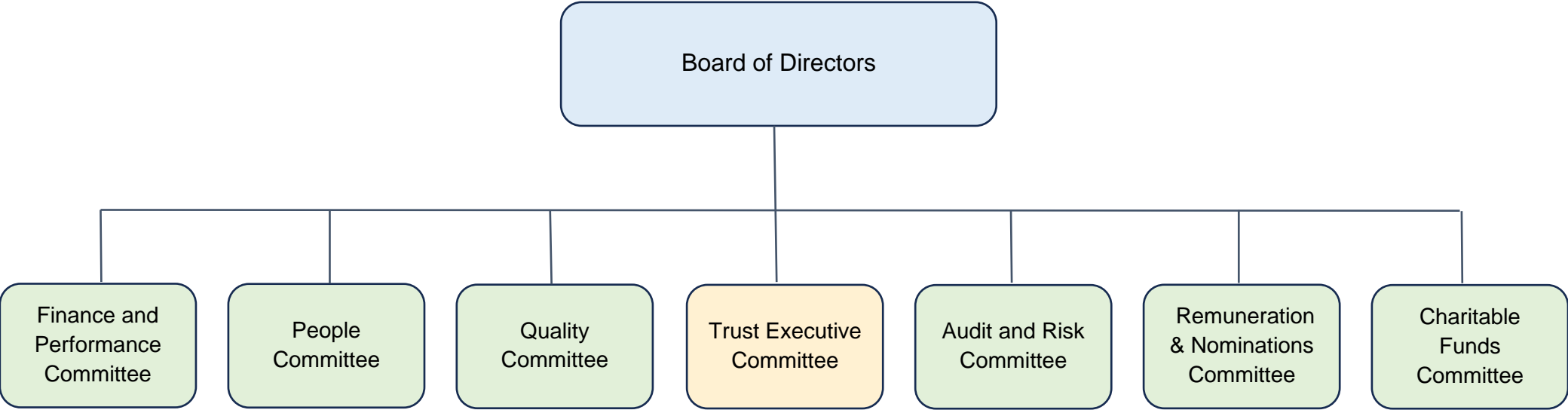
Stage	Governance Body	Purpose	Outcome
0	Directorate management teams or SME groups	Development and refinement	Recommend to TEG Reporting Committee
1	TEG Reporting Committee	Pre-TEG review and assurance	Recommend to TEG
2	Trust Executive Committee ('TEG')	Executive review and assurance	Recommend to an Assurance Committee
3	Assurance Committee	Non-Executive review and assurance	Recommend to the Board of Directors
4	Board of Directors	Board approval	Approved for implementation

In certain circumstances this route to Board might require the transaction of review and assurance processes outside of the planned schedule of governance meetings. To facilitate this, TEG, Assurance Committees, and the Board of Directors are all granted powers of urgent and flexible decision-making that allow the required due diligence to be transacted quickly.

However, powers of urgent and flexible decision-making should be used sparingly, only in exceptional and unavoidable circumstances, and always on the advice of the Company Secretary.

More details about the Route to Board are issued in a separate document.

**APPENDIX A: BOARD GOVERNANCE STRUCTURE**



## APPENDIX B: CALENDAR OF BOARD AND COMMITTEE MEETING DATES 2024/25 (subject to change during the year)

	Board of Directors Meetings			Committee Meetings						
	Board Meeting in Public	Board Meeting in Private	Board Strategic Forum	Trust Executive Committee	Audit and Risk Committee	Quality Committee	Finance and Performance Committee	People Committee	Remuneration & Nominations Committee	Charitable Funds Committee
<b>Apr</b>	25	25	25	03 and 17	16	11	23			11
<b>May</b>	30	30		01 and 15		16	23	14	30	
<b>Jun</b>		27	20	05 and 19		13	25			
<b>Jul</b>	25	25		03 and 24	16	18	23	09		11
<b>Aug</b>				07 and 21						
<b>Sep</b>	26 (+AGM)	26		04 and 18		19	24	10	26	
<b>Oct</b>		24	24	02 and 16		17	22			10
<b>Nov</b>	28	28		06 and 20	12	21	26	19		
<b>Dec</b>		12	12	04 and 18			19		12	
<b>Jan</b>	30	30		15 and 29	21	16	28	21		23
<b>Feb</b>		27	27	05 and 19		20	25		27	
<b>Mar</b>	27	27		05 and 19		20	25	18		

## APPENDIX C: BOARD MEETING ATTENDEES

Board Role	Board Meeting in Public	Board Meeting in Private	Board Strategic Forum	Annual General Meeting
<b>Voting Board Directors</b>				
Chair	✓	✓	✓	✓
Non-Executive Directors	✓	✓	✓	✓
Chief Executive	✓	✓	✓	✓
Chief Operating Officer	✓	✓	✓	✓
Executive Director of Finance	✓	✓	✓	✓
Executive Director of Quality and Chief Paramedic	✓	✓	✓	✓
Executive Medical Director	✓	✓	✓	✓
<b>Non-Voting Board Directors</b>				
Deputy Chief Executive	✓	✓	✓	✓
Director of People and Organisational Development	✓	✓	✓	✓
<b>Contributing Directors</b>				
Directors of Partnerships and Operations	✓	✗	✓	✗
Director of Strategy, Planning and Performance	✓	✗	✓	✗
Chief Digital Information Officer	✓	✗	✓	✗
Director of Corporate Services and Company Secretary	✓	✓	✓	✓
<b>Other Attendees</b>				
Head of Communications and Community Engagement	✓	✓	✓	✓



## **APPENDIX D: THE SENIOR INDEPENDENT DIRECTOR**

- 4.1 The Trust Standing Orders set out the role of the Senior Independent Director (SID) in this organisation. Standing Order 1.2.24 provides a general definition of the SID as being:

The Non-Officer member (i.e. the Non-Executive Director) appointed by the Board to play a key role in supporting the Chairman in leading the Trust Board.

- 4.2 Standing Order 2.6 (6) sets out the role of the SID in more detail:

The Senior Independent Director (SID) will be appointed by the Board from among the Non-Executive Director Members, whose role is to:

- i. Play a key role in supporting the Chair in leading the Board and acting as a 'sounding board' and a source of advice for the Chair.
- ii. Be available to Board Members if they have concerns which have not or cannot be resolved through contact with the Chair or the Chief Executive. This will involve an obligation on the SID to respond to such contacts and to meet privately with members if appropriate and necessary.
- iii. Be the focal point for Board Members for any concerns regarding the Chair's performance or the relationship between the Chair and Chief Executive.
- iv. Co-ordinate among other Directors annually, feedback on the Chair's performance to contribute to his/her appraisal.
- v. Act as a trusted intermediary for Non-Executive Directors where this is required to help them challenge and contribute effectively.
- vi. Take the initiative in discussion with the Chair or other Board Members if it should seem that the Board is not functioning effectively.

## **APPENDIX E: THE ACCOUNTABLE OFFICER**

The Accountable Officer carries a personal responsibility for:

- The propriety and regularity of the public finances for which they are answerable
- The keeping of proper accounts
- The prudent and economical administration of the organisation (in accordance with the HM Treasury guidance on Managing Public Money)
- The avoidance of waste and extravagance
- The efficient and effective use of all resources in their charge

The Accounting Officer must:

- Personally sign the accounts and, in doing so, accept personal responsibility for ensuring their proper form and content.
- Ensure that the Trust complies with the financial requirements of the NHS Provider License.
- Ensure that proper financial procedures are followed and that accounting records are maintained in a form suited to the requirements of the Trust's management and in a form prescribed for published accounts.
- Ensure that the resources for which they are responsible are properly and well managed, controlled and safeguarded, with independent and effective checks of cash balances in the hands of any official.
- Ensure that assets for which they are responsible, such as land, buildings and other property, and including stores and equipment, are properly and well managed, controlled and safeguarded, with checks as appropriate.
- Ensure that any protected property is not disposed of without the required consent.
- Ensure that conflicts of interest are avoided, whether in the proceedings of the Board of Directors or in the actions or advice of the Trust's staff.
- Ensure that in the consideration of policy proposals relating to expenditure, all relevant financial considerations, including any issues of propriety, regularity or value for money, are taken into account and are brought to the attention of the Board of Directors.

The Accounting Officer should also ensure that managers at all levels:

- Have a clear view of their objectives, and the means to measure and assess outputs or performance in relation to those objectives.
- Are assigned well-defined responsibilities for making the best use of resources and securing value for money.
- Have the information, training and access to expert advice that they need to exercise their responsibilities effectively.

## **APPENDIX F: THE COMPANY SECRETARY**

The main duties of the Company Secretary regarding corporate governance are as follows:

- Support the Chair and Chief Executive to ensure that the Trust has robust corporate governance arrangements that take account of the NHS Code of Governance, the NHS Provider License, and other relevant sources of best practice.
- Provide advice to the Board of Directors, Committees, and individual directors on all governance matters.
- Ensure that the Board and Committees are properly constituted, operated and supported in accordance with the Trust's Standing Orders and relevant regulatory frameworks.
- Ensure there is appropriate co-ordination and good information flows between the Board, the Committees and Executive management.
- Ensure that the Trust complies with its Standing Orders; review and update the Standing Orders as appropriate.
- In conjunction with the Director of Finance, ensure that Standing Financial Instructions are in place, reviewed regularly, and complied with.
- Provide advice to the Chair, the Chief Executive, and the Board of Directors on constitutional matters and the correct and proper conduct of Trust business and meetings.
- Commission external advice, including legal advice, where necessary to ensure the effective and efficient resolution of corporate governance issues.
- Horizon-scan and scrutinise new and emerging corporate governance and regulatory matters, and brief the Chair, the Chief Executive, and the Board of Directors as appropriate.
- Ensure all registers of interests required by legislation or regulatory frameworks are established and maintained appropriately and are available for public inspection in line with statutory requirements.
- In conjunction with the Chief Executive and the Director of Finance, take a leading role in the preparation and publication of the annual report and accounts.
- Ensure compliance with regulatory frameworks, including the CQC Well-Led Framework, the Fit and Proper Person test framework, and the NHS Code of Governance.
- Support the Chair in the management of Non-Executive positions, including annual appraisals, succession planning, training and development, and recruitment.
- Support the Chair in planning and delivering a structured programme of Board development.

## APPENDIX G: THE SEVEN PRINCIPLES OF STANDARDS IN PUBLIC LIFE

The seven principles of standards in public life apply to anyone who holds public office, including leadership roles in public services.

The principles should be upheld by the Board of Directors and by all employees of the Trust.

The principles are:

- **Selflessness:** holders of public office should act solely in terms of the public interest.
- **Integrity:** holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.
- **Objectivity:** holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.
- **Accountability:** holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.
- **Openness:** holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.
- **Honesty:** holders of public office should be truthful.
- **Leadership:** holders of public office should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour whenever it occurs.

## **APPENDIX H: POWERS RESERVED FOR THE BOARD OF DIRECTORS**

### **General Enabling Provision**

The Board may determine any matter within its statutory powers, for which it has delegated or statutory authority, in full session.

### **1. Regulations and Control**

1. Approve Standing Orders (SOs), including a scheme of powers delegated and reserved to the Board, and Standing Financial Instructions for the regulation of its proceedings and business.
2. Suspend the Standing Orders.
3. Vary or amend the Standing Orders.
4. Retrospectively approve in public session any urgent decisions taken by the Chairman and Chief Executive.
5. Approve the scheme of delegation of powers delegated from the Board to committees.
6. Require and receive the declaration of Board members' interests that may conflict with those of the Trust and determine the extent to which that member may remain involved with the matter under consideration.
7. Require and receive the declaration of officers' interests that may conflict with those of the Trust.
8. Approve arrangements for dealing with complaints.
9. Adopt the organisational structures, processes and procedures to facilitate the discharge of business by the Trust and agree modifications thereto.
10. Receive reports from committees including those that the Trust is required by the Secretary of State or other regulation to establish and to take appropriate action on.
11. Confirm the recommendations of the Trust's committees where the committees do not have Executive powers.
12. Approve arrangements relating to the discharge of the Trust's responsibilities as a corporate trustee for funds held on trust.
13. Establish terms of reference and reporting arrangements of all committees and sub- committees that are established by the Board.
14. Approve arrangements relating to the discharge of the Trust's responsibilities as a bailer for patients' property.
15. Authorise use of the Trust Seal.
16. Retrospectively approve, or otherwise instances of failure to comply with Standing Orders brought to the Chief Executive's attention.
17. Discipline members of the Board or employees who are in breach of statutory requirements or Standing Orders.

## **2 - Appointments / Dismissal**

1. Appoint the Deputy Chairman of the Board.
2. Appoint and dismiss committees (and individual members) that are directly accountable to the Board.
3. Appoint, appraise, discipline and dismiss Executive Directors.
4. Confirm appointment of members of any committee of the Trust as representatives on outside bodies.
5. Approve proposals of the Remuneration and Nominations Committee regarding directors and senior employees and the proposals of the Chief Executive for staff not covered by that committee.

## **3. Strategy, Plans and Budgets**

1. Define the strategic aims and objectives of the Trust.
2. Approve proposals for ensuring quality and developing clinical governance in services provided by the Trust, having regard to any guidance issued by the Secretary of State.
3. Approve the Trust's policies and procedures for the management of risk.
4. Approve Outline and Final Business Cases for Capital Investment and Service Developments.
5. Approve budgets.
6. Approve annually the Trust's proposed organisational development proposals.
7. Approve, or otherwise, proposals for acquisition, disposal or change of use of land and/or buildings in line with the Standing Orders and Standing Financial Instructions.
8. Approve Private Finance Initiative proposals.
9. Approve the opening of bank accounts.
10. Approve proposals on individual contracts (other than NHS contracts) of a capital or revenue nature amounting to, or likely to amount to over £1m.
11. Approve proposals in individual cases for the write off of losses or making of special payments above the limits of delegation to the Chief Executive and Director of Finance (for losses and special payments) previously approved by the Board.
12. Approve individual compensation payments (other than those delegated to the Remuneration and Nominations Committee).
13. Approve proposals for action on litigation against or on behalf of the Trust where the quantum exceeds the delegated budget authority of the Chief Executive.
14. Review use of NHS Litigation Authority risk pooling schemes.

#### **4. Policy Determination**

1. Approve management policies including workforce policies incorporating the arrangements for the appointment, removal and remuneration of staff.

#### **5. Audit**

1. Approve the appointment (and where necessary dismissal) of External Auditors recommended by the Auditor Panel. Approval of external auditors' arrangements for the separate audit of funds held on trust, and the submission of reports to the Audit and Risk Committee meetings which will take appropriate action.
2. Receive the annual management letter received from the external auditor and agreement of proposed actions, taking account of the advice, where appropriate, of the Audit and Risk Committee.
3. Receive an annual report from the Internal Auditor and agree action on recommendations where appropriate of the Audit and Risk Committee.

#### **6. Annual Reports and Accounts**

1. Receive and approve the Trust's Annual Report and Annual Accounts including the Quality Account.
2. Receive and approve the Annual Report and Accounts for funds held on trust.

#### **7. Monitoring**

1. Receive such reports as the Board sees fit from committees in respect of their exercise of powers delegated.
2. Continuous appraisal of the affairs of the Trust by means of the provision to the Board, as the Board may require, from directors, committees, and officers of the Trust as set out in management policy statements. All monitoring returns required by the Department of Health and Social Care, NHS England and the Charity Commission shall be reported, at least in summary, to the Board.
3. Receive reports from the Director of Finance on financial performance against budget and the Trust's Financial Plan. Receive reports from the Chief Executive on actual and forecast income from contracts and Service Level Agreements.