

TRUST BOARD

TERMS OF REFERENCE

Chair:	Trust Chair
Clerk:	Trust Secretary
Frequency of Meetings:	At least 11 meetings per year in public
Quorum:	Three Non-Executive Directors (one must be the Chair) and three Executive Directors

1. Constitution

- 1.1 The West Hertfordshire Hospitals NHS Trust Board (the Board) is the managing body of the Trust and is responsible for exercising all of the powers of the Trust.
- 1.2 The constitution of the Board conforms to the requirements laid down in the Health Act 2006, with a Chair, Chief Executive, Executive and Non Executive Directors.
- 1.3 The Chair of the Trust is responsible for leading the Board.
- 1.4 The Board will function as a corporate decision-making body, considering the key strategic issues facing the Trust in carrying out its statutory and other functions.
- 1.5 The Board may delegate any of its powers to a committee of the Board or an Executive Director. Arrangements for the reservation and delegation of powers are set out in the Trust's Standing Orders and Standing Financial Instructions.

2. Purpose

- 2.1 The purpose of the Board is to govern the organisation effectively and in doing so to build public and stakeholder confidence that their health and healthcare is in safe hands and ensure that the Trust is providing safe, high-quality, patient-centred care.
- 2.2 The Board's fundamental role is therefore, to establish the vision, strategic direction and corporate objectives for the organisation, to ensure accountability for that strategy and to shape the culture of the organisation.

3. Membership

- 3.1 The members of the Board will comprise the Trust Chair, all the Non Executive Directors and those Executive Directors who hold voting rights on the Board. More specifically, the Board comprises:

- Trust Chair
- 5 Non Executive Directors
- Chief Executive

- Chief Operating Officer
- Medical Director
- Chief Nurse and Director of Infection Prevention and Control
- Chief Financial Officer
- Director of Strategy and Corporate Services

3.2 The Trust Chair will be the Chair of the Board.

3.3 The Vice Chair of the Board will act in the absence of the Chair.

3.4 Other Executive Directors will be invited to attend the Board meetings to present specific items on the agenda as required

4. Duties

4.1 The Board will:

4.1.1 Determine and keep under review the Trust's strategic direction, within the overall policies and priorities' framework of the Government and the NHS.

4.1.2 Agree and maintain the Trust's vision, aims and objectives, ensuring that the necessary financial, physical and human resources are in place for it to meet the objectives.

4.1.3 Formulate the Trust's strategy to deliver safe, high quality, patient-centred care.

4.1.4. Agree the annual business plan for the Trust, including the annual financial plan, as a means of taking forward the strategy.

4.1.5 Agree and maintain the Trust's operational plan.

4.1.6 Take decisions on significant service changes, investment/disinvestment opportunities and other strategic matters as expressly reserved to the Board.

4.1.7 Hold the organisation to account for its performance in the delivery of the Trust's strategy and the achievement of the Trust's strategic objectives.

Receive high level monthly reports on the performance of the Trust and review performance against objectives, business plans and budgets in respect of:

- Finance
- Operational performance
- Quality (safety, clinical effectiveness and patient experience)
- Workforce
- Risk management and internal control
- Matters that may materially affect the reputation of the Trust

Ensure effective financial stewardship through effective value for money, financial control and financial planning and strategy.

Seek assurance that the systems of governance, risk management and internal control operating in the Trust are robust, reliable, support the delivery of the annual plan and comply with Care Quality Commission and any other registration requirements.

Approve and keep under review the Trust's arrangements for the management of risk.

Approve joint ventures, new business ventures, partnerships and strategic alliances that are material in terms of the business of the Trust.

Approve acquisitions and disposals of assets that are material in terms of the business of the Trust.

Endorse the recommendation of the Audit Committee to approve the Annual Report (including Annual Governance Statement) and Annual Accounts.

Approve the Quality Account.

Approve a Schedule of Matters Reserved to the Board and Scheme of Delegation.

Establish Committees and approve their Terms of Reference.

Approve the appointments of chairs and members of Board Committees.

Approve the appointment of the Senior Independent Director and the Vice Chair from among the Non Executive Directors of the Board.

Receive and consider reports from Board Committees.

Carry out the duties of the Trust's role of corporate trustee for the charitable funds it holds.

Approve submissions on behalf of the Board to the NHS Improvement and the Clinical Commissioning Group.

Take collective responsibility for adding value to the organisation by promoting its success through the direction and supervision of its affairs.

Provide active leadership within a framework of prudent and effective controls which enable risk to be assessed and managed.

Set the organisation's values and standards, while ensuring its obligations to patients, the local community and the Secretary of State are understood and met.

5. Required Attendance

- 5.1 Board members must attend at least 70% of all meetings each financial year and should aim to attend all scheduled meetings.

6. Frequency of Meetings

- 6.1 The Board will usually meet on a monthly basis, with at least ten meetings a year held in public. Matters which are confidential on the grounds of commercial sensitivity or involving staff issues will be discussed in a separate closed session which will not be attended by members of the public. In addition, the Board will hold regular informal seminars/board development workshops.
- 6.2 The Board will hold an Annual General Meeting each year to receive the Annual Report and Accounts of the Trust.

7. Reporting Arrangements

- 7.1 The minutes of all meetings will be formally recorded and submitted, together with recommendations where appropriate, to the Board at the next possible opportunity. The minutes of the meetings held in public will be published on the Trust website.

8. Monitoring Effectiveness and Compliance with Terms of Reference

- 8.1 The Board will carry out an annual review of its effectiveness.

Terms of Reference ratified by: Trust Board

Date of ratification: July 2016

Date of Review: April 2017