

## **Solent NHS Trust**

### **Trust Board Terms of Reference**

*Reference to “the Board” shall mean the Trust Board*

#### **1 Constitution**

1.1 The Board is accountable to the Secretary of State for the effective direction of the affairs of Solent NHS Trust, setting the strategic direction and appetite for risk of the Trust, establishing arrangements for effective governance and management and holding management to account for delivery, with particular emphasis on the safety and quality of the Trust’s services and achievement of the required financial performance

1.2 The Board has established the following Committees:

- Audit & Risk Committee
- Governance & Nominations Committee
- Remuneration Committee
- Mental Health Act Scrutiny Committee
- Quality Assurance Committee
- Finance and Infrastructure Committee
- Charitable Funds Committee
- Workforce and Organisational Development Committee
- Engagement & Inclusion Committee
- Strategic Partnership Committee

#### **2. Purpose**

- The purpose of the Trust Board is to govern the organisation effectively and ensure that the Trust is providing safe, high quality, patient-centred care.
- The Board is responsible for ensuring Solent is a value based organisation which provides; Great Care, is a Great Place to Work and provides Great Value for Money, where everyone counts and contributes.
- The Board leads the Trust by undertaking the following key roles:
  - Ensure the management of staff welfare and patient safety
  - Formulating Strategy, defining the organisations purpose and identifying priorities
  - Ensuring accountability by holding the organisation to account for the delivery of the strategy and scrutinising performance
  - Seeking assurance that systems of governance and internal control are robust and reliable and to set the appetite for risk
  - Shaping a positive culture for the board and the organisation.

#### **3. Responsibilities**

**3.1 The general responsibilities of the board are:**

- to maintain and improve quality of care;
- to ensure that the trust meets its obligations to the population served, its stakeholders and its staff in a way that is wholly consistent with public sector values and probity;
- to foster positive and productive external relationships with partners and stakeholders in the local health economy, in particular with patient/user groups and forums; Local Authorities, Health and Wellbeing Boards, Hampshire & Isle of Wight Integrated Care System partners, Healthwatch and Primary Care Networks.
- to exercise collective responsibility for adding value to the trust by promoting its success through direction and supervision of its affairs in a cost effective manner;

- to ensure compliance with all applicable law, regulation and statutory guidance. In fulfilling its duties, the trust board will work in a way that makes the best use of the skills of non-executive and executive directors.

### 3.2 **Leadership**

The board provides active leadership to the organisation by:

- ensuring there is a clear vision and strategy for the trust that is well known and understood by stakeholders and is being implemented within a framework of prudent and effective controls which enable risk to be assessed and managed;
- ensuring the trust is a good employer by the development of a workforce strategy/plan and its appropriate implementation and operation;
- promotes the health and wellbeing of staff
- implementing effective board and committee structures and clear lines of reporting and accountability throughout the organisation.

### 3.3 **Quality**

The board:

- ensures that the trust's quality of service responsibilities for clinical effectiveness, patient safety and patient experience, are achieved;
- has an intolerance of poor standards, and fosters a culture that puts patients first;
- ensures that it engages with all its stakeholders, including patients and staff on quality issues; and
- ensures that issues are escalated appropriately and dealt with.

### 3.4 **Strategy**

The board:

- sets and maintains the trust's strategic vision, aims and objectives, being cognisant of the Hampshire and the Isle of Wight Integrated Care System for, ensuring the necessary financial, workforce and physical resources are in place for it to meet its objectives;
- determines the nature and extent of the risk it is willing to take in achieving its strategic objectives;
- monitors and reviews management performance to ensure the trust's objectives are met;
- oversees both the delivery of planned services and the achievement of objectives, monitoring performance to ensure corrective action is taken when required;
- develops and maintains an annual business plan, and ensures its delivery as a means of taking forward the strategy of the trust to meet the expectations and requirements of stakeholders;
- ensures that national policies and strategies are effectively addressed and implemented within the trust.

### 3.5 **Culture, ethics and integrity**

The board:

- is responsible for setting values, ensuring they are widely communicated and adhered to and that the behaviour of the board is entirely consistent with those values;
- promotes a patient-centred culture of openness, transparency and candour;
- ensures that high standards of corporate governance and personal integrity are maintained in the conduct of trust business;
- ensures the application of appropriate ethical standards in sensitive areas such as research and development;
- ensures fairness and continuity to improve people practices;
- embeds the Learning Organisation and Quality Improvement ethos into all activities;
- ensures that directors and staff adhere to any codes of conduct adopted or introduced from time to time;

- promotes diversity and inclusion
- is responsible for maintaining a Freedom to Speak Up Culture

### **3.6 Governance and Compliance**

The board:

- ensures compliance with relevant principles, systems and standards of good corporate governance and has regard to guidance on good corporate governance and appropriate codes of conduct, accountability and openness applicable to NHs provider organisations;
- ensures that all licence conditions relating to the trust's governance arrangements are complied with;
- ensures that the trust has comprehensive governance arrangements in place that guarantee that the resources vested in the trust are appropriately managed and deployed, that key risks are identified and effectively managed and that the trust fulfils its accountability requirements;
- ensures that the trust complies with its governance and assurance obligations in the delivery of clinically effective and safe services taking account of patient and carer experiences and maintaining the dignity of those cared for;
- ensures that all the required returns and disclosures are made to the regulators;
- formulates, implements and reviews standing orders and standing financial instructions as a means of regulating the conduct and transactions of trust business;
- agrees the schedule of matters reserved for decision by the board of directors;
- ensures the proper management of and compliance with the Mental Health Act and other statutory requirements of the trust;
- approves the Annual Report, Quality Account and Annual Accounts
- considers directives, comments and recommendations from its committees and takes the appropriate action
- ensures there are appropriately constituted appointment and evaluation arrangements for senior positions
- ensures that the statutory duties of the trust are effectively discharged;
- acts as corporate trustee for the trust's charitable funds;
- will conduct an annual appraisal of the Board's effectiveness.

### **3.7 Risk**

The board:

- ensures an effective system of integrated governance, risk management and internal control across the whole of the trust's clinical and corporate activities;
- ensures that there are sound processes and mechanisms in place to ensure effective user and carer involvement in the development of care plans, the review of quality of services provided and the development of new services;

### **3.8 Finance**

The board:

- ensures that the trust operates effectively, efficiently, economically;
- oversees the achievement of the Trust's Control Total;
- ensures the continuing financial viability of the organisation;
- ensures the proper management of resources and that financial responsibilities are fulfilled;
- ensures that the trust achieves the targets and requirements of stakeholders within the available resources;
- reviews performance, identifying opportunities for improvement and ensuring those opportunities are taken.

#### 4 **Membership**

The Trust Board will comprise the following:

##### Voting members:

- Independent Chair (Chairperson)
- Five Non-Executive Members
- Chief Executive
- Chief Nurse
- Deputy CEO and Chief Finance Officer
- Chief Medical Officer
- Acting Chief People Officer

##### Non voting members:

- Chief Operating Officer Portsmouth
- Chief Operating Officer Southampton and County
- In the case of the number of votes for and against a motion being equal, the Chair of the Board will have a second, casting vote.
- A manager who has been appointed formally to act up for an officer member during a period of incapacity or temporarily to fill an officer member vacancy, shall be entitled to exercise the voting rights of the officer member.
- Members will be expected to attend at least 75% of meetings.
- When an executive director member is unable to attend a meeting, a nominated deputy must be identified. The nominated deputy must be a direct report to the Board member.

#### 5 **Attendees**

- The following will be attendees at the meeting;
  - Chief of Staff and Corporate Affairs
  - Director of Strategy and Partnerships
  - Strategic Transformation Director and Director of Estate
- In addition, lead officers representing other services/departments may attend when required or at the invitation of the Chair.

#### 6 **Secretary and Administration**

- The Corporate Support Manager and Assistant Company Secretary or their nominee shall act as the secretary of the committee and will arrange to take minutes of the meeting and provide appropriate support to the Chairman and committee members.
- The agenda and any working papers shall be circulated to members five working days before the date of the meeting.

#### 7 **Quorum**

No business shall be transacted at meetings of the Board unless the following are present;

- a minimum of two Executive Directors
- at least two Non-Executive Directors including the Chair or a designated Non-Executive deputy Chair

#### 8 **Frequency**

- Meetings will be held every other month or more frequently if required, under the Chairmanship of the Solent NHS Trust Chair.
- The following meetings will be held:
  - In Public Meeting
  - Confidential Meeting
  - Workshops (in private) to support board development and strategic planning

#### 9 **Notice of meetings**

- Meetings shall be summoned by the secretary at the request of the Chairman.

- 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 and any other person required to attend, no later than 5 working days before the date of the meeting. Supporting papers shall be sent to members and to other attendees as appropriate, at the same time.

**10 Minutes of meetings**

- The secretary shall minute the proceedings of all meetings, including recording the names of those present and in attendance.
- The secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.
- Minutes of meetings shall be circulated promptly to all members once agreed.
- Minutes will be available under the Freedom of Information Act 2000.

**11 Authority**

The Board may :

- seek any information it requires from any employee of the Trust in order to perform its duties
- obtain, at the Trust’s expense, outside legal or other professional advice on any matter within its terms of reference, and
- call any employee to be questioned at a meeting of the Board as and when required.

**12 Reporting**

- The Board will develop an Annual Cycle of Business where scheduled items throughout the year will be presented.
- The Board will receive updates (including exception reporting) from its reporting Committees via the relevant Committee Chairs. The Chairs of Committees will also be responsible for ensuring relevant information and decisions are reported and cascaded back through the appropriate communication channels.
- The Board will receive project reports on an ad-hoc basis.
- Member’s attendance at meetings will be disclosed in the Trust’s Annual Report.

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