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| Document Type: MANUAL | | Unique Identifier: CORP/MAN/004 |
| Title: Board of Directors – Terms of Reference Manual | | Version Number: 2.1 |
| | | Status: Ratified |
| Target Audience: Trust Wide | | Divisional and Department: Corporate Assurance, Strategy |
| Author / Originator and Job Title: Judith Oates, Foundation Trust Secretary | | Risk Assessment: Not Applicable |
| Replaces: New document | Description of amendments: Disbandment of the Risk Committee Increase the minimum review time to 3 yearly Version 2.1 - Amendment to Finance Committee members – Appendix 4. | |
| Validated (Technical Approval) by: Audit Committee Quality Committee Finance Committee Version 2.1 – Finance Committee Strategic Workforce Committee Strategy and Assurance Committee Remuneration Committee Corporate Trustee Committee | Validation Date: 8 th November 2016 19 th October 2016 24 th October 2016 21/03/2018 19 th January 2017 21 st December 2016 21 st December 2016 21 st December 2016 | Which Principles of the NHS Constitution Apply? 1 - 4 |
| Ratified (Management Approval) by: Board of Directors | Ratified Date: 25 th January 2017 | Issue Date: 25/01/2017 |
| <i>Review dates and version numbers may alter if any significant changes are made</i> | | Review Date: 01/01/2020 |
| <p>Blackpool Teaching Hospitals NHS Foundation Trust aims to design and implement services, policies and measures that meet the diverse needs of our service, population and workforce, ensuring that they are not placed at a disadvantage over others. The Equality Impact Assessment Tool is designed to help you consider the needs and assess the impact of your policy in the final Appendix.</p> | | |

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1 PURPOSE

All Terms of Reference for the Board of Directors and reporting to the Committees are held in this document.

2 TARGET AUDIENCE

Trust wide.

3 MANUAL

The Appendices lists all Terms of Reference:

- Board of Directors - Appendix 1.
- Audit Committee - Appendix 2.
- Quality Committee – Appendix 3.
- Finance Committee - Appendix 4.
- Strategic Workforce Committee - Appendix 5.
- Strategy and Assurance Committee – Appendix 6.
- Remuneration Committee– Appendix 7.
- Corporate Trustee Committee – Appendix 8.
- Committee Structure – Appendix 9.

| 4 ATTACHMENTS | |
|------------------------|----------------------------------|
| Appendix Number | Title |
| Appendix 1 | Board of Directors |
| Appendix 2 | Audit Committee |
| Appendix 3 | Quality Committee |
| Appendix 4 | Finance Committee |
| Appendix 5 | Strategic Workforce Committee |
| Appendix 6 | Strategy and Assurance Committee |
| Appendix 7 | Remuneration Committee |
| Appendix 8 | Corporate Trustee Committee |
| Appendix 9 | Committee Structure |
| Appendix 10 | Equality Impact Assessment |

| 5 PROCEDURAL DOCUMENT STORAGE (HARD AND ELECTRONIC COPIES) |
|---|
| Electronic Database for Procedural Documents |
| Held by Procedural Document and Leaflet Coordinator |

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| 6 LOCATIONS THIS DOCUMENT ISSUED TO | | |
|--|--------------------------------|--------------------|
| Copy No | Location | Date Issued |
| 1 | Intranet | 25/01/2017 |
| 2 | Wards, Departments and Service | 25/01/2017 |

| 7 OTHER RELEVANT / ASSOCIATED DOCUMENTS | |
|--|---|
| Unique Identifier | Title and web links from the document library |
| CORP/POL/541 | Standing Orders for the Board of Directors http://fcsharepoint/trustdocuments/Documents/CORP-POL-541.docx |
| CORP/PROC/661 | Interpretation and Definitions for Trust Standing Financial Instructions http://fcsharepoint/trustdocuments/Documents/CORP-PROC-661.docx |
| CORP/PROC/665 | Reservation of Powers and Scheme of Delegation http://fcsharepoint/trustdocuments/Documents/CORP-PROC-665.docx |

| 8 SUPPORTING REFERENCES / EVIDENCE BASED DOCUMENTS |
|--|
| References In Full |
| Crown. (2012). Health and Social Care Act 2012. Available: http://www.legislation.gov.uk/ukpga/2012/7/contents/enacted . Last accessed 22/02/2017. |
| NHS England. NHS standard contract. Available: https://www.england.nhs.uk/nhs-standard-contract/ . Last accessed 22/02/2017. |
| NHS Protect. Available: http://www.nhsbsa.nhs.uk/Protect.aspx . Last accessed 22/02/2017. |
| Monitor. (12/05/2014). The NHS provider licence. Available: https://www.gov.uk/government/publications/the-nhs-provider-licence . Last accessed 22/02/2017 |

| 9 CONSULTATION / ACKNOWLEDGEMENTS WITH STAFF, PEERS, PATIENTS AND THE PUBLIC | | |
|---|----------------------------------|--------------------------------|
| Name | Designation | Date Response Received |
| | Board of Directors | 25 th January 2017 |
| | Audit Committee | 8 th November 2016 |
| | Quality Committee | 19 th October 2016 |
| | Finance Committee | 24 th October 2016 |
| | Strategic Workforce Committee | 19 th January 2017 |
| | Strategy and Assurance Committee | 21 st December 2016 |
| | Remuneration Committee | 21 st December 2016 |
| | Corporate Trustee Committee | 21 st December 2016 |

| 10 DEFINITIONS / GLOSSARY OF TERMS | |
|---|-----------------------------|
| EDs | Executive Directors |
| NEDs | Non-Executive Directors |
| SID | Senior Independent Director |

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| 11 AUTHOR / DIVISIONAL / DIRECTORATE MANAGER APPROVAL | | | |
|--|----------------------------|-------------------|-----------------------------|
| Issued By | Judith Oates | Checked By | Matthew Burrow |
| Job Title | Foundation Trust Secretary | Job Title | Head of Corporate Assurance |
| Date | January 2017 | Date | January 2017 |

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APPENDIX 1: TERMS OF REFERENCE - BOARD OF DIRECTORS

BOARD OF DIRECTORS

TERMS OF REFERENCE

TERMS OF REFERENCE

The Terms of Reference describe the role and working of the Board of Directors (hereafter referred to as the Board) and are for the guidance of the Board, for the information of the Trust as a whole and serve as the basis of the Terms of Reference for the Board's own committees.

ROLE AND PURPOSE

The Trust exists to 'provide goods and services for any purposes related to the provision of services provided to individuals for, or in connection with, the prevention, diagnosis or treatment of illness, and the promotion and protection of public health.'

The Trust has a Board which exercises all the powers of the Trust on its behalf, but the Board may delegate any of those powers to a committee of directors or to the Chief Executive. The Board consists of Executive Directors, one of whom is the Chief Executive, and Non-Executive Directors, one of whom is the Trust Chair. The nominated deputy for the Chief Executive and Trust Chair, upon appointment to a substantive or acting up role, must be formally recorded in the minutes.

MEMBERSHIP

- Trust Chair (Chair)
- 7 Non-Executive Directors
- Chief Executive
- Director of Strategy / Deputy Chief Executive
- Director of Finance and Performance / Deputy Chief Executive
- Medical Director
- Director of Nursing and Quality
- Director of Workforce and Organisational Development
- Director of Operations

Other members of the Trust may be invited to attend meetings (or for individual agenda items) as and when required. The meetings will be held in public in accordance with the Standing Orders for the Board.

The Board of Directors' secretary will be the Corporate Assurance Manager / Foundation Trust Secretary.

ROLE OF THE BOARD OF DIRECTORS

The Board leads the Trust by undertaking three key roles:-

- Formulating strategy.
- Ensuring accountability by holding the organisation to account for the delivery of the strategy and through seeking assurance that systems of control are robust and reliable.
- Shaping a positive culture for the Board and the organisation.

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APPENDIX 1: TERMS OF REFERENCE - BOARD OF DIRECTORS

The general duty of the Board, and of each director individually, is to act with a view to promoting the success of the Trust in order to maximise the benefits for the members of the corporation as a whole and for the public.

The Council of Governors is responsible for holding the Board to account, for example by attending and observing committees of the Board, attending Board meetings in public and meeting with the Trust Chair, Chief Executive and Committee Chairs on the day of Board meetings / Council of Governors' meeting.

The detailed practice and procedure of the meetings of the Board, and of its committees, are not set out here but are described in the Standing Orders for the Board.

GENERAL RESPONSIBILITIES

The general responsibilities of the Board are:-

- To work in partnership with service users, carers, local health organisations, local government authorities and others to provide safe, accessible, effective and well governed services for patients and carers;
- 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; and
- 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.

In fulfilling its duties, the Board will work in a way that makes the best use of the skills of Non-Executive Directors and Executive Directors.

LEADERSHIP

The Board provides active leadership to the organisation by:-

- Ensuring there is a clear vision and strategy for patient care for the Trust that people know about and that this is being implemented within a framework of prudent and effective controls which enable risk to be assessed and managed.
- Ensuring the Trust is an excellent employer by the development of a Workforce Strategy and its appropriate implementation and operation.

STRATEGY

The Board:

- Sets and maintains the Trust's strategic vision, aims and objectives, ensuring that the necessary financial, physical and human resources are in place for it to meet its objectives.
- Monitors and reviews management performance to ensure the Trust's objectives are met.
- Oversees both the delivery of services and the achievement of objectives, monitoring performance to ensure corrective action is taken when required.
- Develops and maintains an Annual Plan and ensures its delivery as a means of taking forward the strategy of the Trust to meet the expectations and requirements of

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stakeholders.

- Ensures that national policies and strategies are effectively addressed and implemented within the Trust.

CULTURE

The Board:

- Is responsible for setting values, ensuring they are widely communicated and that the behaviour of the Board is entirely consistent with those values.

GOVERNANCE

The Board:

- Ensures that the Trust has comprehensive governance arrangements in place that guarantee 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, personal and safe services taking account of patient and carer experiences.
- Ensures compliance with the principles of corporate governance and with appropriate codes of conduct, accountability and openness applicable to Foundation Trusts.
- Formulates, implements and reviews Reservation of Powers and Scheme of Delegation, Standing Orders and Standing Financial Instructions as a means of regulating the conduct and transactions of Foundation Trust business.
- Ensures the proper management of, and compliance with, Monitor's Provider Licence, the Health & Social Care Act 2012 and other statutory and regulatory requirements of the Board.
- Ensures that the statutory duties of the Trust are effectively discharged.
- Acts as Corporate Trustee for the Trust's charitable funds.
- Establishes appeals panels as required by employment policies particularly to address appeals against dismissal and final stage grievance hearings.

RISK MANAGEMENT

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 with regard to development of care plans, the review of quality of services provided and the development of new services.
- Ensures that there are appropriately constituted appointment arrangements for senior positions such as Consultant Medical Staff, Executive Directors and Non-Executive Directors.

ETHICS AND INTEGRITY

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The Board:

- Ensures that high standards of corporate governance and personal integrity are maintained in the conduct of Foundation Trust business.
- Ensures that directors and staff adhere to the Code of Conduct, the Standards of Business Conduct Policy and the Fit and Proper Persons Test adopted or introduced from time to time.

COMMUNICATION

The Board:

- Ensures an effective communication channel exists between the Trust, its governors, members, staff and the local community.
- Ensures the effective dissemination of information on service strategies and plans and also provides a mechanism for feedback.
- Ensures that those Board proceedings and outcomes that are not confidential are communicated publically through Board meetings in public and also via the Trust's website.

FINANCIAL AND QUALITY SUCCESS

The Board:

- Ensures that an effective system of finance and quality is embedded within the Trust.
- Ensures that the Trust operates effectively, efficiently and economically.
- Ensures the continuing financial viability of the organisation.
- Ensures the proper management of resources and that financial and quality of service responsibilities are achieved.
- Ensures that the Trust achieves the quality targets and requirements of stakeholders within the available resources.
- Reviews performance, identifying opportunities for improvement and ensuring those opportunities are taken.

RESPONSIBILITIES OF BOARD MEMBERS

All Members of the Board

- Have joint responsibility for every decision of the Board regardless of their individual skills or status. This does not impact upon the particular responsibilities of the Chief Executive as the Accounting Officer.
- Have a responsibility to constructively challenge during Board discussions and help develop proposals on priorities, risk mitigation, values, standards and strategy.

Role of the Trust Chair

The Trust Chair is the guardian of the Board's decision-making processes and provides general leadership of the Board and the Council of Governors.

- Responsible for leading the Board and for ensuring that it successfully discharges its

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overall responsibilities for the Trust as a whole.

- Reports to the Board and is responsible for the effective operation of the Board and the Council of Governors.
- Responsible for ensuring that the Board as a whole pays a full part in the development and determination of the Trust's strategy and overall objectives.

Role of the Chief Executive

- The Chief Executive reports to the Trust Chair and to the Board directly. All members of the management structure report either directly or indirectly to the Chief Executive.
- The Chief Executive is responsible to the Board for running the Trust's business and for proposing and developing the Trust's strategy and overall objectives for approval by the Board.
- The Chief Executive is responsible for implementing the decisions of the Board and its committees, providing information and support to the Board and Council of Governors.

Role of Executive Directors (EDs)

- Share collective responsibility with the Non-Executive Directors as part of a unified Board.
- Shape and deliver the strategy and operational performance in line with the Trust's strategic aims.

Role of Non-Executive Directors (NEDs)

- Bring a range of varied perspectives and experiences to strategy development and decision-making.
- Ensure that effective management arrangements and an effective management team are in place.
- Hold the Executive Directors to account for performance of the operational responsibilities.
- Scrutinise the performance of the executive management in meeting agreed goals and objectives, receive adequate information and monitor the reporting of performance. NEDs 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.

Role of the Senior Independent Director (SID)

- Is a Non-Executive Director appointed by the Board in consultation with the Council of Governors to undertake the role. Normally the SID will not be the Deputy Trust Chair although this may be the case if the Board deems it necessary.
- Will be available to members of the Foundation Trust and to Governors if they have concerns which, contact through the usual channels of the Trust Chair, Chief Executive, Deputy Chief Executive, Director of Finance & Performance and Corporate Assurance Manager / Foundation Trust Secretary, has failed to resolve or where it would be inappropriate to use such channels.
- Has a key role in supporting the Trust Chair in leading the Board and acting as a sounding board and source of advice for the Trust Chair. The SID has a role in

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supporting the Trust Chair in his/her role as Trust Chair of the Council of Governors. The SID will conduct the annual appraisal of the Trust Chair and will be appraised by the Deputy Trust Chair.

In addition to the duties described here, the SID has the same duties as the other Non-Executive Directors.

FREQUENCY OF ATTENDANCE BY MEMBERS

The Board requires a minimum attendance of 75% of meetings per annum by the individual Board member unless he/she has been given specific leave of absence as agreed by the Board.

QUORUM AND VOTING

A quorum shall consist of 6 members including not less than 3 Non-Executive Directors (one of whom must be the Trust Chair or the Deputy Trust Chair of the Board) and not less than 3 Executive Directors (one of whom must be the Chief Executive or the Deputy Chief Executive).

The Board may agree that its members can participate in its meetings by telephone, video or computer link. Participation in a meeting in this manner shall be deemed to constitute presence in person at the meeting.

The Trust Chair or, in his/her absence, the Deputy Trust Chair of the Board, is to chair meetings of the Board.

Subject to the following provisions of this paragraph, questions arising at a meeting of the Board shall be decided by a majority of votes.

- In case of an equality of votes the Trust Chair shall have a second and casting vote.
- No resolution of the Board shall be passed if it is opposed by all of the Non-Executive Directors present or by all of the Executive Directors present.

FREQUENCY OF MEETINGS

The Board of Directors will meet a minimum of six times per year.

REPORTING COMMITTEES

The Board is responsible for maintaining committees of the Board with delegated powers as prescribed by the Reservation of Powers and Scheme of Delegation and /or by the Board from time to time.

In general, the Board will delegate to committees the power to oversee the development (by the Chief Executive and Executive Directors) of strategy and policy; and the monitoring of the delivery of strategy and policy in the areas for which the committee is responsible (the Reservation of Powers and Scheme of Delegation refers). It will, however, require each committee to submit key strategies, policies and other specified items to the Board for approval and to provide assurance to the Board (through its Chair) that such strategies and policies are being successfully implemented, advising the Board of any areas where this is not occurring and drawing key issues to the Board's attention.

At the last meeting of each financial year, the Board will review the powers it has delegated to each committee and will make any changes it deems necessary to take effect in the next financial year. The Board will draw evidence from Board members, committees and internal auditors so that it can thoroughly review the schemes of delegation and make recommendations to the Board for any amendments deemed necessary.

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Each committee will be responsible for developing clear Schemes of Delegation to the Chief Executive and Executive Directors of matters which fall within the remit of the committee. These must be submitted to the Board for approval so that the Board is clearly apprised of matters which the Board has delegated. The Board will be expected to review its powers of reservation and scheme of delegation at its last meeting of each financial year so that it can make recommendations to the Board concerning powers and delegations for the following financial year.

DISTRIBUTION OF MINUTES

The minutes of the meetings shall be formally recorded and submitted to:

- All members of the Board of Directors.
- Trust website.

REPORTING RESPONSIBILITIES

The Trust Chair will be responsible for ensuring the Board of Directors adheres to its Terms of Reference and Annual Work Plan.

The Board of Directors will oversee the work of the reporting committees.

The Board of Directors reserves key powers regarding strategy, financial activities, regulatory compliance and business cases and delegates key schemes to the Trust Chair, Chief Executive and Executive Directors in accordance with Section 3.1 of the Trust's Reservation of Powers and Scheme of Delegation.

REVIEW AND EVALUATION

The Board of Directors will review these Terms of Reference every 3 years or as required.

A review of effectiveness of the Board of Directors will be undertaken every 3 years or as required.

DETAILS OF NOMINATED NAMED DEPUTIES

| Membership | Nominated Named Deputies |
|--|---|
| Trust Chair (Chair) | Deputy Trust Chair (Chair) |
| Non-Executive Director | N/A |
| Non-Executive Director | N/A |
| Non-Executive Director | N/A |
| Non-Executive Director | N/A |
| Non-Executive Director | N/A |
| Non-Executive Director | N/A |
| Non-Executive Director | N/A |
| Chief Executive | Deputy Chief Executive |
| Director of Finance & Performance / Deputy Chief Executive | Deputy Director of Finance |
| Medical Director | Deputy Medical Director |
| Director of Nursing & Quality | Deputy Director of Nursing & Quality |
| Director of Workforce & Organisational Development | Deputy Director of Workforce & Organisational Development |
| Director of Operations | Deputy Director of Operations |
| Director of Strategy/Deputy Chief Executive | Deputy Director of Strategy & Business Development |

Approved by the Board on: 25th January 2017

To be reviewed no later than: January 2020

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APPENDIX 2: TERMS OF REFERENCE – AUDIT COMMITTEE

AUDIT COMMITTEE TERMS OF REFERENCE

MAIN AUTHORITY / LIMITATIONS

The Board hereby resolves to establish a committee of the Trust to be known as the Audit Committee ('the committee'). The Audit Committee is a non-executive committee of the Board and is authorised by the Board to investigate any activities within the scope of its Terms of Reference and obtain any information required from relevant parties to facilitate its understanding of the issues.

The committee is authorised to obtain outside legal or other independent professional advice, which shall be shared with the Board, and to secure the attendance of outsiders with relevant experience if it considers it necessary.

The Board has delegated to the Audit Committee the power to oversee the development of audit strategy and plans; and the monitoring of the delivery of audit strategy and plans. It will, however, require the committee to submit key strategies, plans and the specified items listed below to the Board for approval and to provide assurance to the Board (through its Chair) that such strategies and plans are being successfully implemented, advising the Board of any areas where this is not occurring and drawing key issues to the Board's attention. (Where the Committee develops other major strategies or policies in order to carry out its responsibilities, it should submit these to the Board for approval only if these may have a significant impact on other aspects of the Trust's work. If not, the Committee can use its delegated powers to approve such strategies and policies but should, through its Chair, notify the Board that it has done so in order that the Board can be fully apprised of strategy and policies developed on its behalf).

Specified Items for recommendation by the Audit Committee to the Board for approval:-

- Annual Report and Annual Accounts
- Quality Accounts
- Annual Governance Statement
- Representation Letter
- Standing Orders / Standing Financial Instructions
- Reservation of Powers and Scheme of Delegation
- Code of Governance

Items for recommendation by the Audit Committee to the Council of Governors for approval:-

- Appointment / Re-Appointment of External Auditors

The committee will be responsible for developing a clear scheme of delegation to the Chief Executive and Executive Directors of matters which fall within the remit of the committee. These must be submitted to the Board for approval so that the Board is clearly apprised of matters which the committee has so delegated. The committee will be expected to review its scheme of delegation at its last meeting of each calendar year so that it can make recommendations to the Board concerning delegation for the following financial year.

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APPENDIX 2: TERMS OF REFERENCE – AUDIT COMMITTEE

The structure of the Board and its committees and the Terms of Reference for each of those committees are set out in the Board Committee Structure Manual which may be amended from time to time.

Approved minutes of the Committee are circulated to the Board for information. The Committee Chair provides the Board with an assurance report including a summary of the Committee's work at the first available opportunity after each Committee meeting. The Chair of the Committee will escalate matters to the Board as deemed appropriate.

The Trust's Standing Orders and Standing Financial Instructions apply to the operation of this committee.

MAIN PRIORITY AND OBJECTIVES

The main priority for the Audit Committee is to monitor the integrity of the Trust's financial statements and to review the Trust's financial and non-financial controls and management systems. The committee shall take a risk based approach to the overarching scrutiny of the Trust's assurance, risk and governance structures and processes so that the Board may be provided with assurance that the corporate objectives shall be met. In particular, the committee shall commission and scrutinise assurances that the Trust has operated, and shall continue to operate, in accordance with its Provider Licence and that compliance requirements of Monitor and the Care Quality Commission shall be met, thereby ensuring that the Trust's licence to operate is maintained.

MEMBERSHIP

The committee will consist of three Non-Executive Directors (excluding the Trust Chair and excluding members of the Finance Committee). A Non-Executive Director with relevant financial experience will be appointed Chair of the committee by the Board and, in his/her absence, one of the remaining Non-Executive Director members of the committee will deputise. Membership therefore comprises:-

- 3 Non-Executive Directors (one of whom is the Chair)

In addition to the Non-Executive Directors who have been appointed to the committee, there will be a nominated Non-Executive Director alternate who will attend meetings if one of the appointed members of the committee is unable to attend. If the nominated Non-Executive Director alternate cannot attend, another Non-Executive Director will be invited to deputise.

ATTENDANCE

The following will be invited to be in attendance at the meeting:

- Deputy Chief Executive / Director of Strategy
- Deputy Chief Executive / Director of Finance and Performance
- Internal Audit
- External Audit
- Chief Executive (annually for Annual Governance Statement, Draft Internal Audit Plan and Annual Report and Accounts).

Other members of the Trust may be invited to attend meetings (or for individual agenda items) as and when required.

The Committee secretary will be the Personal Assistant to the Director of Finance and Performance / Deputy Chief Executive.

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DEPUTY ATTENDANCE

It is the responsibility of each executive member of the Committee to nominate a deputy (see attached list of nominated deputies). However, this will be the exception rather than the rule. In the event of a deputy attending the meeting, members must ensure they have been fully briefed.

FREQUENCY OF ATTENDANCE BY MEMBERS

The committee requires a minimum attendance of 75% of meetings per annum by the individual committee member unless he/she has been given specific leave of absence as agreed by the Board.

QUORUM

A quorum shall consist of three members. Where a quorum cannot be established the committee will continue to meet but will be unable to approve any documentation (or confirm actions).

FREQUENCY OF MEETINGS

The committee will meet six times a year. The External Auditor or Head of Internal Audit may request a meeting if they consider it necessary. An annual timetable will be provided with dates for agenda items to be submitted.

MAIN DUTIES AND RESPONSIBILITIES

The duties of the committee can be categorised as follows:-

Governance, Risk Management and Internal Control

Review the establishment and maintenance of an effective system of integrated governance, risk management and internal control across the whole of the organisation's activities (both clinical and non-clinical) that supports the achievement of the organisation's objectives.

In particular, the committee will review the adequacy and effectiveness of:-

- All risk and control related disclosure statements (in particular the Annual Report, Annual Accounts, Quality Accounts, Annual Governance Statement and declarations of compliance with the Care Quality Commission Quality and Risk Standards), together with any accompanying Head of Internal Audit statement, external audit opinion or other appropriate independent assurances, prior to endorsement by the Board.
- Board Assurance Framework and Corporate Risk Register.
- Integrated Performance Report.
- The underlying assurance processes that indicate the degree of the achievement of corporate objectives, the effectiveness of the management of principal risks and the appropriateness of the above disclosure statements.
- The policies for ensuring compliance with relevant regulatory, legal and code of governance requirements and related reporting and self-certification (e.g. Provider License/NHS Code of Governance).
- The policies and procedures for all work related to fraud and corruption as set out in NHS Standard Contract and as required by the NHS Protect.
- Request reports from management on governance, risk management and internal control.
- Specific reports from individual functions within the Trust (e.g. clinical audit), as they may be appropriate to the overall arrangements.

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APPENDIX 2: TERMS OF REFERENCE – AUDIT COMMITTEE

Internal Audit

Ensure that there is an effective internal audit function established by management that meets Government Internal Audit Standards and provides appropriate independent assurance to the Audit Committee, Chief Executive and Board of Directors. This will be achieved by:-

- Consideration of the provision of the Internal Audit Service, the cost of the audit and any questions of resignation and dismissal;
- Reviewing and approving the Internal Audit Plan ensuring that it is consistent with the audit needs of the Trust as identified in the Assurance Framework.
- Consideration of the major findings of internal audit work (and management's response), and ensure co-ordination between the Internal Auditors and External Auditors to optimise audit resources.
- Ensuring that the Internal Audit function is adequately resourced and has appropriate standing within the organisation.
- Annual review of the effectiveness of Internal Audit.
- Ratify the criteria for appointment, re-appointment or removal of the Internal Auditor and ratify the appointment or re-appointment and terms of engagement as recommended by the Director of Finance and Performance/Deputy Chief Executive and the Chair of the Audit Committee.

External Audit

Review the work and findings of the External Auditors, appointed by the Council of Governors, and consider the implications and management's responses to their work. This will be achieved by:-

- Consideration of the appointment and performance of the External Auditors, as far as the rules governing the appointment permit and recommendations to the Council of Governors.
- Discussion and agreement with the External Auditor, before the audit commences, of the nature and scope of the audit as set out in the Annual Plan, and ensure co-ordination, as appropriate, with other External Auditors in the local health economy.
- Discussion with the External Auditors of their local evaluation of audit risks and assessment of the Trust and associated impact on the audit fee.
- Reviewing all External Audit reports including the report to those charged with governance, including agreement of the annual audit letter before submission to the Board and the Council of Governors and any work undertaken outside the annual audit plan, together with the appropriateness of management responses.

Other Assurance Functions

Review the findings of other significant assurance functions, both internal and external to the Trust, and consider the implications to governance. These will include, but will not be limited to:-

- Review the work of other committees within the Trust, whose work can provide relevant assurance to the Audit Committee's own scope of work. In particular, this will include the Quality Committee, Strategy and Assurance Committee, Strategic Workforce Committee and Finance Committee.
- Review the work of the Quality Committee, and issues around clinical risk management, the Audit Committee will wish to satisfy itself on the assurance that can be gained from the clinical audit function.
- Review the work of the Strategy and Assurance Committee, and issues around the

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strategy, transformation and cost improvement programmes.

- Give assurance to the Board of Directors on the performance of the;
 - Board Assurance Framework
 - Corporate Risk Register
 - Integrated Performance Report
- Any reviews by Department of Health Arm's Length Bodies or Regulators / Inspectors (e.g. Care Quality Commission, NHS Litigation Authority, etc.) professional bodies with responsibility for the performance of staff or functions, e.g. Royal Colleges, accreditation bodies, etc.).

Counter Fraud

The committee shall satisfy itself that the organisation has adequate arrangements in place for countering fraud and shall review the outcomes of counter fraud work.

Financial Reporting

Monitor the integrity of the financial statements of the Trust and any formal announcements relating to the Trust's financial performance to ensure value for money.

The committee should ensure that the system for financial reporting to the Board, including those of budgetary control, are subject to review as to completeness and accuracy of the information provided to the Board.

The Audit Committee shall review the Financial Statements before submission to the Board, focusing particularly on:-

- The wording in the Annual Governance Statement and other disclosures relevant to the Terms of Reference of the committee.
- Changes in, and compliance with, accounting policies, practices and estimation techniques.
- Unadjusted miss-statements in the financial statements.
- Significant judgements in preparation of the financial statements.
- Significant adjustments resulting from the audit.
- Letter of representation.
- Qualitative aspects of financial reporting.
- Major judgemental areas.

RESPONSIBILITIES OF MEMBERS OF THE COMMITTEE

Members and attendees are expected to:

- Actively participate in discussions pertaining to committee business ensuring that solutions and action plans have multidisciplinary perspectives and have considered the impact Trust-wide;
- Communicate the outcomes of discussions at the Committee to relevant colleagues, teams and involved parties.
- Ensure all issues discussed at the meeting which may suggest a red risk score are appropriately escalated.
- Review and ratify all relevant quality strategies/policies and procedures.

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AGENDA ITEMS

Agenda item headings should be submitted to the secretary of the committee a minimum of two weeks prior to the meeting. Reports for the agenda should be submitted to the secretary of the committee a minimum of eight calendar days prior to the meeting. Members wishing to discuss an item on the agenda must attend the meeting. Members will be expected to provide reports as required by the agreed dates.

MINUTES RECEIVED

The Committee will receive minutes from the following committees:-

- Quality Committee
- Finance Committee
- Strategic Workforce Committee
- Transformation Executive Board
- Strategy and Assurance Committee

The Chair of the Audit Committee can request minutes of any other committee meetings. Alternatively, the Chief Executive can request the Audit Committee to review any items identified in committee minutes or assurance reports received by the Board.

DISTRIBUTION OF MINUTES

The minutes of the meeting shall be formally recorded and submitted to:

- All members of the committee; and
- Board of Directors.

REPORTING RESPONSIBILITIES

The Chair of the Committee will be responsible for making a report to the Board after each Committee meeting, in order to provide assurance that good governance, risk management and internal control is being successfully implemented, advising the Board of any areas where this is not occurring and drawing key issues to the Board's attention for disclosure or action. The report should also detail strategy, policy and other specific issues on which it is seeking Board approval (in line with the second paragraph of the section headed 'Main Authority/Limitations' above).

The committee will report to the Board at least annually on its work in support of the Annual Governance Statement, specifically commenting on the fitness for purpose of the Assurance Framework, the completeness and 'embeddedness' of risk management in the organisation, the integration of governance arrangements, the appropriateness of the evidence compiled to demonstrate fitness to register with the Care Quality Commission and the robustness of the processes behind the Quality Accounts.

The Chair of the Committee will be responsible for ensuring the Committee adheres to its Terms of Reference and Annual Work Plan.

The Committee reserves key powers regarding strategy, financial activities, regulatory compliance and business cases and delegates key schemes to the Chair, Chief Executive and Executive Directors in accordance with Section 3.1 of the Trust's Reservation of Powers and Scheme of Delegation.

REVIEW AND EVALUATION

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The membership of the Committee and terms of reference will be reviewed every 3 years or as required.

A review of effectiveness of the Committee should be undertaken every 3 years or as required.

DETAILS OF NOMINATED NAMED DEPUTIES

| Membership | Nominated Named Deputies |
|-----------------------------------|--|
| 3 Non-Executive Directors (Chair) | Non-Executive Director Alternate (Chair) |

Approved by the Committee on: 8th November 2016

Approved by the Board on: 25th January 2017

To be reviewed no later than: November 2019

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APPENDIX 3: TERMS OF REFERENCE – QUALITY COMMITTEE

QUALITY COMMITTEE TERMS OF REFERENCE

MAIN AUTHORITY / LIMITATIONS

The Board hereby resolves to establish a committee of the Trust to be known as the Quality Committee ('the Committee'). The Quality Committee is a committee of the Board of Directors and is authorised by the Board to investigate any activities within the scope of its Terms of Reference and obtain any information required from relevant parties to facilitate its understanding of the issues.

The Board has delegated to the Quality Committee the power to oversee the development of a Quality Strategy and policies for assuring and delivering quality; and the monitoring of the delivery of the Quality Strategy and policy. It will, however, require the committee to submit the Quality Strategy and the specified items listed below to the Board for approval and to provide assurance to the Board (through its Chair) that the Quality Strategy is being successfully implemented, advising the Board of any areas where this is not occurring and drawing key issues to the Board's attention. (Where the Committee develops other major strategies or policies in order to carry out its responsibilities, it should submit these to the Board for approval only if these may have a significant impact on other aspects of the Trust's work. If not, the Committee can use its delegated powers to approve such strategies and policies but should, through its Chair, notify the Board that it has done so in order that the Board can be fully apprised of strategy and policies developed on its behalf).

Specified Items for recommendation by the Quality Committee to the Board for approval:-

- Quality Strategy
- Quality Monitoring of the Risk Assurance Framework Return to Monitor (Governance)
- Integrated Performance Report
- Quality Schedule Contract
- Annual Quality Accounts

The committee will be responsible for developing a clear scheme of delegation to the Chief Executive and Executive Directors of matters which fall within the remit of the committee. These must be submitted to the Board for approval so that the Board is clearly apprised of matters which the committee has so delegated. The committee will be expected to review its scheme of delegation at its last meeting of each calendar year so that it can make recommendations to the Board concerning delegation for the following financial year.

The structure of the Board and its committees and the Terms of Reference for each of those committees are set out in the Board Committee Structure Manual which may be amended from time to time.

Approved minutes of the committee are circulated to the Board for information. The Committee Chair provides the Board with an assurance report including a summary of the committee's work at the first available opportunity after each committee meeting. The Chair of the Committee will escalate matters to the Board as deemed appropriate.

The Trust's Standing Orders and Standing Financial Instructions apply to the operation of this committee.

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APPENDIX 3: TERMS OF REFERENCE – QUALITY COMMITTEE

MAIN PRIORITY AND OBJECTIVES

The main priority for the Quality Committee is to provide assurance to the Board that the highest possible standards in quality of care and patient safety are set and achieved by the Trust. It will ensure that effective systems of clinical governance and clinical audit are embedded within the Trust and that it is under constant review and improvement. A major objective is to review all significant quality risks as required to ensure that the Chief Executive and management team is taking action to manage these risks and to report to the Board accordingly.

MEMBERSHIP

The committee will include;

3 Non-Executive Directors

- 2 Non-Executive Directors (one of whom will Chair)
- Trust Chair

4 Executive Directors

- Chief Executive
- Medical Director
- Director of Nursing and Quality
- Director of Workforce and Organisational Development

The committee will be chaired by a Non-Executive Director.

In addition to the Non-Executive Directors who have been appointed to the committee, there will be a nominated Non-Executive Director alternate who will attend meetings if one of the appointed members of the committee is unable to attend. If the nominated Non-Executive Director alternate cannot attend, another Non-Executive Director will be invited to deputise.

ATTENDANCE

The following will be invited to be in attendance at the meeting:

- Deputy Director of Nursing and Quality
- Divisional Representative from Unscheduled Care (DD, DDoP or ADoN)
- Divisional Representative from Scheduled Care, (DD, DDoP or ADoN)
- Divisional Representative from Families (HoD, HoM, ADoN or HoS)
- Divisional Representative from Adult and Long Term Conditions, (DCD, DALTC or ADoN)
- Divisional Representative from Diagnostics
- Head of Performance, Planning and Contracting

A Governor of the Trust (nominated by the Council of Governors) will be invited to attend each meeting. Other members of the Trust may be invited to attend meetings (or for individual agenda items) as and when required.

The committee secretary will be the Personal Assistant to the Director of Nursing & Quality.

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APPENDIX 3: TERMS OF REFERENCE – QUALITY COMMITTEE

DEPUTY ATTENDANCE

It is the responsibility of each member of the committee to nominate a deputy (see attached list of nominated deputies). However, this will be the exception rather than the rule. In the event of a deputy attending the meeting, members must ensure they have been fully briefed and are able to inform decision making.

FREQUENCY OF ATTENDANCE BY MEMBERS

The Committee requires a minimum attendance of 75% of meetings per annum by the individual committee member unless he/she has been given specific leave of absence as agreed by the Board.

QUORUM

A quorum shall consist of 4 members, 2 of whom will be Non-Executive Directors and 2 of whom will be Executive Directors. Where a quorum cannot be established the Committee will continue to meet but will be unable to approve any documentation (or confirm actions).

FREQUENCY OF MEETINGS

Meetings will be held bi-monthly. An annual timetable will be provided with dates for agenda items to be submitted.

MAIN DUTIES & RESPONSIBILITIES

The duties of the committee can be categorised as follows:-

1. To ensure that the Quality Strategy is regularly reviewed so that the Board can be advised on updates required (annually) and fully revised (every three years).
2. To monitor the delivery of the Quality Strategy and provide assurance to the Board thereon (quarterly).
3. To oversee the effective management of quality risks.
4. To oversee the development and monitoring of systems which provide assurance and improve the quality of care, safety and experience of patients, carers, staff and visitors to the Trust.
5. To exercise oversight of the systems of governance and risk management and seek assurance that they are fit-for-purpose, adequately resourced and effectively deployed to concentrate on matters of concern.
6. To seek assurances from EDs and provide assurance to the Board that the Trust complies with its own policies and all relevant external regulations and standards of governance and risk management.
7. To review quality governance and require action to address any non-compliance with Monitor's Quality Governance Framework
8. To review any relevant external reports including those from the CQC and ensure that action plans are devised and performance managed to address any identified deficiencies in clinical governance.
9. To monitor and sign off the action plans of serious untoward incidents.
10. To seek assurances from EDs and provide assurance to the Board that the structures, processes and responsibilities for identifying and managing key risks to patients, staff and the organisation are adequate.
11. To ensure that standards and procedures relating to risk are embedded throughout the Trust, with mechanisms through the Committee for detailed scrutiny of high and significant areas,

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including consultation with appropriate Trust staff.

12. To deal with other matters which the Board may delegate to the Committee
13. To deal with other relevant matters which are referred to the Committee by its sub-committees or the other committees of the Board
14. To deal with other relevant matters as the Committee deems necessary to achieve its main priorities and objectives.

RESPONSIBILITIES OF MEMBERS OF THE COMMITTEE

Members and attendees are expected to:

- Actively participate in discussions pertaining to the Quality Committee, ensuring that solutions and action plans have multidisciplinary perspectives and have considered the impact across relevant directorates and departments.
- Communicate the outcome of the discussions of the committee to relevant colleagues, teams and involved parties.
- Ensure all issues discussed at the meeting which suggest a red risk score are appropriately escalated.
- Review and ratify all relevant strategies, policies and procedures.

AGENDA ITEMS

Agenda item headings should be submitted to the Secretary of the Committee a minimum of two weeks prior to the meeting. Reports for the agenda should be submitted to the secretary to the committee a minimum of eight calendar days prior to the meeting. Members wishing to discuss an item on the agenda must attend the meeting. Members will be expected to provide reports required at dates agreed.

REPORTING COMMITTEES

The Committee will receive minutes from each of its reporting Committees:-

- Whole Health Infection Prevention Committee
- Learning from Incidents and Risks Committee
- Medicines Management and Incident Review Committee
- Clinical Improvement Committee
- Hospital Blood Transfusion Committee
- Patient and Carer Experience and Involvement Committee
- Annual Organ Donation Committee
- Mortality Committee
- Joint Commissioning Quality Review Group
- Safeguarding Children, Young People and Adults Committee.
- Better Care Now Project Board
- Maternity Matters Really
- Clinical Policy Forum
- JACIE Review Group

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- Care of the Acutely Ill Patients Group
- Drug and Therapeutic Committee
- Equality, Diversity and Human Rights Steering Group
- Research and Development Committee
- Dementia Steering Group
- Sign up to Safety Steering Group
- Health and Safety and Environmental Governance Committee
- Emergency Planning Steering Committee

DISTRIBUTION OF MINUTES

The minutes of the meeting shall be formally recorded and submitted to:

- All members of the committee
- Audit Committee
- Board of Directors

REPORTING RESPONSIBILITIES

The Chair of the Committee will be responsible for making a report to the Board after each committee meeting, in order to provide assurance that the Quality Strategy is being successfully implemented, advising the Board of any areas where this is not occurring and drawing key issues to the Board's attention for disclosure or action. The report should also detail strategy, policy and other specific issues on which it is seeking Board approval (in line with the second paragraph of the section headed 'Main Authority / Limitations' above). The Chair of the Committee will be responsible for ensuring the Committee adheres to its Terms of Reference and Annual Work Plan.

The Committee will oversee the work of the reporting committees.

The committee reserves key powers regarding strategy, financial activities, regulatory compliance and business cases and delegates key schemes to the Chair, Chief Executive and Executive Directors in accordance with Section 3.1 of the Trust's Reservation of Powers and Scheme of Delegation.

REVIEW AND EVALUATION

The membership of the Committee and terms of reference will be reviewed every 3 years or as required.

A review of effectiveness of the Committee should be undertaken every 3 years or as required.

DETAILS OF NOMINATED NAMED DEPUTIES

| Membership | Nominated Named Deputies |
|--|--|
| 2 Non-Executive Directors (Chair) | Non-Executive Director |
| Trust Chair | Non-Executive Director |
| Chief Executive | Director of Strategy/Deputy Chief Executive |
| Medical Director | Divisional Director – to be nominated prior to the meeting |
| Director of Nursing & Quality | Deputy Director of Nursing & Quality |
| Director of Workforce & Organisation Development | Deputy Director of Workforce & Organisational Development |

Approved by the Committee on: 19th October 2016

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| Approved by the Board on: 25 th January 2017 |
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| To be reviewed no later than: October 2019 |
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APPENDIX 4: TERMS OF REFERENCE – FINANCE COMMITTEE

FINANCE COMMITTEE TERMS OF REFERENCE

MAIN AUTHORITY / LIMITATIONS

The Board hereby resolves to establish a Committee of the Trust to be known as the Finance Committee ('the Committee'). The Finance Committee is a Committee of the Board of Directors and is authorised by the Board to investigate any activities within the scope of its Terms of Reference and obtain any information required from relevant parties to facilitate its understanding of the issues.

The Board has delegated to the Finance Committee the power to oversee the development and delivery of the Trust's Financial Strategy and associated policies. It will, however, require the Committee to submit the Financial Strategy and the specified items listed below to the Board for approval and to provide assurance to the Board (through its Chair) that the Financial Strategy is being successfully implemented, advising the Board of any areas where this is not occurring and drawing key issues to the Board's attention. (Where the Committee develops other major strategies or policies in order to carry out its responsibilities, it should submit these to the Board for approval only if these may have a significant impact on other aspects of the Trust's work. If not, the Committee can use its delegated powers to approve such strategies and policies but should, through its Chair, notify the Board that it has done so in order that the Board can be fully apprised of strategy and policies developed on its behalf).

Specified items for recommendation by the Finance Committee to the Board for approval:-

- Financial Strategy
- Operational Plan
- Quarterly Monitoring of the Risk Assurance Framework to Monitor (Finance)
- Financial Contracts
- Annual Capital Budget (Capital Plans / Estates Strategy Funding/Working Capital Facility)
- Annual Revenue Budget
- FT Financing Facility Loan Agreement
- Directors and Officers Liability Insurance
- Information Governance Toolkit
- Cost Improvement Plans

The Committee will be responsible for developing a clear scheme of delegation to the Chief Executive and Executive Directors of matters which fall within the remit of the Committee. These must be submitted to the Board for approval so that the Board is clearly apprised of matters which the Committee has so delegated. The Committee will be expected to review its scheme of delegation at its last meeting of each financial year so that it can make recommendations to the Board concerning delegation for the following financial year.

The structure of the Board and its Committees and the Terms of Reference for each of those Committees are set out in the Board Committee Structure Manual which may be amended from time to time.

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APPENDIX 4: TERMS OF REFERENCE – FINANCE COMMITTEE

Approved minutes of the Committee are circulated to the Board for information. The Committee Chair provides the Board with an assurance report including a summary of the Committee's work at the first available opportunity after each Committee meeting. The Chair of the Committee will escalate matters to the Board as deemed appropriate.

The Trust's Standing Orders and Standing Financial Instructions apply to the operation of this Committee.

MAIN PRIORITY AND OBJECTIVES

The main priority for the Finance Committee is to be responsible for ensuring that an effective system of financial governance is embedded within the Trust and that it is under constant review and improvement. It will make regular reports to the Board and Audit Committee setting out the level of assurance it can provide to the Board on financial issues. To this end the Committee will require the Director of Finance and Performance / Deputy Chief Executive to provide a regular assurance report to the Committee so that it can discuss this and determine the level of assurance it can provide through its Chair. The Committee will act as the point of initial scrutiny of financial plans and its main objective is to review all significant financial risks as required and report to the Board accordingly.

MEMBERSHIP

The Committee will include:

3 Non-Executive Directors (excluding members of the Audit Committee)

- 2 Non-Executive Directors (one of whom will chair)
- Trust Chair

4 Executive Directors

- Chief Executive
- Director of Finance & Performance / Deputy Chief Executive
- Director of Operations
- Director of Nursing and Quality or Medical Director

The Committee will be chaired by a Non-Executive Director.

In addition to the Non-Executive Directors who have been appointed to the committee, there will be a nominated Non-Executive Director alternate who will attend meetings if one of the appointed members of the committee is unable to attend. If the nominated Non-Executive Director alternate cannot attend, another Non-Executive Director will be invited to deputise.

ATTENDANCE

The following will be invited to be in attendance at the meeting:

- Director of Strategy / Deputy Chief Executive
- Director of Workforce & Organisational Development

A Governor of the Trust (nominated by the Council of Governors) will be invited to attend each meeting.

Other members of the Trust may be invited to attend meetings (or for individual agenda items) as

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and when required.

The Committee secretary will be the Personal Assistant to the Director of Finance & Performance / Deputy Chief Executive.

DEPUTY ATTENDANCE

It is the responsibility of each executive member of the Committee to nominate a deputy (see attached list of nominated deputies). However, this will be the exception rather than the rule. In the event of a deputy attending the meeting, members must ensure they have been fully briefed.

FREQUENCY OF ATTENDANCE BY MEMBERS

The Committee requires a minimum attendance of 75% of meetings per annum by the individual Committee member unless he/she has been given specific leave of absence by the Board.

QUORUM

A quorum shall consist of four members, two of whom will be Non-Executive Directors and two of whom will be Executive Directors. Where a quorum cannot be established the Committee will continue to meet but will be unable to approve any documentation (or confirm actions).

FREQUENCY OF MEETINGS

The Committee shall meet a minimum of eight times a year. The Chair may request that meetings are held more regularly if it is considered necessary. An annual timetable will be provided with dates for agenda items to be submitted.

MAIN DUTIES AND RESPONSIBILITIES

The duties of the Committee can be categorised as follows:

- Review the financial and operational performance of the Trust to ensure that it meets its obligations as a Foundation Trust.
- An assurance report to cover the following items discussed at each of its meetings by the Director of Finance & Performance / Deputy Chief Executive:
 - The financial performance of the Trust, including the risks to non-delivery of target performance.
 - The CIP report from the CIP Programme Director.
 - A cash and liquidity report including a 12 month rolling forecast.
- The development of an Annual Plan. This will include a review and agreement of the annual budget before submission for approval to the Board of Directors.
- The proposed contracts with Commissioners.
- Progress on the Trust's Capital Programme and Budget including an assessment of funding and affordability of plans for future years.
- Proposed accounting treatments that have a material impact prior to submission to the Audit Committee.
- Approve the financial strategic objectives.
- Review and approve the Risk Assurance Framework Monitor Declarations.
- Approve the FT Financing Facility
- Approve the Directors' Liability Insurance.
- Ratify the IG Toolkit.

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APPENDIX 4: TERMS OF REFERENCE – FINANCE COMMITTEE

- Any other matters that may be referred by the Board of Directors.

RESPONSIBILITIES OF MEMBERS OF THE COMMITTEE

Members and attendees are expected to:

- Actively participate in discussions pertaining to finance performance strategy ensuring that solutions and action plans have multidisciplinary perspectives and have considered the impact across relevant directorates and departments.
- Communicate the outcomes of discussions at the Committee to relevant colleagues, teams and involved parties.
- Ensure all issues discussed at the meeting which may suggest a red risk score are appropriately escalated.
- Review and ratify all relevant quality strategies/policies and procedures.

AGENDA ITEMS

Agenda item headings should be submitted to the secretary of the Committee a minimum of two weeks prior to the meeting. Reports for the agenda should be submitted to the secretary of the Committee a minimum of eight calendar days prior to the meeting.

Members wishing to discuss an item on the agenda must attend the meeting.

Members will be expected to provide reports as required by the agreed dates.

REPORTING COMMITTEES

The Committee will receive minutes from each of its reporting Committees.

- Cash Committee
- Health Informatics Committee
- Capital Strategy Group
- Procurement Steering Group
- Transformation Executive Board
- Other project groups (as appropriate)

DISTRIBUTION OF MINUTES

The minutes of the meeting shall be formally recorded and submitted to:

- All members of the Committee
- Audit Committee
- Board of Directors.

REPORTING RESPONSIBILITIES

The Chair of the Committee will be responsible for making a report to the Board after each Committee meeting, in order to provide assurance that the Finance Strategy is being successfully implemented, advising the Board of any areas where this is not occurring and drawing key issues to the Board's attention for disclosure or action. The report should also detail strategy, policy and other specific issues on which it is seeking Board approval (in line with the second paragraph of the section headed 'Main Authority/Limitations' above).

The Chair of the Committee will be responsible for ensuring the Committee adheres to its Terms of Reference and Annual Work Plan.

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APPENDIX 4: TERMS OF REFERENCE – FINANCE COMMITTEE

The Committee will oversee the work of the reporting Committees.

The Committee reserves key powers regarding strategy, financial activities, regulatory compliance and business cases and delegates key schemes to the Chair, Chief Executive and Executive Directors in accordance with Section 3.1 of the Trust's Reservation of Powers and Scheme of Delegation.

REVIEW AND EVALUATION

The membership of the Committee and terms of reference will be reviewed every 3 years or as required.

A review of effectiveness of the Committee should be undertaken every 3 years or as required.

DETAILS OF NOMINATED NAMED DEPUTIES

| Membership | Nominated Named Deputies |
|--|--|
| 2 Non-Executive Directors (Chair) | Non-Executive Director |
| Trust Chair | Non-Executive Director |
| Chief Executive | Deputy Chief Executive |
| Director of Finance & Performance/Deputy Chief Executive | Deputy Director of Finance |
| Director of Operations | Deputy Director of Operations |
| Director of Strategy/Deputy Chief Executive | Deputy Director of Strategy & Business Development |

Approved by the Committee on: 24th October 2016

Approved by the Board on: 25th January 2017

To be reviewed no later than: October 2019

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APPENDIX 5: TERMS OF REFERENCE – STRATEGIC WORKFORCE COMMITTEE

STRATEGIC WORKFORCE COMMITTEE TERMS OF REFERENCE

MAIN AUTHORITIES/LIMITATIONS

The Board hereby resolves to establish a committee of the Trust to be known as the Strategic Workforce Committee ('the Committee'). The Strategic Workforce Committee is a committee of the Board of Directors and is authorised by the Board to investigate any activities within the scope of its Terms of Reference and obtain any information required from the relevant parties to facilitate its understanding of the issues.

The Board has delegated to the Strategic Workforce Committee the power to oversee the development of the Workforce Strategy and policies for assuring and delivering workforce issues; and the monitoring of the delivery of the Workforce Strategy and relevant national or local policy drivers. It will, however, require the committee to submit the Workforce Strategy and the specified items listed below to the Board for approval and to provide assurance to the Board (through its Chair) that the Workforce Strategy is being successfully implemented, advising the Board of any areas where this is not occurring and drawing key issues to the Board's attention. (Where the Committee develops other major strategies in order to carry out its responsibilities, it should submit these to the board for approval only if these may have a significant impact on other aspects of the Trust's work. If not, the Committee can use its delegated powers to approve such strategies but should, through its Chair, notify the Board that it has done so in order that the Board can be fully apprised of strategy developed on its behalf).

Specified items for recommendation by the Strategic Workforce Committee to the Board for approval:-

- Workforce Strategy
- Annual Staff Survey Priority Action Plan

The committee will be responsible for developing a clear scheme of delegation to the Chief Executive and Executive Directors of matters which fall within the remit of the committee. These must be submitted to the Board for approval so that the Board is clearly apprised of matters which the committee has so delegated. The committee will be expected to review its powers of delegation at its last meeting of each calendar year so that it can make recommendations to the Board concerning delegation for the following financial year.

The structure of the Board and its committees and the Terms of Reference for each of those committees are set out in the Board Committee Structure Manual which may be amended from time to time.

Approved minutes of the committee are circulated to the Board for information. The committee Chair provides the Board with an assurance report including a summary of the committee's work at the first available opportunity after each committee meeting. The Chair of the Committee will escalate matters to the Board as deemed appropriate.

The Trust's Standing Orders and Standing Financial Instructions apply to the operation of this committee.

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APPENDIX 5: TERMS OF REFERENCE – STRATEGIC WORKFORCE COMMITTEE

MAIN PRIORITY AND OBJECTIVES

The main priority for the Strategic Workforce Committee is to provide assurance to the Board that the Trust has a Workforce Strategy that will deliver the key objectives of the Trust and that the strategy is being monitored, managed and implemented effectively. The committee will also provide assurance to the Board that the Workforce and Organisational Development service has an effective system of workforce governance which is embedded and under constant review and improvement within the Trust.

It will make regular reports to the Board and to the Strategy and Assurance Committee setting out the level of assurance it can provide to the Board on workforce issues. To this end the committee will require the Director of Workforce & Organisational Development to provide a regular assurance report to the committee (based on strategic and compliance measures which are related to key Workforce issues and agreed by the committee) so that it can discuss this and determine the level of assurance it can provide through its Chair. The committee will also review all significant workforce risks as required and report to the Board accordingly.

MEMBERSHIP

The committee will include;

3 Non-Executive Directors

- 2 Non-Executive Directors (one of whom will Chair)
- Trust Chair

5 Executive Directors (including the Chief Executive).

- Chief Executive
- Director of Workforce & Organisational Development
- Director of Nursing & Quality
- Medical Director
- Director of Operations

The committee will be chaired by a Non-Executive Director.

In addition to the Non-Executive Directors who have been appointed to the committee, there will be a nominated Non-Executive Director alternate who will attend meetings if one of the appointed members of the committee is unable to attend. If the nominated Non-Executive Director alternate cannot attend, another Non-Executive Director will be invited to deputise.

ATTENDANCE

The following will be invited to be in attendance at the meeting:

- Deputy Director of Workforce & Organisational Development
- Director of Workforce Education & Organisational Development
- Director of Medical Education
- Guardian of Safe Working

A Governor of the Trust (nominated by the Council of Governors) will be invited to attend each meeting. Other members of the Trust may be invited to attend meetings (or for individual agenda items) as and when required.

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APPENDIX 5: TERMS OF REFERENCE – STRATEGIC WORKFORCE COMMITTEE

The committee secretary will be the Personal Assistant to the Director of Workforce & Organisational Development.

DEPUTY ATTENDANCE

It is the responsibility of each member of the committee to nominate a deputy (see attached list of nominated deputies). However, this will be the exception rather than the rule. In the event of a deputy attending the meeting, members must ensure they have been fully briefed and are able to inform decision making.

FREQUENCY OF ATTENDANCE BY MEMBERS

The Committee requires a minimum attendance of 75% of meetings per annum by the individual committee member unless he/she has been given specific leave of absence as agreed by the Board.

QUORUM

A quorum shall consist of 4 members, 2 of whom will be Non-Executive Directors and 2 of whom will be Executive Directors. Where a quorum cannot be established the Committee will continue to meet but will be unable to approve any documentation (or confirm actions).

FREQUENCY OF MEETINGS

Meetings will be held quarterly. An annual timetable will be provided with dates for agenda items to be submitted.

MAIN DUTIES AND RESPONSIBILITIES

The duties of the committee can be categorised as follows:-

1. To oversee the development of the Workforce Strategy and recommend its approval by the Board.
2. To monitor and review workforce risks contained in the Board Assurance Framework and on the Corporate Risk Register.
3. To monitor delivery of the Workforce Strategy and, ensuring that it supports the Trust's strategic vision and values.
4. To provide assurance to the Board that monitoring and delivery of Workforce Strategy, workforce governance structure and significant risks related to workforce issues are being effectively managed.
5. To receive regular assurance reports from the Director of Workforce and OD to enable it to fulfil the duties above.
6. To monitor any proposed significant initiatives appertaining to the delivery of the workforce strategy.

RESPONSIBILITIES OF MEMBERS OF THE COMMITTEE

Members and attendees are expected to:-

- Actively participate in the discussions pertaining to workforce performance and strategy, ensuring that solutions and action plans have multi-disciplinary perspectives and have considered the impact across relevant directorates and departments.
- Communicate the outcomes of discussions at the Committee to relevant colleagues,

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APPENDIX 5: TERMS OF REFERENCE – STRATEGIC WORKFORCE COMMITTEE

teams and involved parties.

- Ensure all issues discussed at the meeting which may suggest a red risk score are appropriately escalated.
- Review and ratify the workforce strategy.

AGENDA ITEMS

Agenda item headings should be submitted to the secretary to the committee a minimum of two weeks prior to the meeting. Reports for the agenda should be submitted to the secretary of the committee a minimum of 8 calendar days prior to the meeting. Members wishing to discuss an item on the agenda must attend the meeting. Members will be expected to provide reports as required by the agreed dates.

REPORTING COMMITTEES

The committee will receive minutes from each of its reporting committees:

- Operational Workforce Committee
- Voluntary Services Committee

DISTRIBUTION OF MINUTES

The minutes of the meeting shall be formally recorded and submitted to:

- All members of the committee;
- Board of Directors

REPORTING RESPONSIBILITIES

The Chair of the Committee will be responsible for making a report to the Board after each committee meetings, in order to provide assurance that the Workforce Strategy is being successfully implemented, advising the Board of any areas where this is not occurring and drawing key issues to the Board's attention for disclosure or action. The report should also detail strategy and other specific issues on which it is seeking approval (in line with the second paragraph of the section headed 'Main Authority/Limitations' above). The Chair of the Committee will be responsible for ensuring the Committee adheres to its Terms of Reference and Annual Work Plan.

The Committee will oversee the work of the reporting committees.

The committee reserves key powers regarding strategy, financial activities, regulatory compliance and business cases and delegates key schemes to the Chair, Chief Executive and Executive Directors in accordance with Section 3.1 of the Trust's Reservation of Powers and Scheme of Delegation.

REVIEW AND EVALUATION

The membership of the group and terms of reference will be reviewed every 3 years or as required.

An annual review of effectiveness of the committee will be undertaken every 3 years or as required.

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APPENDIX 5: TERMS OF REFERENCE – STRATEGIC WORKFORCE COMMITTEE**DETAILS OF NOMINATED NAMED DEPUTIES**

| Membership | Nominated Named Deputies |
|--|--|
| 2 Non-Executive Directors (Chair) | Non-Executive Director |
| Trust Chair | Non-Executive Director |
| Director of Workforce & Organisational Development | Deputy Director of Workforce & Organisational Development |
| Chief Executive | Deputy Chief Executive |
| Medical Director | Divisional Director - to be nominated prior to the meeting |
| Director of Nursing and Quality | Deputy Director of Nursing & Quality |
| Director of Operations | Deputy Director of Operations |

Approved by the Committee on: 19th January 2017

Approved by the Board on: 25th January 2017

To be reviewed no later than: January 2020

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APPENDIX 6: TERMS OF REFERENCE – STRATEGY AND ASSURANCE COMMITTEE

STRATEGY AND ASSURANCE COMMITTEE

TERMS OF REFERENCE

MAIN AUTHORITY / LIMITATIONS

The Board hereby resolves to establish a Committee of the Trust to be known as the Strategy and Assurance Committee ('the Committee'). The Strategy and Assurance Committee is a Committee of the Board of Directors and is authorised by the Board to investigate any activities within the scope of its Terms of Reference and obtain any information required from relevant parties to facilitate its understanding of the issues.

The Board has delegated to the Strategy and Assurance Committee the power to oversee the development and delivery of the Trust's strategy and plans for the management of the Trust. It will, however, require the Committee to submit the strategy and the specified items listed below to the Board for approval and to provide assurance to the Board (through its Chair) that the strategy is being successfully implemented, advising the Board of any areas where this is not occurring and drawing key issues to the Board's attention. (Where the Committee develops other major strategies or plans in order to carry out its responsibilities, it should submit these to the Board for approval only if these may have a significant impact on other aspects of the Trust's work. If not, the Committee can use its delegated powers to approve such strategies and plans but should, through its Chair, notify the Board that it has done so in order that the Board can be fully apprised of strategy and plans developed on its behalf).

The Committee will also consider compliance matters by exception and any urgent business in relation to assurance, taking urgent action on behalf of the Board in between Board meetings where it would not be in the interests of the Trust to delay decisions until the next Board meeting. (Such requests to the Committee for immediate action may only come from the Chair, Chief Executive or other Committees of the Board).

Specified Items for recommendation by the Strategy and Assurance Committee to the Board for approval:-

- Strategic/Corporate Objectives (Compliance Measures)
- Strategic Plan
- IT/Estates/Workforce Strategies
- Vision and Values
- Governance Reviews
- Review of Single Operating Framework Compliance Measures
- Ratify significant business cases

The Committee will be responsible for developing a clear Scheme of Delegation to the Chief Executive and Executive Directors of matters which fall within the remit of the Committee. These must be submitted to the Board for approval so that the Board is clearly apprised of matters which the Committee has delegated. The Committee will be expected to review its scheme of delegation at its last meeting of each financial year so that it can make recommendations to the Board concerning delegation for the following financial year.

The structure of the Board and its Committees and the Terms of Reference for each of those

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APPENDIX 6: TERMS OF REFERENCE – STRATEGY AND ASSURANCE COMMITTEE

Committees are set out in the Board Committee Structure Manual which may be amended from time to time.

Approved minutes of the Committee are circulated to the Board for information. The Committee Chair provides the Board with assurance and a summary of the Committee's work will be reported to the Audit Committee. The Chair of the Committee will escalate matters to the Board as deemed appropriate.

The Trust's Standing Orders and Standing Financial Instructions apply to the operation of this Committee.

MAIN PRIORITY AND OBJECTIVES

The main priority for the Strategy and Assurance Committee is to receive and discuss preliminary papers from the Chief Executive on existing and proposed strategy and plans in order to promote the development of effective strategy and plans for the Trust, which can be considered and approved by the Board. The Committee will also consider compliance matters by exception and any urgent business in relation to strategy and assurance and report them to the Board accordingly.

MEMBERSHIP

The Committee will include the Trust Chair, all Non-Executive Directors and all Executive Directors. The Committee will be chaired by the Trust Chair.

Trust Chair

7 Non-Executive Directors

Chief Executive

Deputy Chief Executive/Director of Finance & Performance

Medical Director

Director of Nursing & Quality

Director of Workforce & Organisational Development

Director of Operations

Director of Strategy/Deputy Chief Executive

Divisional Directors

ATTENDANCE

Other members of the Trust may be invited to attend meetings (or for individual agenda items) as and when required.

The Committee Secretary will be the Corporate Assurance Manager / Foundation Trust Secretary.

DEPUTY ATTENDANCE

It is the responsibility of each executive member of the Committee to nominate a deputy (see attached list of nominated deputies). However, this will be the exception rather than the rule. In the event of a deputy attending the meeting, members must ensure they have been fully briefed and are able to inform decision making.

FREQUENCY OF ATTENDANCE BY MEMBERS

The Committee requires a minimum attendance of 75% of meetings per annum by the individual Committee member unless he/she has been given specific leave of absence as agreed by the Board.

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APPENDIX 6: TERMS OF REFERENCE – STRATEGY AND ASSURANCE COMMITTEE

QUORUM

A quorum shall consist of 6 members, 3 of whom will be Non-Executive Directors and 3 of whom will be Executive Directors. Where a quorum cannot be established the Committee will continue to meet but will be unable to approve any documentation or confirm actions.

FREQUENCY OF MEETINGS

The Committee shall meet five times a year. An annual timetable will be provided with dates for agenda items to be submitted.

MAIN DUTIES AND RESPONSIBILITIES

The duties of the Committee can be categorised as follows:-

- Formulating strategy and plans.
- Ensuring accountability by holding the organisation to account for the delivery of the strategy and through seeking assurance that systems of control are robust and reliable.
- Contributing in shaping a positive culture for the Board and the organisation.
- Setting and maintaining the Trust's strategic vision and values, strategic/corporate objectives, ensuring the necessary financial, physical and workforce resources are in place for it to meet its objectives.
- Delivering planned services and the achievement of objectives, monitoring performance to ensure corrective action is taken when required.
- In the absence of a Board meeting, ratify resolutions on behalf of the Board.
- Ensuring action is taking regarding governance reviews (e.g. Well-led).

RESPONSIBILITIES OF MEMBERS OF THE COMMITTEE

Members and attendees are expected to:-

- Actively participate in decisions pertaining to the Strategy and Assurance Committee ensuring that solutions and action plans have multidisciplinary perspectives and have considered the impact across all divisions/directorates and departments.
- Communicate the outcomes of discussions at the Committee to relevant colleagues, teams and involved parties.
- Ensure all issues discussed at the meeting which may suggest a red rated risk score are appropriately escalated.
- Review and ratify all relevant quality strategies/plans and procedures.

AGENDA ITEMS

Agenda item headings should be submitted to the Secretary of the Committee a minimum of two weeks prior to the meeting. Reports for the agenda should be submitted to the Secretary of the Committee a minimum of eight calendar days prior to the meeting.

Members wishing to discuss an item on the agenda must attend the meeting. Members will be expected to provide reports as required by the agreed dates.

REPORTING COMMITTEES

The Committee will receive minutes from each of its reporting Committees:-

- Transformation Executive Board

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APPENDIX 6: TERMS OF REFERENCE – STRATEGY AND ASSURANCE COMMITTEE

DISTRIBUTION OF MINUTES

The minutes of the meeting shall be formally recorded and submitted to:

- All members of the Committee; and
- Board of Directors.

REPORTING RESPONSIBILITIES

The Chair of the Committee will be responsible for ensuring that the Committee adheres to its Terms of Reference and Annual Work Plan.

The Committee reserves key powers regarding strategy, financial activities, regulatory compliance and business cases and delegates key schemes to the Chair, Chief Executive and Executive Directors in accordance with Section 3.1 of the Trust's Reservation of Powers and Scheme of Delegation.

REVIEW AND EVALUATION

The membership of the Committee and Terms of Reference will be reviewed every 3 years or as required.

A review of effectiveness of the Committee should be undertaken every 3 years or as required.

DETAILS OF NOMINATED NAMED DEPUTIES

| Membership | Nominated Named Deputies |
|--|---|
| Chairman (Chair) | Deputy Chairman |
| Non-Executive Director | N/A |
| Non-Executive Director | N/A |
| Non-Executive Director | N/A |
| Non-Executive Director | N/A |
| Non-Executive Director | N/A |
| Non-Executive Director | N/A |
| Non-Executive Director | N/A |
| Non-Executive Director | N/A |
| Chief Executive | Deputy Chief Executive/Director of Strategy |
| Deputy Chief Executive/Director of Finance & Performance | Deputy Director of Finance |
| Medical Director | Deputy Medical Director |
| Director of Nursing & Quality | Deputy Director of Nursing & Quality |
| Director of Workforce & Organisational Development | Deputy Director of Workforce & Organisational Development |
| Director of Operations | Deputy Director of Operations |
| Director of Strategy/Deputy Chief Executive | Deputy Director of Strategy & Business Development |

Approved by the Committee on: 21st December 2016

Approved by the Board on: 25th January 2017

To be reviewed no later than: December 2019

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APPENDIX 7: TERMS OF REFERENCE – REMUNERATION (OF EXECUTIVE DIRECTORS) COMMITTEE

REMUNERATION (OF EXECUTIVE DIRECTORS) COMMITTEE

TERMS OF REFERENCE

MAIN AUTHORITY/LIMITATIONS

The Board hereby resolves to establish a Committee of the Board to be known as the Remuneration Committee (the Committee). The Committee is a non-executive Committee of the Board and will have the full, delegated authority to act on behalf of the Board in exercising the remit and functions described in the paragraphs below.

MAIN PRIORITIES AND OBJECTIVES

In fulfilling its Terms of Reference, the Committee shall have regard to the following: -

- Remuneration packages must enable people of appropriately high quality to be recruited, retained and motivated – within levels of affordability;
- All NHS Foundation Trust bodies are part of the public sector and what they do, including the pay of their employees, must be publicly defensible;
- A proper defensible remuneration package requires a clear statement of responsibilities with rewards linked to their measurable discharge;
- Wherever possible it is advisable to seek independent advice with regard to labour market rates of pay.

MEMBERSHIP

The Committee will comprise the Trust Chair and all Non-Executive Directors of the Trust. The Committee will appoint a Chair of the Committee annually (but not the Trust Chair). In the absence of the Chair, one of the other Non-Executive Directors will take on the role of Chair for that meeting.

- Trust Chair
- 7 Non-Executive Directors (one of whom will be the Chair)

ATTENDANCE

The Chief Executive and other Executive Directors will not attend for discussions about their own remuneration and terms of service. The Director of Workforce and Organisational Development shall attend meetings, as required, to offer advice and guidance but he/she will withdraw from the meeting when discussions about his/her own recommendations and terms of service are held.

The Committee Secretary will be the Corporate Assurance Manager/Foundation Trust Secretary.

DEPUTY ATTENDANCE

All Non-Executive Directors are members of the Remuneration Committee therefore it is not appropriate for a deputy to be nominated.

FREQUENCY OF ATTENDANCE BY MEMBERS

The Committee requires attendance of 75% per annum by the individual Committee member unless he/she has been given specific leave of absence as agreed by the Board.

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APPENDIX 7: TERMS OF REFERENCE – REMUNERATION (OF EXECUTIVE DIRECTORS) COMMITTEE

QUORUM

A quorum shall consist of four members (including the Trust Chair). Where a quorum cannot be established, the Committee will continue to meet but will be unable to approve any documentation or confirm actions.

FREQUENCY OF MEETINGS

The Committee shall meet at least annually, however, additional meetings will be held in the event of any changes in personnel amongst the Executive Directors.

The Chair of the Committee may at any time convene additional meetings of the Committee to consider business which may require urgent consideration.

MAIN DUTIES AND RESPONSIBILITIES

- To determine, as delegated by the Board, appropriate remuneration and terms of service for the Chief Executive, other Executive Directors and other senior managers who are on the senior management pay-scale and Divisional Directors including:-
 - All aspects of salary (including any performance related elements).
 - Provisions of other non-pay benefits including pensions.
 - Arrangements for termination of employment and other contractual terms.
- To determine, as delegated by the Board, the remuneration and terms of service of the Chief Executive, other Executive Directors and other senior managers who are on the senior management pay-scale and Divisional Directors as determined by the Trust to ensure that they are fairly rewarded for their individual contribution to the Trust, having proper regard to the Trust's circumstances and performance and to the provisions of any national arrangements for such staff where appropriate.
- To monitor and evaluate, through the Trust Chair, the performance of the Chief Executive and monitor and evaluate, through the Chief Executive, the performance of other Executive Directors and monitor and evaluate, through Executive Directors, the performance of other senior managers as determined by the Trust.
- To advise on, and oversee, appropriate contractual arrangements for the Chief Executive, other Executive Directors and other senior managers who are on the senior management pay-scale and Divisional Directors as determined by the Trust including the proper calculation and scrutiny of termination payments, taking account of such national guidance as appropriate.
- To take into consideration any relevant guidance or direction supplied by the Department of Health, or any other relevant body, in the review of any remuneration or terms and conditions of employment of senior staff.
- To consider the time commitments arising from any external interests of the Executive Directors and whether any payments made by other organisations for the exercise of such duties should be retained by the Executive Directors or paid to the Trust in recognition of the time away from Trust duties.
- To disclose membership of the Committee in the Annual Report.
- To keep the Board and the Chief Executive informed (via the Chair) of any material matter which has come to the attention of the Committee.
- To be involved in the appointment of Interim Directors.

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APPENDIX 7: TERMS OF REFERENCE – REMUNERATION (OF EXECUTIVE DIRECTORS) COMMITTEE

Note: The Trust will remunerate the Trust Chair and Non-Executive Directors in accordance with the arrangements determined by the Council of Governors.

RESPONSIBILITIES OF THE CHAIR OF THE COMMITTEE

The duties of the Chair of the Remuneration Committee will be to:

- Keep the Board of Directors informed of any material matter which has come to the attention of the Committee;
- Ensure that the minutes of the meetings are an accurate reflection of discussion;
- Play an active role as a member of the Remuneration Committee and work with other members of the Remuneration Committee to assess the Committee's performance.

AGENDA ITEMS

Agenda item headings should be submitted to the Secretary to the Committee a minimum of two weeks prior to the meeting. Reports for the agenda should be submitted to the Secretary of the Committee a minimum of eight calendar days prior to the meeting. Members wishing to discuss an item on the agenda must attend the meeting. Members will be expected to provide reports as required by the agreed dates.

REPORTING COMMITTEES

The Committee will receive reports and minutes from the following reporting Committees: -

- None

DISTRIBUTION OF MINUTES

The minutes of the meeting shall be formally recorded and submitted to:

- All members of the Committee; and
- Retained on file by the Corporate Assurance Manager/Foundation Trust Secretary.

REPORTING RESPONSIBILITIES

The Chair of the Committee will be responsible for ensuring the Committee adheres to its Terms of Reference and Annual Work Plan.

The Chair of the Committee will be responsible for reporting to the Board of Directors and shall draw to the attention of the Board of Directors any issues that require disclosure or require action.

The Committee reserves key powers regarding appointments, remuneration and other terms, terminations of employment, appraisals and settlement packages in accordance with Section 3.1 of the Trust's Reservation of Powers and Scheme of Delegation.

REVIEW AND EVALUATION

The membership of the Committee and Terms of Reference will be reviewed every 3 years or as required.

A review of effectiveness of the Committee should be undertaken every 3 years or as required.

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APPENDIX 7: TERMS OF REFERENCE – REMUNERATION (OF EXECUTIVE DIRECTORS) COMMITTEE

DETAILS OF NOMINATED NAMED DEPUTIES

| Membership | Nominated Named Deputies |
|------------------------|---------------------------------|
| Trust Chair (Chair) | Deputy Chairman (Chair) |
| Non-Executive Director | N/A |
| Non-Executive Director | N/A |
| Non-Executive Director | N/A |
| Non-Executive Director | N/A |
| Non-Executive Director | N/A |
| Non-Executive Director | N/A |

Approved by the Committee on: 21st December 2016

Approved by the Board on: 25th January 2017

To be reviewed no later than: December 2019

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APPENDIX 8: TERMS OF REFERENCE – CORPORATE TRUSTEE

CORPORATE TRUSTEE TERMS OF REFERENCE

MAIN AUTHORITY / LIMITATIONS

The Corporate Trustee is a separate legal entity to the Board and has the power to directly oversee the affairs of the Trust's registered Charity through the setting of policy and monitoring delivery and compliance. It is also responsible for ensuring that the funds within the Charity are managed in accordance with relevant legislation, regulations and specific Trust deeds where applicable.

The Corporate Trustee may investigate any activities within the scope of its Terms of Reference and obtain any information required from relevant parties to facilitate its understanding of the issues.

The Corporate Trustee has established a Charitable Funds Committee to manage operational aspects of the Charity on its behalf as set out below. The Charitable Funds Committee has been formally constituted by the Corporate Trustee with delegated responsibility to make and monitor arrangements for the control and management of the Trust's Charitable Fund and report to the meetings of the Corporate Trustee.

Specified items for ratification by the Corporate Trustee:-

- Strategy for Fund-Raising and Development
- Reserves Policy
- Annual Spending Priorities
- Annual Report & Accounts
- Criteria for Appointment, Re-Appointment or Removal of the External Auditor

The Corporate Trustee will be responsible for developing a clear Scheme of Delegation to the Deputy Chief Executive/Director of Finance and Performance on matters which fall within the remit of the Corporate Trustee. The Corporate Trustee will be expected to review its Scheme of Delegation at its last meeting of each financial year so that it can make recommendations to the Board concerning delegation for the following financial year.

The structure of the Board and its Committees and the Terms of Reference for each of those Committees are set out in the Board Committee Structure Manual which may be amended from time to time.

The Trust's Standing Orders and Standing Financial Instructions apply to the operation of the Corporate Trustee.

MAIN PRIORITY AND OBJECTIVES

The Corporate Trustee has two main priorities. Firstly, it should seek to ensure that any donation made to the Charity by a third party is able to be used for the purpose for which the Charity was created. Secondly, it should use its authority for decisions on spending to ensure that its spending decisions are consistent with the priorities of the Trust which the Board of Directors will annually advise the Corporate Trustee.

The Charity is registered with the Charity Commission under the name 'Blackpool Teaching

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APPENDIX 8: TERMS OF REFERENCE – CORPORATE TRUSTEE

Hospitals Charitable Fund', with the working name of 'Blue Skies Hospitals Fund' registration number 1051570.

MEMBERSHIP

There is only a single Trustee, namely the NHS body that has been appointed as Corporate Trustee. If an NHS body holds charitable funds as sole Corporate Trustee, the Board members of that body are jointly responsible for the management of those charitable funds. Therefore the membership of the Corporate Trustee is all members of the Board of Directors.

The Chair or, in his/her absence, the Deputy Chair of the Board, is to chair meetings of the Corporate Trustee.

Trust Chair (Chair)

7 Non-Executive Directors

Chief Executive

Deputy Chief Executive/Director of Finance & Performance

Medical Director

Director of Nursing & Quality

Director of Workforce & Organisational Development

Director of Operations

Director of Strategy/Deputy Chief Executive

ATTENDANCE

Other members of the Trust may be invited to attend meetings (or for individual agenda items) as and when required.

The Corporate Trustee Secretary will be the Corporate Assurance Manager / Foundation Trust Secretary.

DEPUTY ATTENDANCE

It is the responsibility of each executive member of the Corporate Trustee to nominate a deputy (see attached list of nominated deputies). However, this will be the exception rather than the rule. In the event of a deputy attending the meeting, members must ensure they have been fully briefed and are able to inform decision-making.

FREQUENCY OF ATTENDANCE BY MEMBERS

The Corporate Trustee will require a minimum attendance of 75% of meetings by the individual member unless he/she has been given specific leave of absence by the Board.

QUORUM

A quorum shall consist of 6 members, 3 of whom will be Non-Executive Directors and 3 of whom will be Executive Directors. Where a quorum cannot be established the Corporate Trustee will continue to meet but will be unable to approve any documentation or confirm actions.

FREQUENCY OF MEETINGS

The Corporate Trustee shall meet a minimum of four times per year. An annual timetable will be provided with dates for agenda items to be submitted.

MAIN DUTIES AND RESPONSIBILITIES

The duties of the Corporate Trustee can be categorised as follows:-

- To identify annual spending priorities.
- To approve the Reserves Policy for the Charity.

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APPENDIX 8: TERMS OF REFERENCE – CORPORATE TRUSTEE

- To approve the strategy for fundraising and development of the Charity.
- To consider quarterly reports from the Charitable Funds Committee which has been established by the Board.
- To approve the Annual Report and Accounts of the Charity.
- To arrange an annual audit of the charitable funds.
- To approve the Terms of Reference of the Charitable Funds Committee.

The Corporate Trustee will delegate the following responsibilities to the Charitable Funds Committee (subject to assurance reporting to the Corporate Trustee):-

- To direct the affairs of the Charity within the terms of its governing documents, all relevant legislation, the regulations of the Charity Commission and internal procedures.
- To ensure that there is an appropriate system of control over charitable income and expenditure, and that there are robust governance arrangements in place.
- To establish a Scheme of Delegation of Authority.
- To approve the strategy and policy for the investment of charitable funds.
- To ensure that the Charity is and will remain solvent.
- To approve policies on the receipt, spending and investment of charitable funds and to ensure that these policies are implemented once approved.
- To decide the basis of apportionment for investment income and administration costs.
- To ensure that arrangements are in place to identify and manage risks to the Charity.

RESPONSIBILITIES OF MEMBERS OF THE CORPORATE TRUSTEE

Members and attendees are expected to:

- Actively participate in discussions pertaining to charities management ensuring that solutions and action plans have multidisciplinary perspectives and have considered the impact across relevant directorates and departments.
- Communicate the outcomes of discussions at the meetings to relevant colleagues, teams and involved parties.
- Ensure all issues discussed at the meeting which may suggest a red rated risk score are appropriately escalated.
- Review and ratify all relevant Charity strategies/policies and procedures.

AGENDA ITEMS

Agenda item headings should be submitted to the Secretary of the Corporate Trustee a minimum of two weeks prior to the meeting. Reports for the agenda should be submitted to the Secretary to the Corporate Trustee a minimum of eight calendar days prior to the meeting.

Members wishing to discuss an item on the agenda must attend the meeting. Members will be expected to provide reports by the agreed dates.

REPORTING COMMITTEES

The Corporate Trustee will receive minutes from each of its reporting Committees -

- Charitable Funds Committee

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APPENDIX 8: TERMS OF REFERENCE – CORPORATE TRUSTEE

DISTRIBUTION OF MINUTES

The minutes of the meeting shall be formally recorded and submitted to:-

- All members of the Corporate Trustee

REPORTING RESPONSIBILITIES

The Chair of the Corporate Trustee will be responsible for ensuring that the Corporate Trustee adheres to its Terms of Reference and Annual Work Plan.

The Corporate Trustee will oversee the work of the reporting Committee.

The Corporate Trustee reserves key powers regarding strategy, financial activities, regulatory compliance and delegates key schemes to the Chair, Chief Executive and Executive Directors in accordance with Section 3.1 of the Trust's Reservation of Powers and Scheme of Delegation.

REVIEW AND EVALUATION

The membership of the Corporate Trustee and Terms of Reference will be reviewed every 3 years or as required.

A review of effectiveness of the Corporate Trustee should be undertaken every 3 years or as required.

DETAILS OF NOMINATED NAMED DEPUTIES

| Membership | Nominated Named Deputies |
|--|---|
| Trust Chair (Chair) | Deputy Chair (Chair) |
| Non-Executive Director | N/A |
| Non-Executive Director | N/A |
| Non-Executive Director | N/A |
| Non-Executive Director | N/A |
| Non-Executive Director | N/A |
| Non-Executive Director | N/A |
| Non-Executive Director | N/A |
| Chief Executive | Deputy Chief Executive |
| Deputy Chief Executive/Director of Finance & Performance | Deputy Director of Finance |
| Medical Director | Deputy Medical Director |
| Director of Nursing & Quality | Deputy Director of Nursing & Quality |
| Director of Workforce & Organisational Development | Deputy Director of Workforce & Organisational Development |
| Director of Operations | Deputy Director of Operations |
| Director of Strategy/Deputy Chief Executive | Deputy Director of Strategy & Business Development |

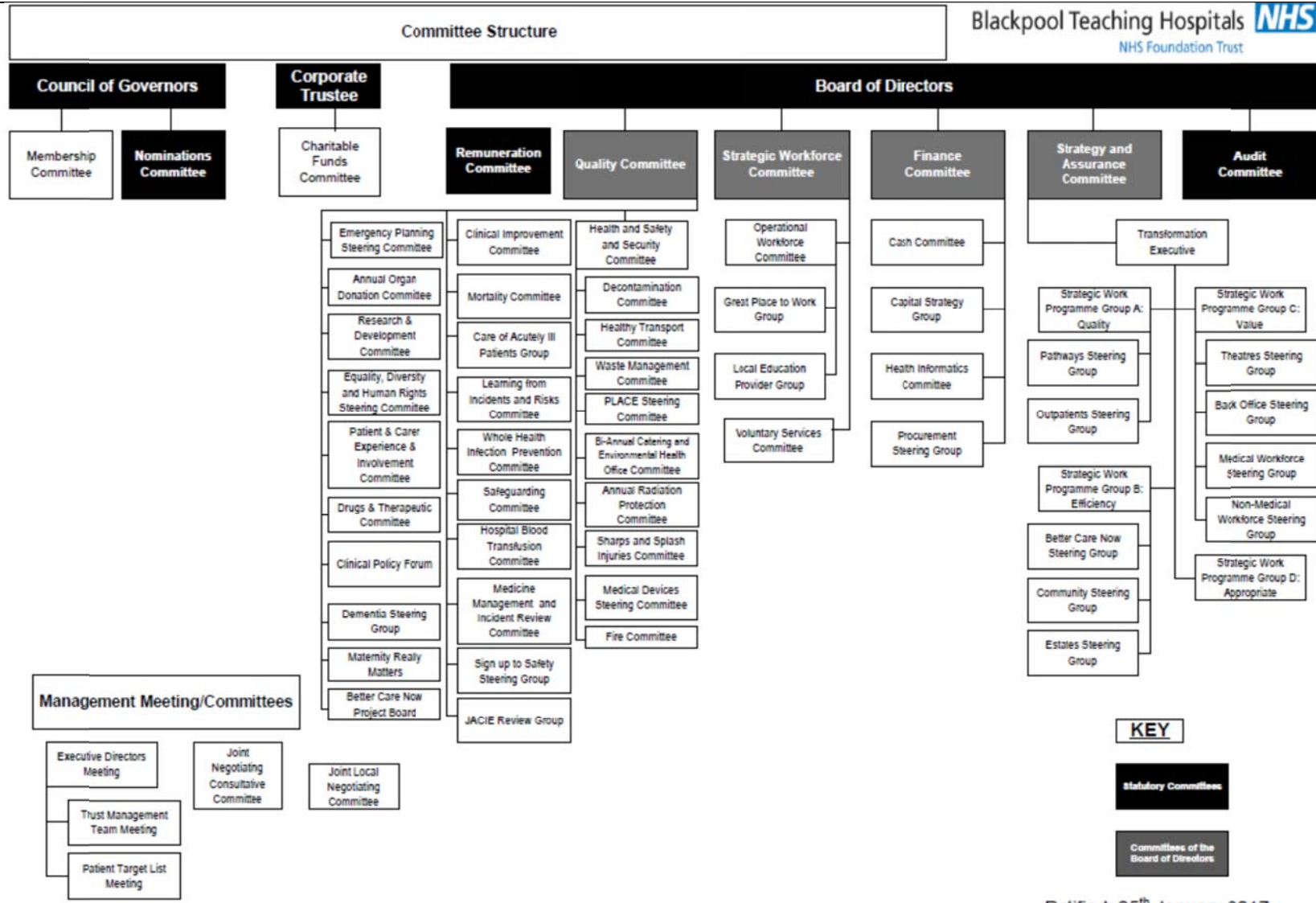
Approved by the Trustee on: 21st December 2016

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APPENDIX 9: COMMITTEE STRUCTURE



Ratified: 25th January 2017

| APPENDIX 10: EQUALITY IMPACT ASSESSMENT FORM | | | | | |
|--|-------------|-------------------|--------------|-----------------|--|
| Department | Trust | Service or Policy | CORP/MAN/004 | Date Completed: | |
| GROUPS TO BE CONSIDERED Deprived communities, homeless, substance misusers, people who have a disability, learning disability, older people, children and families, young people, Lesbian Gay Bi-sexual or Transgender, minority ethnic communities, Gypsy/Roma/Travellers, women/men, parents, carers, staff, wider community, offenders. | | | | | |
| EQUALITY PROTECTED CHARACTERISTICS TO BE CONSIDERED Age, gender, disability, race, sexual orientation, gender identity (or reassignment), religion and belief, carers, Human Rights and social economic / deprivation. | | | | | |
| QUESTION | RESPONSE | | IMPACT | | |
| | Issue | Action | Positive | Negative | |
| What is the service, leaflet or policy development? What are its aims, who are the target audience? | See Purpose | | | | |
| Does the service, leaflet or policy/ development impact on community safety • Crime • Community cohesion | No | | | | |
| Is there any evidence that groups who should benefit do not? i.e. equal opportunity monitoring of service users and/or staff. If none/insufficient local or national data available consider what information you need. | No | | | | |
| Does the service, leaflet or development/ policy have a negative impact on any geographical or sub group of the population? | No | | | | |
| How does the service, leaflet or policy/ development promote equality and diversity? | No | | | | |
| Does the service, leaflet or policy/ development explicitly include a commitment to equality and diversity and meeting needs? How does it demonstrate its impact? | No | | | | |
| Does the Organisation or service workforce reflect the local population? Do we employ people from disadvantaged groups | No | | | | |
| Will the service, leaflet or policy/ development i. Improve economic social conditions in deprived areas ii. Use brown field sites iii. Improve public spaces including creation of green spaces? | No | | | | |
| Does the service, leaflet or policy/ development promote equity of lifelong learning? | No | | | | |
| Does the service, leaflet or policy/ development encourage healthy lifestyles and reduce risks to health? | No | | | | |
| Does the service, leaflet or policy/ development impact on transport? What are the implications of this? | No | | | | |
| Does the service, leaflet or policy/development impact on housing, housing needs, homelessness, or a person's ability to remain at home? | No | | | | |
| Are there any groups for whom this policy/ service/leaflet would have an impact? Is it an adverse/negative impact? Does it or could it (or is the perception that it could exclude disadvantaged or marginalised groups? | No | | | | |
| Does the policy/development promote access to services and facilities for any group in particular? | No | | | | |

| APPENDIX 10: EQUALITY IMPACT ASSESSMENT FORM | | | | |
|--|----------------|--------------|--------------------------------|--|
| Does the service, leaflet or policy/development impact on the environment | No | | | |
| <ul style="list-style-type: none"> • During development • At implementation? | | | | |
| ACTION: | | | | |
| Please identify if you are now required to carry out a Full Equality Analysis | Yes | No | (Please delete as appropriate) | |
| Name of Author: | Judith Oates | Date Signed: | 19/01/17 | |
| Signature of Author: | | | | |
| Name of Lead Person: | | Date Signed: | | |
| Signature of Lead Person: | | | | |
| Name of Manager: | Matthew Burrow | Date Signed: | 19/01/17 | |
| Signature of Manager: | | | | |

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