

Board of Directors – Terms of Reference Manual

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Version Control Sheet			
This must be completed and form part of the document appendices each time the document is updated and approved			
Date dd/mm/yy	Version	Author	Reason for changes
07/05/19	3	Judith Oates, Corporate Assurance Manager / Foundation Trust Secretary	Update to committee meetings

Consultation / Acknowledgements with Stakeholders		
Name	Designation	Date Response Received
	Audit Committee	23 April 2019
	Quality Committee	16 April 2019
	Finance Committee	17 April 2019
	Strategic Workforce and Transformation Committee	18 April 2019
	Remuneration Committee	30 April 2019
	Corporate Trustee	2 April 2019

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1 Introduction / Purpose

To provide the Terms of Reference for the Board of Directors and the reporting Board Committees.

2 General Principles / Target Audience

Trust wide.

3 Definitions and Abbreviations

EDs Executive Directors
NEDs Non-Executive Directors
SID Senior Independent Director

4 Manual

The Appendices list all Terms of Reference and the Committee Structure:-

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

5 References and Associated Documents

BTHFT, 2016. *Standing Financial Instructions*. [Online]
Available at: <http://fcsp.xfyldecoast.nhs.uk/trustdocuments/Documents/CORP-PROC-661.docx>
[Accessed 30 04 2019].

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[Accessed 30 04 2019].

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Available at: <http://fcsp.xfyldecoast.nhs.uk/trustdocuments/Documents/CORP-PROC-665.docx>
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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 Finance and Performance / Deputy Chief Executive
- Medical Director
- Director of Nursing and Quality
- Director of Workforce and Organisational Development
- Director of Operations - Planned Care
- Director of Operations - Unscheduled Care

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.

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- 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.

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

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forward the strategy of the Trust to meet the expectations and requirements of stakeholders.

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

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

The Board:

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- 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 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

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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 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

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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) 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, 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.

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.

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- 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	Chief Finance Officer
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
Interim Director of Operations - Planned Care	Deputy Director of Operations
Interim Director of Operations – Unscheduled Care	Deputy Director of Operations

Approved by the Board on: 7 May 2019

To be reviewed no later than: May 2022

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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

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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.

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 Chair the Committee 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 of this Committee)

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 Finance and Performance
- Chief Finance Officer
- Head of Financial Services
- Local Counter Fraud Specialist
- Head of Corporate Assurance/ Corporate Assurance Manager
- Internal Audit
- External Audit

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- 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 Executive Assistant.

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 a minimum of four 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.

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- 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.

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, Strategic Workforce and Transformation 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

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clinical audit function.

- 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 and Transformation Committee
- Risk 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 is responsible to report to the Council of Governors on a periodic basis.

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

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

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Appendix 2: Terms of Reference – Audit Committee

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

Approved by the Committee on: 23 April 2019

Approved by the Board on: 7 May 2019

To be reviewed no later than: April 2022

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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 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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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;

2 Non-Executive Directors:-

- 2 Non-Executive Directors (one of whom is the Chair of this Committee)

2 Executive Directors:

- Medical Director
- Director of Nursing and Quality

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
- Director of Quality Improvement
- Deputy Director of Quality Governance
- Representative from Families Division (Associate Director of Nursing, Deputy Director of Operations or Divisional Director)
- Representative from ALTC Division (Associate Director of Nursing, Deputy Director of Operations or Divisional Director)
- Representative from Unscheduled Care Division (Associate Director of Nursing, Deputy Director of Operations or Divisional Director)
- Representative from Scheduled Care Division (Associate Director of Nursing, Deputy Director of Operations or Divisional Director)
- Head of Planning, Performance and Contracting
- Head of Corporate Assurance/ Corporate Assurance Manager

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 Executive Assistant.

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 3 members, 2 of whom will be Non-Executive Directors and 1 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 will meet 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:-

To monitor and review the Quality Strategy and make recommendations to the Board of Directors.

To monitor and review the Quality Metrics and provide assurance to the Board of Directors.

To monitor and review the Board Assurance Framework and make recommendations to the Board of Directors.

To monitor compliance with the CQC standards, any associated action plans and provide assurance to the Board of Directors.

To monitor the quality of care, safety, effectiveness and experience of patients, carers, staff and visitors within the Trust.

To monitor and approve the action plans of Serious Untoward Incidents.

To monitor and review staffing levels.

To review the Quality Accounts and provide assurance to the Board of Directors and the Audit Committee.

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

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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:-

- Health and Safety and Environmental Governance Committee
- Pathways Steering Group
- Mortality Governance Committee
- VTE Committee
- Learning from Incidents and Risks Committee
- Whole Health Infection Prevention Committee
- Safeguarding Committee
- Hospital Blood Transfusion Committee
- Medicines Management and Incident Review Committee
- JACIE Review Group
- Nursing and Midwifery and Therapies Professional Advisory Committee
- Emergency Planning Steering Committee
- Annual Organ Donation Committee
- Research and Development Committee
- Equality, Diversity and Human Rights Steering Group
- Patient and Carer Experience and Involvement Committee
- Drug and Therapeutic Committee
- Better Care Now Project Board
- Dementia Steering Group
- Maternity Matters Really
- Resuscitation 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

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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 Chair of the Committee is responsible to report to the Council of Governors on a periodic basis.

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
Chief Executive	Deputy Chief Executive/Director of Finance & Performance
Medical Director	Deputy Medical Director
Director of Nursing & Quality	Deputy Director of Nursing & Quality

Approved by the Committee on: 16 April 2019

Approved by the Board on: 7 May 2019

To be reviewed no later than: April 2022

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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
- NHS Improvement Declarations
- 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
- 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

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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 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:

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

- 2 Non-Executive Directors (one of whom is the Chair of this Committee))

3 Executive Directors:-

- Director of Finance & Performance / Deputy Chief Executive
- Director of Operations – Planned Care
- Director of Operations – Unscheduled Care

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:

- Chief Finance Officer
- Associate Director of Finance – Financial Strategy & Commissioning
- Associate Director of Finance – Operational Finance
- Chief Information Officer
- Associate Director of Business Planning & Strategy

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- Turnaround Consultant (advisor)
- Head of Transformation
- Head of Corporate Assurance/ Corporate Assurance Manager

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 Executive Assistant.

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 3 members, 2 of whom will be Non-Executive Directors and 1 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 performance of the Trust to ensure that it meets its obligations as a Foundation Trust.
- Review the 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 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

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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 NHS Improvement Declarations.
- Approve the FT Financing Facility
- Approve the Directors' Liability Insurance.
- Review recommendations from the Commercial Development and Investment Committee on further Trust (Shareholder) investment in BFW Management (Atlas) and make recommendation to the Board of Directors.
- 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
- Lancashire Procurement Board
- Commercial Development and Investment Committee
- Emergency Village and Critical Care Programme Board
- Cost Improvement Programme Board
- Recovery Board

DISTRIBUTION OF MINUTES

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Appendix 4: Terms of Reference – Finance Committee

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 is responsible to report to the Council of Governors on a periodic basis.

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
Deputy Chief Executive/Director of Finance & Performance	Chief Finance Officer
Interim Director of Operations – Planned Care	Deputy Director of Operations
Interim Director of Operations – Unscheduled Care	Deputy Director of Operations

Approved by the Committee on: 17 April 2019

Approved by the Board on: 7 May 2019

To be reviewed no later than: 17 April 2022

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Appendix 5: Terms of Reference – Strategic Workforce and Transformation Committee



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Hospitals
NHS Foundation Trust

STRATEGIC WORKFORCE AND TRANSFORMATION 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 and Transformation Committee ('the Committee'). The Strategic Workforce and Transformation 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 and Transformation 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 and Transformation Committee to the Board for approval:-

- Workforce and Transformation Strategy
- Annual Staff Survey Priority Action Plan
- Revalidation and Appraisal
- Guardian of Safe Working Report
- Annual Education Report
- WRES Annual Survey

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

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Appendix 5: Terms of Reference – Strategic Workforce and Transformation 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 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 Strategic Workforce and Transformation 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 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;

2 Non-Executive Directors:-

- 2 Non-Executive Directors (one of whom is the Chair of this Committee)

1 Executive Director :-

- Joint Director of Human Resources & 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:

- Chair of Staff Side
- Director of Pharmacy

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Appendix 5: Terms of Reference – Strategic Workforce and Transformation Committee

- AHP Lead
- Representative from Families Division (Associate Director of Nursing, Deputy Director of Operations or Divisional Director)
- Representative from ALTC Division (Associate Director of Nursing, Deputy Director of Operations or Divisional Director)
- Representative from Unscheduled Care Division (Associate Director of Nursing, Deputy Director of Operations or Divisional Director)
- Representative from Scheduled Care Division (Associate Director of Nursing, Deputy Director of Operations or Divisional Director)
- Operational Director of HR & OD
- Deputy Director of HR
- Deputy Director of Workforce Education & Organisational Development
- Associate Director of Workforce Transformation
- Director of Medical Education
- Guardian of Safe Working
- Deputy Director of Nursing and Quality
- Head of Corporate Assurance/ Corporate Assurance Manager

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 Executive Assistant.

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 3 members, 2 of whom will be Non-Executive Directors and 1 of whom will be an Executive Director. 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

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Appendix 5: Terms of Reference – Strategic Workforce and Transformation Committee

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

1. To oversee the development of the Workforce and Transformation 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 Joint Director of HR 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.
7. To monitor staffing safeguards such as Guardian of Safe Working.
8. To oversee and seek assurance on transformation across the Trust.

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, 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:

- Voluntary Services Committee
- Multi Professional Education Governance Meeting
- Great Place to Work Group

DISTRIBUTION OF MINUTES

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Appendix 5: Terms of Reference – Strategic Workforce and Transformation Committee

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 meeting 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 Chair of the Committee is responsible to report to the Council of Governors on a periodic basis.

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.

DETAILS OF NOMINATED NAMED DEPUTIES

Membership	Nominated Named Deputies
2 Non-Executive Directors (Chair)	Non-Executive Director
Joint Director of Human Resources & Organisational Development	Another Executive Director

Approved by the Committee on: 18 April 2019

Approved by the Board on: 7 May 2019

To be reviewed no later than: April 2022

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Appendix 6: Terms of Reference – Remuneration Committee



REMUNERATION 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 is the Chair of this Committee)

ATTENDANCE

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

- Chief Executive
- Director of Workforce and Organisational Development
- Head of Corporate Assurance
- Other Executive Directors
-

These attendees will not attend for discussions about their own remuneration and terms of service. They shall attend meetings to offer advice and guidance but he/she will withdraw from the meeting when discussions take place about his/her own recommendations and terms of service.

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

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Appendix 6: Terms of Reference – Remuneration Committee

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.

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 twice a year, 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

As delegated by the Board;

Have responsibility for setting the remuneration policy for all Executive Directors and other Very Senior Managers reporting to the Chief Executive and provisions of other non-pay benefits including pensions, arrangements for termination of employment, compensation payments and other contractual terms.

Recommend and monitor the basic salary level and structure of remuneration for all Executive Directors and other Very Senior Managers reporting to the Chief Executive.

In determining such policy, take into account all factors which it deems necessary including relevant legal and regulatory requirements. NHS and Department of Health guidance, the provisions and recommendations of the Code and associated guidance. The objective of such policy shall be to attract, retain and motivate executive management of the quality required to run the Trust successfully without paying more than is necessary, having regard to views of stakeholders. The remuneration policy should have regard to the risk appetite of the Trust and alignment to the Trust's long term strategic goals. A significant proportion of remuneration should be structured so as to link rewards to Trust and individual performance and designed to promote the long-term success of the Trust, as outlined in the remuneration policy.

When setting remuneration policy, review and have regard to pay and employment conditions across the sector taking into account NHS and Department of Health guidance, especially when determining annual salary increases.

Review the on-going appropriateness and relevance of the remuneration policy.

The performance objectives of individual Executive Directors and other Very Senior Managers reporting to the Chief Executive should closely follow the strategic objectives for the Trust, and have regard to national objectives 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 Very Senior Managers.

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Appendix 6: Terms of Reference – Remuneration Committee

- Within the terms of the agreed policy and in consultation with the chairman and/or chief executive, as appropriate, determine the total individual remuneration package of each Executive Director and Very Senior Manager reporting to the Chief Executive.

Obtain reliable, up-to-date information about remuneration across the sector of comparable scale and complexity. To help it fulfil its obligations the committee shall have full authority to appoint remuneration consultants and to commission or purchase any reports, surveys or information which it deems necessary at the expense of the Trust but within any budgetary restraints imposed by the Board of Directors.

Be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any remuneration consultants who advise the committee.

Approve the design of, and determine targets for, any performance-related pay schemes within the remuneration policy operated by the Trust and approve the total annual payments made under such schemes.

Ensure that contractual terms on termination, and any payments made, are fair to the individual, and the Trust, that failure is not rewarded and that the duty to mitigate loss is fully recognised

Oversee any major changes in employee benefits structures throughout the Trust.

Agree the policy for authorising claims for expenses from the directors.

Work and liaise as necessary with all other Board Committees.

- 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 be involved in the appointment of Interim Directors.

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

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Appendix 6: Terms of Reference – Remuneration Committee

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.

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
Non-Executive Director	N/A

Approved by the Committee on: 30 April 2019

Approved by the Board on: 7 May 2019

To be reviewed no later than: April 2022

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Appendix 7: 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

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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 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 Trust Chair or, in his/her absence, the Deputy Trust Chair, 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

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.

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.
- To approve the strategy for fundraising and development of the Charity.
- To consider quarterly reports from the Charitable Funds Committee which has been

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Appendix 7: Terms of Reference – Corporate Trustee

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

DISTRIBUTION OF MINUTES

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

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- 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
Non-Executive Director	N/A
Chief Executive	N/A
Deputy Chief Executive/ Director of Finance & Performance	N/A
Medical Director	N/A
Director of Nursing & Quality	N/A
Director of Workforce & Organisational Development	N/A

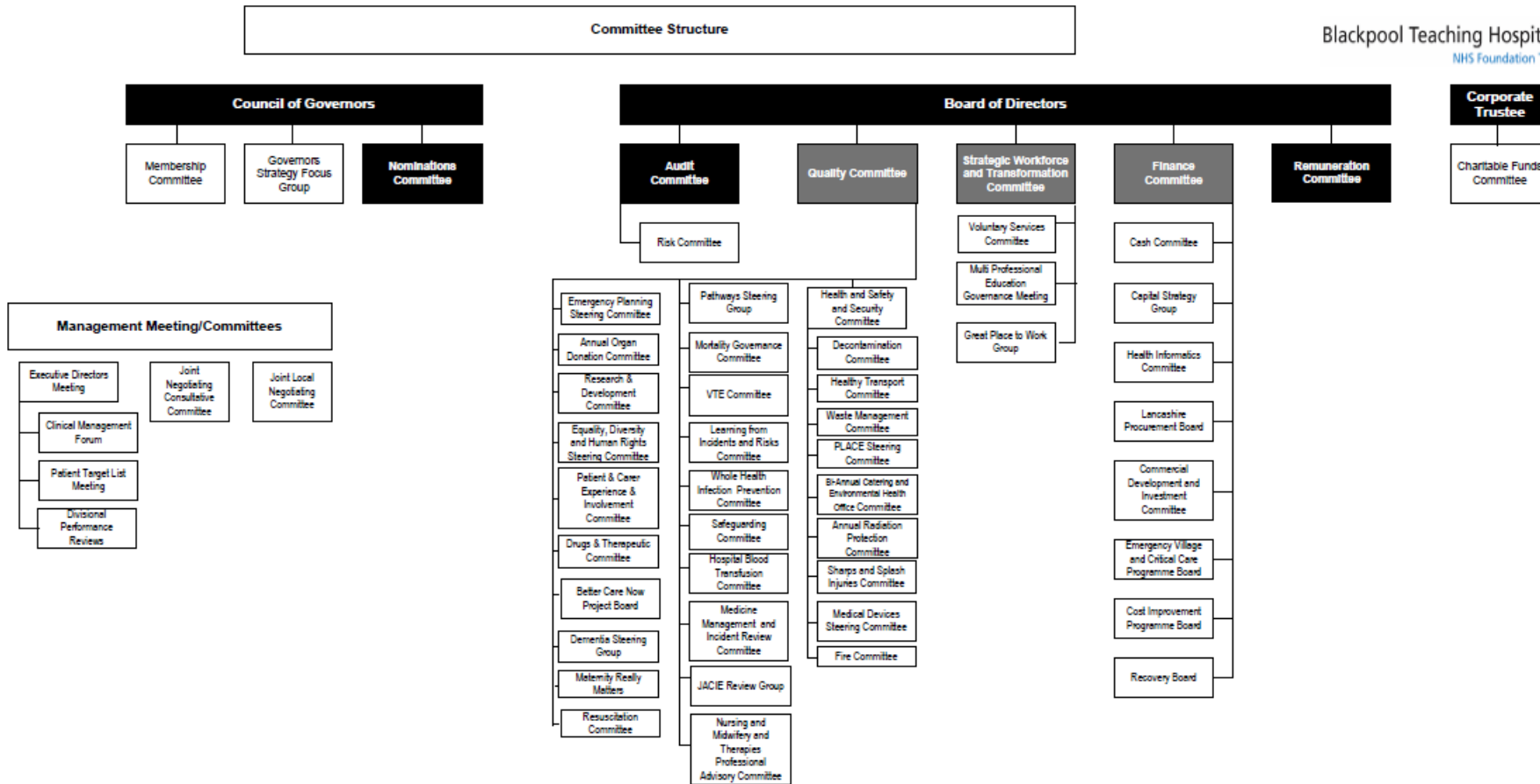
Approved by the Trustee on: 2 April 2019

Approved by the Board on: 7 May 2019

To be reviewed no later than: April 2022

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Appendix 8: Committee Structure



KEY

Statutory Committees

Committees of the Board of Directors

7 May 2019

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Appendix 9: 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 9: 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:		1/04/19
Signature of Author:				
Name of Lead Person:		Date Signed:		
Signature of Lead Person:				
Name of Manager:	Matthew Burrow	Date Signed:		1/04/19
Signature of Manager				

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