

TRUST BOARD

TERMS OF REFERENCE

1 CONSTITUTION

In accordance with its Constitution, the Trust has a Board of Directors, which comprises both executive and non-executive directors. As set out in Appendix 7 to the Constitution the Trust has Standing Orders for the Practice and Procedure of the Board of Directors, ([Trust Docs ID1015](#)). For the avoidance of doubt, those Standing Orders take precedence over these Terms of Reference, which do not form part of the Trust's Constitution.

As determined and approved by the Board, these Terms of Reference are supplemented by a Schedule of Matters Reserved to the Board (attached as an Appendix to these Terms of Reference).

2 MEMBERSHIP

Membership of the Board is determined in accordance with Section 18 of the Trust's Constitution to ensure that at least half the members of the Board, excluding the Chairman, should be independent non-executive directors and the Board membership shall be as follows:

- (a) an independent non-executive Chairman;
- (b) no more than six other independent non-executive directors;
- (c) no more than six executive directors; and
- (d) a non-executive director nominated by the University of East Anglia.

3 ATTENDANCE

The Board may invite non-members to attend its meetings as it considers necessary and appropriate and the following will routinely attend Board meetings:

- Director of Strategy and Major Projects;
- Chief Digital Information Officer;
- Director of Transformation.

The Trust Secretary, or deputy, shall be Secretary to the Board and shall attend to take minutes of the meeting and provide appropriate advice and support to the Chairman and Board members.

4 MEETINGS and QUORUM

Meetings of the Board shall be held at such times as the Board may determine.

Routinely, meetings of the Board shall be held bi-monthly in public, on dates agreed with the Chairman. Dates of forthcoming meetings of the Board in public shall be posted on the Trust's website.

Agendas and papers for forthcoming public meetings of the Board, and minutes of previous public meetings of the Board, shall be posted on the Trust's website.

Additional meetings of the Board may be held in private for 'special reasons'¹ as determined by the Board.

No business shall be transacted at a meeting of the Board unless at least one third of the whole number of the directors is present, including at least one executive director and one non-executive director.

If an Executive Director is unable to attend a meeting of the Board, an alternate may be appointed to attend that meeting or part of it, if so requested by the Chairman. Any such alternate shall not be counted as part of the required quorum unless they have been formally appointed by the Board as an Acting Director, as set out at 6.24 of the Standing Orders. Attendance at the meeting may be by teleconference or videoconferencing at the discretion of the Chair.

The Front Sheet of any report to the Board should indicate its purpose, i.e. whether it is for decision or information only. In order to enable members of the Board to give proper consideration to all relevant matters, persons preparing papers for the Board should employ appropriate brevity commensurate with the subject matter.

5 PURPOSE

The purpose of the Board is to:

- 5.1 provide leadership to the Trust to promote achievement of the Trust's Principal Purpose² as set out in its Constitution, ensuring at all times that it operates in accordance with the Constitution and relevant operating licences;
- 5.2 set the values and strategic direction of the Trust and, to the extent appropriate, the strategies for each of the Trust's Divisions;
- 5.3 agree the Trust's financial and strategic objectives, including approval of the annual business plan and financial plan;
- 5.4 oversee the implementation of the Trust's strategic objectives;

¹ In accordance with the Health and Social Care Act 2012

² **2.1** *The principal purpose of the Trust is the provision of goods and services for the purposes of the health service in England.*

2.2 *The Trust does not fulfil its principal purpose unless, in each financial year, its total income from the provision of goods and services for the purposes of the health service in England is greater than its total income from the provision of goods and services for any other purpose.*

2.3 *The Trust may provide goods and services for any purposes related to:*

2.3.1 *the provision of services provided to individuals for or in connection with the prevention, diagnosis or treatment of illness; and*

2.3.2 *the promotion and protection of public health.*

2.4 *The Trust may also carry on activities other than those mentioned in the above paragraph for the purpose of making additional income available in order better to carry on its principal purpose. "*

- 5.5 monitor the performance of the Trust and ensure that the Executive Directors manage the Trust within the resources available in such a way as to:
- (a) ensure the safety of patients and the delivery of a high quality of care;
 - (b) protect the health and safety of Trust employees and all others to whom the Trust owes a duty of care;
 - (c) make effective and efficient use of Trust resources;
 - (d) promote the prevention and control of Healthcare Associated Infection;
 - (e) comply with all relevant regulatory, legal and code of conduct requirements;
 - (f) maintain high standards of ethical behaviour, corporate governance and personal conduct in the business of the Trust;
 - (g) maintain the high reputation of the Trust both with reference to local stakeholders and the wider community;
 - (h) promote clinical research and teaching;
 - (i) promote principles, values and practices regarding equality, diversity and inclusion.
- 5.6 ensure that the Trust has adequate and effective governance and risk management systems in place;
- 5.7 review and approve the Trust's Annual Report and Accounts;
- 5.8 receive and consider high level reports on matters material to the Trust detailing, in particular, information and action relevant to the operation of the Management Board and including:
- (a) human resource matters;
 - (b) operational performance;
 - (c) patient experience and clinical quality and safety;
 - (d) financial performance;
 - (e) the identification and management of risk;
 - (f) matters pertaining to the reputation of the Trust;
 - (g) digital capability and utilisation;
 - (h) strategic development;
- 5.9 promote teaching, training, research and innovation in healthcare to a degree commensurate with the Trust's 'teaching hospital' status;
- 5.10 promote and develop appropriate partnerships with other organisations in accordance with the Trust's values and strategic direction;
- 5.11 engage as appropriate with the Trust's Membership and Council of Governors;
- 5.12 act as corporate trustee for the Norfolk and Norwich Hospitals Charity (Charity Commission registration no: 1048170);
- 5.13 oversee the role of the Trust as host for the NIHR Clinical Research Network (Eastern).
- 5.14 receive reports from committees of the Board concerning work undertaken within their Terms of Reference.

6 BOARD COMMITTEES

6.1 The Board may delegate powers to formally constituted committees, which may have executive authority in accordance with their Terms of Reference.

6.2 The Board has established the following Committees of the Trust:

- Audit Committee;
- Quality and Safety Committee;
- Finance, Investments and Performance Committee;
- People and Culture Committee
- Nominations and Remuneration Committee;
- Committee in Common (meeting as part of N&W Hospitals Group)
- Charity Committee;
- Major Projects Assurance Committee;
- Research and Education Committee.

Approved by the Trust Board of Directors in: May 2024

Annual Review date: July 2025

SCHEDULE OF MATTERS RESERVED TO THE BOARD OF DIRECTORS

This Schedule constitutes the document referred to in the Standing Orders of the Board of Directors as '*Reservation of Powers to the Board and Delegation of Powers*'.

The following matters have been reserved to the Trust Board for its collective decision:

- 1 setting the values and strategic direction of the Trust and approving the Trust's Strategic Objectives;
- 2 agreeing levels of delegated authority and the Trust's Scheme of Delegation;
- 3 major changes to the Trust's corporate structure or governance arrangements;
- 4 establishment of Board Committees and review of their Terms of Reference and reports;
- 5 approval of the Trust's Annual Report and Accounts;
- 6 approval of the annual operational plan and financial plan;
- 7 approval of the Trust's 'forward planning' documentation (or equivalent as NHS regulatory guidance may require) for submission to NHS England (in accordance with sections 34.2 & 34.3 of the Trust's Constitution);
- 8 review and approval of the Trust's 'Speak-Up' policy;
- 9 review and approval of the Trust's Risk Management Strategy and Policy;
- 10 approval of contracts (other than individual contracts of employment), contract bids, joint ventures, partnerships, commitments, (including disposal of assets), and property documents including licences or leases, in all cases where the cumulative financial commitment is in excess of £2M (having regard to the requirement to seek NHSE/I agreement for commitments >£15m);
- 11 approval of appointment of members and Chairman of each of the Committees of the Board as listed in its Terms of Reference;
- 12 approval of appointment of the Senior Independent Director from amongst the Non-Executive Directors of the Trust;
- 13 approval of any proposals that the Constitution of the Trust should be amended, before they are submitted to NHS England/NHS Improvement;
- 14 approval of any substantive change to the Trust's insurance or indemnity arrangements in relation to Directors and Officers Liability;
- 15 specification of Qualifying Organisations as listed at Annex 2 to the Constitution (The Staff Constituency);
- 16 agreement to amend the Standing Orders of the Council of Governors, in accordance with section 9.3 of Annex 6 to the Constitution (Standing Orders For the Practice and Procedure of the Council of Governors);
- 17 agreement to amend the Standing Orders of the Board of Directors, in accordance with section 6.33 of Annex 7 to the Constitution (Standing Orders for the Practice and Procedure of the Board of Directors);
- 18 in its capacity as Corporate Trustee, approval of the Charity's Annual Report & Accounts and expenditure of charitable and endowment funds >£100,000 per request;
- 19 award of 'naming rights' relating to any part of Trust property which may be associated with charitable or commercial sponsorship or gift;
- 20 review and revision of this Schedule of Matters Reserved to the Board.

Board of Directors Committee Structure

