BARTS HEALTH NHS TRUST

TRUST BOARD

TERMS OF REFERENCE

1. Introduction

1.1 These terms of reference describe the role and working of the Trust 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.

2. Purpose

2.1 The Trust exists to “to provide goods and services, namely hospital accommodation and services and community health services, for the purposes of the health service”. 1

2.2 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 the Board or to an Executive Director. Arrangements for the reservation and delegation of powers are set out in the Trust’s Standing Orders and Standing Financial Instructions.

2.3 The purpose of the Trust Board is to govern the organisation effectively and in doing so to build public and stakeholder confidence that their health and healthcare is in safe hands and ensure that the Trust is providing safe, high quality, patient-centred care.

3. Membership

3.1 The Trust Board consists of the Chair, five Executive Directors, one of whom is the Chief Executive, and seven Non Executive Directors.

3.2 The Chief Executive and Executive Directors shall be appointed by the Trust Board’s Remuneration and Nominations Committee. The Chairman and Non Executive Directors shall be appointed by the Appointments Commission on behalf of the Secretary of State for Health, with one of these being appointed from Queen Mary and Westfield College, University of London.

3.3 The voting members of the Trust Board shall be as follows:

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1 SI 2012 No. 796, The Barts Health National Health Service Trust (Establishment) and the Barts and The London National Health Service Trust, the Newham University Hospital National Health Service Trust and the Whipps Cross University Hospital National Health Service Trust (Dissolution) Order 2012.
3.4 The Trust Board will appoint one of the independent Non Executive Directors to be the Senior Independent Director and Vice Chair of the Board. The Vice Chair will take on the Chair’s duties if the Chair is absent for any reason.

3.5 Members should make every effort to attend all meetings of the Trust Board and will be required to provide an explanation to the Chair of the Trust Board if they fail to attend two meetings in a calendar year. If a member fails to attend more than two meetings in a calendar year the Chair of the Trust Board will consider the appropriate action to be taken. The Committee Secretary will monitor attendance by members and report this to the Chair of the Trust Board on a regular basis.

4. **Attendance**

4.1 The Development Director/Deputy Chief Executive shall attend meetings of the Trust Board at the standing invitation of the Chair of the Trust.

4.2 Any other individual deemed appropriate by the Chair of the Trust should be invited to attend for specific items for which they have responsibility.

4.3 The Director of Corporate Affairs/Trust Secretary shall act as Secretary to the Trust Board, attending all meetings of the Board and providing appropriate administrative support to the Chair and Board members. This will include agreement of the agenda with the Chair and attendees, collation of papers, taking the minutes and keeping a record of matters arising and issues to be carried forward and advising the Trust Board as appropriate.

5. **Frequency of meetings**

5.1 The Trust Board shall normally meet on a monthly basis, with at least six meetings a year being held in public. Matters which are confidential on the grounds of commercial sensitivity or involving personnel issues will be discussed in a separate closed session which will not be attended by members of the public. In addition, the Trust Board will hold regular informal seminars/development workshops.

5.2 The Trust Board will hold an Annual Public Meeting in July of each year to receive the Annual Report and Accounts of the Trust.
6. Reporting

6.1 The approved minutes of the Trust Board’s meetings will be circulated to all Board members and minutes (and papers) of Trust Board meetings held in public will be published on the Trust website.

6.2 Board members will receive the papers and minutes of all meetings of the committees of the Trust Board unless otherwise stated within the committee terms of reference. The Chairs of each Board committee will provide a verbal report to the Trust Board following each committee meeting.

6.3 The Trust Board will review the Board committee structure and terms of reference of each Board committee at least every two years.

7. Review

7.1 The Terms of Reference should be reviewed and approved by the Trust Board at least every two years.

8. Duties

8.1 The Trust Board leads the Trust by undertaking three key core roles:

- Formulating the Trust’s strategy to deliver safe, high quality, patient-centred care.

- 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.

- Establishing the values of the Trust and promoting these in the way that the Board does business and interacts with the rest of the organisation and external stakeholders.

Formulating strategy

8.2 To agree and maintain the Trust’s strategic vision, aims and objectives, ensuring that the necessary financial, physical and human resources are in place for it to meet the objectives.

8.3 To agree the annual business plan for the Trust, including the annual financial plan, as a means of taking forward the organisational strategy.

8.4 To agree and maintain the Trust’s 5-year Integrated Business Plan and Long Term Financial Model.

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2 The practice and procedures of the meetings of the Trust Board and its committees are set out in the Standing Orders of the Trust.
8.5 To take decisions on significant services changes, investment/disinvestment opportunities and other strategic matters as expressly reserved to the Trust Board.

8.6 To ensure that the formulation of strategy is underpinned by an informed consideration of risk, in particular through the development and review of the Integrated Performance and Assurance Framework.

**Ensuring accountability**

8.7 To hold the organisation to account for its performance in the delivery of the Trust’s strategy and the achievement of the Trust’s strategic objectives. Specifically, the Board has duties:

- To put and keep in place arrangements for the purpose of monitoring and improving the quality of health care provided by and for the Trust.

- To assure itself that the Trust is operating effectively, efficiently and economically and with probity in the use of resources, including achieving the statutory financial break even duty.

- To seek assurance that the organisation is operating within the law and in accordance with its statutory duties.

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

**Shaping culture**

8.9 Establishing the values of the Trust, taking account of the NHS Values as defined in the NHS Constitution.

8.10 Promoting the Trust values in the way that the Board does business and interacts with the rest of the organisation and external stakeholders.

**Building blocks**

8.11 The following building blocks will support the Trust Board in fulfilling these roles:

- The Board should develop a comprehensive understanding of the external national, regional and local context in which it operates.

- The Board should use a range of intelligence to form its judgements on the strategic and operational performance of the
Trust, including quantitative performance data and qualitative feedback and intelligence from patients, staff and stakeholders.

- The Board should give priority to engaging with key stakeholders and opinion formers within and beyond the organisation, and operating constructively within the health and social care system.

- The Board should ensure that high standards of corporate governance and personal integrity are maintained in the conduct of Trust business.

8.12 Specific items of business of the Trust Board in support of the above are set out in an annual cycle of business prepared by the Director of Corporate Affairs/Trust Secretary in liaison with the Chairman. This cycle of business will be approved annually by the Trust Board.

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