

WORCESTERSHIRE ACUTE HOSPITALS NHS TRUST

STANDING ORDERS

Approved by the Worcestershire Trust Board – January 2014	
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FOREWORD

The Trust's Standing Orders set out the formal structure of the Trust and the overall regulatory framework for the conduct of its business. They are an essential part of the framework of controls which the Trust Board has put in place to ensure that all activities are carried out in accordance with the law and the three fundamental public service values* which underpin the work of the NHS:-

Accountability – Everything done by staff who work in the Trust must be able to stand the test of Parliamentary scrutiny, public judgments on propriety and professional codes of conduct.

Probity – There must be an absolute standard of honesty in dealing with the assets of the Trust: integrity should be the hallmark of all personal conduct in decisions affecting patients, colleagues and suppliers, and in the use of information acquired in the course of Trust duties.

Openness – There must be sufficient transparency about the business of the Trust to promote confidence between the Trust and its staff, patients and the public.

NHS Trusts are required to agree Standing Orders for the regulation of their proceedings and business. Regulation 19 of the NHS Trusts (Membership and Procedure) Regulations 1990 (SI(1990)2024) requires the meetings and proceedings of an NHS Trust to be conducted in accordance with the rules set out in the Schedule to those Regulations and with Standing Orders made under regulation 19 (2). The Codes of Conduct and Accountability (EL(94)40) require Boards also to adopt schedules of reservation of powers and delegation of powers.

The Trust Board has also approved Standing Financial Instructions, which set out the financial rules adopted by the Trust, and Reservation of Powers to the Board and Delegation of Powers, which set out arrangements for the exercise of the Trust's functions. The Trust's Standing Orders should be read in conjunction with the Standing Financial Instructions and Reservation of Powers to the Board and Delegation of Powers.

The Standing Orders, Standing Financial Instructions and Reservation of Powers to the Board and Delegation of Powers provide a comprehensive business framework. They fulfill the dual role of protecting the Trust's interests and protecting staff from any possible accusation that they have acted less than properly. All Executive and Non-Executive Directors, and all members of staff should be aware of the existence of these documents and, where necessary, be familiar with the detailed provisions.

The Standing Orders incorporate provisions of the National Health Service Trusts (Membership and Procedure) Regulations 1990 SI (1990) 2024 as amended by SI (1990) 2160 and SI (1996).

If difficulty arises regarding the interpretation or application of any of these Standing Orders, advice should be sought from the Trust Secretary, BEFORE any action is taken.

Failure by a member of staff to comply with Standing Orders is potentially a disciplinary offence, which could result in dismissal in cases of gross misconduct.

All senior staff to whom these Standing Orders are issued are responsible for ensuring that their staff are informed of the provisions of the Standing Orders and of any amendments, as and when issued.

(*Code of Conduct for NHS Boards: Department of Health, April 1994).

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SECTION A

1. INTERPRETATION AND DEFINITIONS FOR STANDING ORDERS AND STANDING FINANCIAL INSTRUCTIONS

- 1.1 Save as otherwise permitted by law, at any meeting the Chairman of the Trust shall be the final authority on the interpretation of Standing Orders (on which they should be advised by the Chief Executive and Trust Secretary).
- 1.2 Any expression to which a meaning is given in the National Health Service Act 1977, National Health Service and Community Care Act 1990 and other Acts relating to the National Health Service or in the Financial Regulations made under the Acts shall have the same meaning in these Standing Orders and Standing Financial Instructions and in addition:
- 1.2.1 **"Accountable Officer"** means the NHS Officer responsible and accountable for funds entrusted to the Trust. The officer shall be responsible for ensuring the proper stewardship of public funds and assets. For this Trust it shall be the Chief Executive.
- 1.2.2 **"Trust"** means the Worcestershire Acute Hospitals NHS Trust.
- 1.2.3 **"Board"** means the Chairman, officer and non-officer members of the Trust collectively as a body.
- 1.2.4 **"Budget"** means a resource, expressed in financial terms, proposed by the Board for the purpose of carrying out, for a specific period, any or all of the functions of the Trust.
- 1.2.5 **"Budget holder"** means the director or employee with delegated authority to manage finances (Income and Expenditure) for a specific area of the organisation.
- 1.2.6 **"Chairman of the Board (or Trust)"** is the person appointed by the Secretary of State for Health to lead the Board and to ensure that it successfully discharges its overall responsibility for the Trust as a whole. The expression "the Chairman of the Trust" shall be deemed to include the Vice-Chairman of the Trust if the Chairman is absent from the meeting or is otherwise unavailable.
- 1.2.7 **"Chief Executive"** means the chief officer of the Trust.
- 1.2.8 **"Commissioning"** means the process for determining the need for and for obtaining the supply of healthcare and related services by the Trust within available resources.
- 1.2.9 **"Committee"** means a committee or sub-committee created and appointed by the Trust.
- 1.2.10 **"Committee members"** means persons formally appointed by the Board to sit on or to chair specific committees.
- 1.2.11 **"Company Secretary"** means a person appointed to act independently of the Board to provide advice on corporate governance issues to the Board and the Chairman and monitor the Trust's compliance with the law, Standing Orders, and Department of Health guidance.
- 1.2.12 **"Contracting and procuring"** means the systems for obtaining the supply of goods, materials, manufactured items, services, building and engineering services,

works of construction and maintenance and for disposal of surplus and obsolete assets.

- 1.2.13 **"Director of Finance"** means the Chief Financial Officer of the Trust.
- 1.2.14 **"Funds held on trust"** shall mean those funds which the Trust holds on date of incorporation, receives on distribution by statutory instrument or chooses subsequently to accept under powers derived under S.90 of the NHS Act 1977, as amended. Such funds may or may not be charitable.
- 1.2.15 **"Member"** means officer or non-officer member of the Board as the context permits. Member in relation to the Board does not include its Chairman.
- 1.2.16 **"Associate Member"** means a person appointed to perform specific statutory and non-statutory duties which have been delegated by the Trust Board for them to perform and these duties have been recorded in an appropriate Trust Board minute or other suitable record.
- 1.2.17 **"Membership, Procedure and Administration Arrangements Regulations"** means NHS Membership and Procedure Regulations (SI 1990/2024) and subsequent amendments.
- 1.2.18 **"Nominated officer"** means an officer charged with the responsibility for discharging specific tasks within Standing Orders and Standing Financial Instructions.
- 1.2.19 **"Non-officer member"** (for Worcestershire Acute Hospitals NHS Trust this means a Non-Executive Director of the Trust) means a member of the Trust who is not an officer of the Trust and is not to be treated as an officer by virtue of regulation 1(3) of the Membership, Procedure and Administration Arrangements Regulations.
- 1.2.20 **"Officer"** means employee of the Trust or any other person holding a paid appointment or office with the Trust.
- 1.2.21 **"Officer member"** means a member of the Trust who is either an officer of the Trust or is to be treated as an officer by virtue of regulation 1(3).
- 1.2.22 **"Quality Governance Committee"** means a committee whose functions are concerned with the arrangements for providing assurance to the Board on all matters related to governance for which the Worcestershire Acute Hospitals NHS Trust has responsibility.
- 1.2.23 **"SFIs"** means Standing Financial Instructions.
- 1.2.24 **"SOs"** means Standing Orders.
- 1.2.25 **"Vice-Chairman"** means the non-officer member appointed by the Board to take on the Chairman's duties if the Chairman is absent for any reason.

SECTION B – STANDING ORDERS

1. INTRODUCTION

1.1 Statutory Framework

The Worcestershire Acute Hospitals NHS Trust (the Trust) is a statutory body which came into existence on 1 January 2000 under The Worcestershire Acute Hospitals NHS Trust (Establishment) Order 1999 No. 3473, (the Establishment Order).

- (1) The principle places of business of the Trust are:-

Alexandra Hospital, Woodrow Drive, Redditch, B98-7UB
Kidderminster Hospital, Bewdley Road, Kidderminster, DY11-6RJ
Worcestershire Royal Hospital (Trust Head Quarters), Charles Hastings Way,
Worcester, WR5-1DD
- (2) NHS Trusts are governed by Act of Parliament, mainly the National Health Service Act 1977 (NHS Act 1977), the National Health Service and Community Care Act 1990 (NHS & CC Act 1990) as amended by the Health Authorities Act 1995 and the Health Act 1999, the Health and Social Care Act 2012.
- (3) The functions of the Trust are conferred by this legislation.
- (4) As a statutory body, the Trust has specified powers to contract in its own name and to act as a corporate trustee. In the latter role it is accountable to the Charity Commission for those funds deemed to be charitable as well as to the Secretary of State for Health.
- (5) The Trust also has statutory powers under Section 28A of the NHS Act 1977, as amended by the Health Act 1999, to fund projects jointly planned with local authorities, voluntary organisations and other bodies.
- (6) The Code of Accountability requires the Trust to adopt Standing Orders for the regulation of its proceedings and business. The Trust must also adopt Standing Financial Instructions (SFIs) as an integral part of Standing Orders setting out the responsibilities of individuals.
- (7) The Trust will also be bound by such other statutes and legal provisions, which govern the conduct of its affairs.

1.2 NHS Framework

- (1) In addition to the statutory requirements the Secretary of State through the Department of Health issues further directions and guidance. These are normally issued under cover of a circular or letter.
- (2) The Code of Accountability requires that, inter alia, Boards draw up a schedule of decisions reserved to the Board, and ensure that management arrangements are in place to enable responsibility to be clearly delegated to senior executives (a scheme of delegation). The code also requires the establishment of Audit and Remuneration committees with formally agreed Terms of Reference. The Codes of Conduct makes various requirements concerning possible conflicts of interest of Board members.
- (3) The Code of Practice on Openness in the NHS sets out the requirements for public access to information on the NHS.

1.3 Delegation of Powers

The Trust has powers to delegate and make arrangements for delegation. The Standing Orders set out the detail of these arrangements. Under the Standing Order relating to the Arrangements for the Exercise of Functions (SO 5) the Trust is given powers to "make arrangements for the exercise, on behalf of the Trust of any of their functions by a committee, sub-committee or joint committee appointed by virtue of Standing Order 4 or by an officer of the Trust, in each case subject to such restrictions and conditions as the Trust thinks fit or as the Secretary of State may direct". Delegated Powers are covered in a separate document (Reservation of Powers to the Board and Delegation of Powers). This document has effect as if incorporated into the Standing Orders.

1.4 Quality Governance

The Board has a statutory duty of quality and a key role in safeguarding quality and therefore needs to give appropriate scrutiny to the three key facets of quality – effectiveness, patient safety and patient experience. Effective scrutiny relies primarily on the provision of clear, comprehensible summary information to the Board, for example, in the form of quality accounts. Quality performance is discussed in more detail regularly by the Quality Governance Committee. Quality is a core part of the main Board meetings, both as the first section of the agenda and as an integrated element of all major discussions and decisions. Further guidance can be found in "The Intelligent Board 2010; Patient Experience" and "The Healthy NHS Board; Principles for Good Governance". Quality governance will better enable the Board to take holistic view of the organisation and its capacity to meet its legal and statutory requirements and clinical and quality objectives.

2. THE TRUST BOARD: COMPOSITION OF MEMBERSHIP, TENURE AND ROLE OF MEMBERS

2.1 Composition of the Membership of the Trust Board

In accordance with the Membership, Procedure and Administration Arrangements regulations the composition of the Board shall be:

- (1) The Chairman of the Trust (Appointed by the NHS Appointments Commission);
- (2) Up to 5 non-officer members (appointed by the NHS Appointments Commission);
- (3) Up to 5 officer members (but not exceeding the number of non-officer members) including:
 - the Chief Executive;
 - the Director of Finance;
 - Chief Nurse
 - Chief Medical Officer

The Trust shall have not more than 11 and not less than 8 members (unless otherwise determined by the Secretary of State for Health and set out in the Trust's Establishment Order or such other communication from the Secretary of State).

2.2 Appointment of Chairman and Members of the Trust

- (1) Appointment of the Chairman and Members of the Trust - Paragraph 4 of Schedule 5A to the 1977 Act, as inserted by the Health Act 1999, provides that the Chairman

is appointed by the Secretary of State, but otherwise the appointment and tenure of office of the Chairman and members are set out in the Membership, Procedure and Administration Arrangements Regulations.

2.3 Terms of Office of the Chairman and Members

- (1) The regulations setting out the period of tenure of office of the Chairman and members and for the termination or suspension of office of the Chairman and members are contained in Sections 2 to 4 of the Membership, Procedure and Administration Arrangements and Administration Regulations.

2.4 Appointment and Powers of Vice-Chairman

- (1) Subject to Standing Order 2.4 (2) below, the Chairman and members of the Trust may appoint one of their number, who is not also an officer member, to be Vice-Chairman, for such period, not exceeding the remainder of his/her term as a member of the Trust, as they may specify on appointing him/her.
- (2) Any member so appointed may at any time resign from the office of Vice-Chairman by giving notice in writing to the Chairman. The Chairman and members may thereupon appoint another member as Vice-Chairman in accordance with the provisions of Standing Order 2.4 (1).
- (3) Where the Chairman of the Trust has died or has ceased to hold office, or where they have been unable to perform their duties as Chairman owing to illness or any other cause, the Vice-Chairman shall act as Chairman until a new Chairman is appointed or the existing Chairman resumes their duties, as the case may be; and references to the Chairman in these Standing Orders shall, so long as there is no Chairman able to perform those duties, be taken to include references to the Vice-Chairman.

2.5 Joint Members

- (1) Where more than one person is appointed jointly to a post mentioned in regulation 2(4)(a) of the Membership, Procedure and Administration Arrangements Regulations those persons shall count for the purpose of Standing Order 2.1 as one person.
- (2) Where the office of a member of the Board is shared jointly by more than one person:
 - (a) either or both of those persons may attend or take part in meetings of the Board;
 - (b) if both are present at a meeting they should cast one vote if they agree;
 - (c) in the case of disagreements no vote should be cast;
 - (d) the presence of either or both of those persons should count as the presence of one person for the purposes of Standing Order 3.11 Quorum.

2.6 Role of Members

The Board will function as a corporate decision-making body; Officer and Non-Officer Members will be full and equal members. Their role as members of the Board will be to consider the key strategic and managerial issues facing the Trust in carrying out its statutory and other functions.

(1) **Executive Members**

Executive Members shall exercise their authority within the terms of these Standing Orders and Standing Financial Instructions and the Scheme of Delegation.

(2) **Chief Executive**

The Chief Executive shall be responsible for the overall performance of the executive functions of the Trust. He/she is the **Accountable Officer** for the Trust and shall be responsible for ensuring the discharge of obligations under Financial Directions and in line with the requirements of the Accountable Officer Memorandum for Trust Chief Executives.

(3) **Director of Finance**

The Director of Finance shall be responsible for the provision of financial advice to the Trust and to its members and for the supervision of financial control and accounting systems. He/she shall be responsible along with the Chief Executive for ensuring the discharge of obligations under relevant Financial Directions.

(4) **Non-Executive Members**

The Non-Executive Members shall not be granted nor shall they seek to exercise any individual executive powers on behalf of the Trust. They may however, exercise collective authority when acting as members of or when chairing a committee of the Trust which has delegated powers.

(5) **Chairman**

The Chairman shall be responsible for the operation of the Board and chair all Board meetings when present. The Chairman has certain delegated executive powers. The Chairman must comply with the terms of appointment and with these Standing Orders.

The Chairman shall liaise with the NHS Appointments Commission over the appointment of Non-Executive Directors and once appointed shall take responsibility either directly or indirectly for their induction, their portfolios of interests and assignments, and their performance.

The Chairman shall work in close harmony with the Chief Executive and shall ensure that key and appropriate issues are discussed by the Board in a timely manner with all the necessary information and advice being made available to the Board to inform the debate and ultimate resolutions.

2.7 Corporate role of the Board

- (1) All business shall be conducted in the name of the Trust.
- (2) All funds received in trust shall be held in the name of the Trust as corporate trustee.
- (3) The powers of the Trust established under statute shall be exercised by the Board in a meeting in public session except as otherwise provided for in Standing Order No. 3.
- (4) The Board shall define and regularly review the functions it exercises on behalf of the Secretary of State.

2.8 Schedule of Matters reserved to the Board and Scheme of Delegation

- (1) The Board has resolved that certain powers and decisions may only be exercised by the Board in formal session. These powers and decisions are set out in the 'Schedule of Matters Reserved to the Board' and shall have effect as if incorporated into the Standing Orders. Those powers which it has delegated to officers and other bodies are contained in the Scheme of Delegation.

2.9 Lead Roles for Board Members

The Chairman will ensure that the designation of Lead roles or appointments of Board members as required by the Department of Health or as set out in any statutory or other guidance will be made in accordance with that guidance or statutory requirement (e.g. appointing a Lead Board Member with responsibilities for Infection Control or Child Protection Services etc).

3. MEETINGS OF THE TRUST

3.1 Trust Board Terms of Reference

The Standing orders act as the Trust Board Terms of Reference.

3.2 Calling meetings

- (1) Ordinary meetings of the Board shall be held at regular intervals at such times and places as the Board may determine.
- (2) The Chairman of the Trust may call a meeting of the Board at any time.
- (3) One third or more members of the Board may requisition a meeting in writing. If the Chairman refuses, or fails, to call a meeting within seven working days of a requisition being presented, the members signing the requisition may forthwith call a meeting.

3.3 Notice of Meetings and the Business to be transacted

- (1) Before each meeting of the Board a written notice specifying the business proposed to be transacted shall be delivered to every member, or sent by e-mail to each member, so as to be available to members at least three clear calendar days before the meeting. The notice shall be signed by the Chairman or by an officer authorised by the Chairman to sign on their behalf. Want of service of such a notice on any member shall not affect the validity of a meeting.
- (2) In the case of a meeting called by members in default of the Chairman calling the meeting, the notice shall be signed by those members.
- (3) No business shall be transacted at the meeting other than that specified on the agenda, or emergency motions allowed under Standing Order 3.7.
- (4) A member desiring a matter to be included on an agenda shall make his/her request in writing to the Chairman at least 15 clear working days before the meeting. The request should state whether the item of business is proposed to be transacted in the presence of the public and should include appropriate supporting information. Requests made less than 15 working days before a meeting may be included on the agenda at the discretion of the Chairman.
- (5) Before each meeting of the Board a public notice of the time and place of the meeting, and the public part of the agenda, shall be displayed at the Trust's

principle offices (or website) at least three calendar days before the meeting, (required by the Public Bodies (Admission to Meetings) Act 1960 Section 1 (4) (a)).

3.4 Agenda and Supporting Papers

The Agenda will be sent to members 6 calendar days before the meeting and supporting papers, whenever possible, shall accompany the agenda, but will certainly be dispatched no later than 3 calendar days before the meeting, save in emergency.

3.5 Petitions

Where a petition has been received by the Trust, the Chairman shall include the petition as an item for the agenda of the next or subsequent meeting.

3.6 Notice of Motion

- (1) Subject to the provision of Standing Orders 3.7 'Motions: Procedure at and during a meeting' and 3.8 'Motions to rescind a resolution', a member of the Board wishing to move a motion shall send a written notice to the Trust Secretary who will ensure that it is brought to the immediate attention of the Chairman and Chief Executive.
- (2) The notice shall be delivered at least 15 clear working days before the meeting. The Trust Secretary shall include in the agenda for the meeting all notices so received that are in order and permissible under governing regulations. This Standing Order shall not prevent any motion being withdrawn or moved without notice on any business mentioned on the agenda for the meeting.

3.7 Emergency Motions

Subject to the agreement of the Chairman, and subject also to the provision of Standing Order 3.7 'Motions: Procedure at and during a meeting', a member of the Board may give written notice of an emergency motion after the issue of the notice of meeting and agenda, up to one hour before the time fixed for the meeting. The notice shall state the grounds of urgency. If in order, it shall be declared to the Trust Board at the commencement of the business of the meeting as an additional item included in the agenda. The Chairman's decision to include the item shall be final.

3.8 Motions: Procedure at and during a meeting

i) Who may propose

A motion may be proposed by the Chairman of the meeting or any member present. It must also be seconded by another member.

ii) Contents of motions

The Chairman may exclude from the debate at their discretion any such motion of which notice was not given on the notice summoning the meeting other than a motion relating to:

- the reception of a report;
- consideration of any item of business before the Trust Board;
- the accuracy of minutes;
- that the Board proceed to next business;
- that the Board adjourn;
- that the question be now put.

iii) **Amendments to motions**

A motion for amendment shall not be discussed unless it has been proposed and seconded.

Amendments to motions shall be moved relevant to the motion, and shall not have the effect of negating the motion before the Board.

If there are a number of amendments, they shall be considered one at a time. When a motion has been amended, the amended motion shall become the substantive motion before the meeting, upon which any further amendment may be moved.

iv) **Rights of reply to motions**

a) Amendments

The mover of an amendment may reply to the debate on their amendment immediately prior to the mover of the original motion, who shall have the right of reply at the close of debate on the amendment, but may not otherwise speak on it.

b) Substantive/original motion

The member who proposed the substantive motion shall have a right of reply at the close of any debate on the motion.

v) **Withdrawing a motion**

A motion, or an amendment to a motion, may be withdrawn.

vi) **Motions once under debate**

When a motion is under debate, no motion may be moved other than:

- an amendment to the motion;
- the adjournment of the discussion, or the meeting;
- that the meeting proceed to the next business;
- that the question should be now put;
- the appointment of an 'ad hoc' committee to deal with a specific item of business;
- that a member/director be not further heard;
- a motion under Section I (2) or Section I (8) of the Public Bodies (Admissions to Meetings) Act 1960 resolving to exclude the public, including the press (see Standing Order 3.17).

In those cases where the motion is either that the meeting proceeds to the 'next business' or 'that the question be now put' in the interests of objectivity these should only be put forward by a member of the Board who has not taken part in the debate and who is eligible to vote.

If a motion to proceed to the next business or that the question be now put, is carried, the Chairman should give the mover of the substantive motion under debate a right of reply, if not already exercised. The matter should then be put to the vote.

3.9 Motion to Rescind a Resolution

- (1) Notice of motion to rescind any resolution (or the general substance of any resolution) which has been passed within the preceding six calendar months shall bear the signature of the member who gives it and also the signature of three other members, and before considering any such motion of which notice shall have been given, the Trust Board may refer the matter to any appropriate Committee or the Chief Executive for recommendation.
- (2) When any such motion has been dealt with by the Trust Board it shall not be competent for any director/member other than the Chairman to propose a motion to the same effect within six calendar months. This Standing Order shall not apply to motions moved in pursuance of a report or recommendations of a Committee or the Chief Executive.

3.10 Chairman of meeting

- (1) At any meeting of the Trust Board the Chairman, if present, shall preside. If the Chairman is absent from the meeting, the Vice-Chairman (if the Board has appointed one), if present, shall preside.
- (2) If the Chairman and Vice-Chairman are absent, such member (who is not also an Officer Member of the Trust) as the members present shall choose shall preside.

3.11 Chairman's ruling

The decision of the Chairman of the meeting on questions of order, relevancy and regularity (including procedure on handling motions) and their interpretation of the Standing Orders and Standing Financial Instructions, at the meeting, shall be final.

3.12 Quorum

- (i) No business shall be transacted at a meeting unless at least one-third of the whole number of the Chairman and members (including at least one member who is also an Officer Member of the Trust and one member who is not) are present.
- (ii) An Officer in attendance for an Executive Director (Officer Member) but without formal acting up status may not count towards the quorum.
- (iii) If the Chairman or member has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of a declaration of a conflict of interest (see SO No.7) that person shall no longer count towards the quorum. If a quorum is then not available for the discussion and/or the passing of a resolution on any matter, that matter may not be discussed further or voted upon at that meeting. Such a position shall be recorded in the minutes of the meeting. The meeting must then proceed to the next business.

3.13 Voting

- (i) Save as provided in Standing Orders 3.14 - Suspension of Standing Orders and 3.15 - Variation and Amendment of Standing Orders, every question put to a vote at a meeting shall be determined by a majority of the votes of members present and voting on the question. In the case of an equal vote, the person presiding (ie: the Chairman of the meeting shall have a second, and casting vote.

- (ii) At the discretion of the Chairman all questions put to the vote shall be determined by oral expression or by a show of hands, unless the Chairman directs otherwise, or it is proposed, seconded and carried that a vote be taken by paper ballot.
- (iii) If at least one third of the members present so request, the voting on any question may be recorded so as to show how each member present voted or did not vote (except when conducted by paper ballot).
- (iv) If a member so requests, their vote shall be recorded by name.
- (v) In no circumstances may an absent member vote by proxy. Absence is defined as being absent at the time of the vote.
- (vi) A manager who has been formally appointed to act up for an Officer Member during a period of incapacity or temporarily to fill an Executive Director vacancy shall be entitled to exercise the voting rights of the Officer Member.
- (vii) A manager attending the Trust Board meeting to represent an Officer Member during a period of incapacity or temporary absence without formal acting up status may not exercise the voting rights of the Officer Member. An Officer's status when attending a meeting shall be recorded in the minutes.
- (viii) For the voting rules relating to joint members see Standing Order 2.5.

3.14 Suspension of Standing Orders

- (i) Except where this would contravene any statutory provision or any direction made by the Secretary of State or the rules relating to the Quorum (SO 3.12), any one or more of the Standing Orders may be suspended at any meeting, provided that at least two-thirds of the whole number of the members of the Board are present (including at least one member who is an Officer Member of the Trust and one member who is not) and that at least two-thirds of those members present signify their agreement to such suspension. The reason for the suspension shall be recorded in the Trust Board's minutes.
- (ii) A separate record of matters discussed during the suspension of Standing Orders shall be made and shall be available to the Chairman and members of the Trust.
- (iii) No formal business may be transacted while Standing Orders are suspended.
- (iv) The Audit Committee shall review every decision to suspend Standing Orders.

3.15 Variation and amendment of Standing Orders

These Standing Orders shall not be varied except in the following circumstances:

- upon a notice of motion under Standing Order 3.6;
- upon a recommendation of the Chairman or Chief Executive included on the agenda for the meeting;
- that two thirds of the Board members are present at the meeting where the variation or amendment is being discussed, and that at least half of the Trust's Non-Officer members vote in favour of the amendment;
- providing that any variation or amendment does not contravene a statutory provision or direction made by the Secretary of State.

3.16 Record of Attendance

The names of the Chairman and Directors/members present at the meeting shall be recorded.

3.17 Minutes

The minutes of the proceedings of a meeting shall be drawn up and submitted for agreement at the next ensuing meeting where they shall be signed by the person presiding at it.

No discussion shall take place upon the minutes except upon their accuracy or where the Chairman considers discussion appropriate.

3.18 Admission of public and the press

(i) Admission and exclusion on grounds of confidentiality of business to be transacted

The public and representatives of the press may attend all meetings of the Trust, but shall be required to withdraw upon the Trust Board resolving as follows:

- 'that representatives of the press, and other members of the public, be excluded from the remainder of this meeting having regard to the confidential nature of the business to be transacted, publicity on which would be prejudicial to the public interest', Section 1 (2), Public Bodies (Admission to Meetings) Act 1960.

(ii) General disturbances

The Chairman (or Vice-Chairman if one has been appointed) or the person presiding over the meeting shall give such directions as he/she thinks fit with regard to the arrangements for meetings and accommodation of the public and representatives of the press such as to ensure that the Trust's business shall be conducted without interruption and disruption and, without prejudice to the power to exclude on grounds of the confidential nature of the business to be transacted, the public will be required to withdraw upon the Trust Board resolving as follows:

'That in the interests of public order the meeting adjourn for (the period to be specified) to enable the Board to complete its business without the presence of the public'. Section 1(8) Public Bodies (Admissions to Meetings) Act 1960.

(iii) Business proposed to be transacted when the press and public have been excluded from a meeting

Matters to be dealt with by the Board following the exclusion of representatives of the press, and other members of the public, as provided in (i) and (ii) above, shall be confidential to the members of the Board.

Members and Officers or any employee of the Trust in attendance shall not reveal or disclose the contents of papers marked 'In Confidence' or minutes headed 'confidential' outside of the Trust, without the express permission of the Trust. This prohibition shall apply equally to the content of any discussion during the Board meeting, which may take place on such reports or papers.

(iv) **Use of Mechanical or Electrical Equipment for Recording or Transmission of Meetings**

Nothing in these Standing Orders shall be construed as permitting the introduction by the public, or press representatives, of recording, transmitting, video or similar apparatus into meetings of the Trust or Committee thereof. Such permission shall be granted only upon resolution of the Trust.

3.19 Observers at Trust meetings

The Trust will decide what arrangements and terms and conditions it feels are appropriate to offer in extending an invitation to observers to attend and address any of the Trust Board's meetings and may change, alter or vary these terms and conditions as it deems fit.

4. APPOINTMENT OF COMMITTEES AND SUB-COMMITTEES

4.1 Appointment of Committees

Subject to such directions as may be given by the Secretary of State for Health, the Trust Board may appoint committees of the Trust.

The Trust shall determine the membership and terms of reference of committees and sub-committees and shall if it requires to, receive and consider reports of such committees.

4.2 Joint Committees

(i) Joint committees may be appointed by the Trust by joining together with one or more other Strategic Health Authorities, or other Trusts consisting of, wholly or partly of the Chairman and members of the Trust or other health service bodies, or wholly of persons who are not members of the Trust or other health bodies in question.

(ii) Any committee or joint committee appointed under this Standing Order may, subject to such directions as may be given by the Secretary of State or the Trust or other health bodies in question, appoint sub-committees consisting wholly or partly of members of the committees or joint committee (whether or not they are members of the Trust or health bodies in question) or wholly of persons who are not members of the Trust or health bodies in question or the committee of the Trust or health bodies in question.

4.3 Applicability of Standing Orders and Standing Financial Instructions to Committees

The Standing Orders and Standing Financial Instructions of the Trust, as far as they are applicable, shall as appropriate apply to meetings and any committees established by the Trust. In which case the term "Chairman" is to be read as a reference to the Chairman of other committees as the context permits, and the term "member" is to be read as a reference to a member of other committees also as the context permits. (There is no requirement to hold meetings of committees established by the Trust in public.)

4.4 Terms of Reference

Each such committee shall have such terms of reference and powers and be subject to such conditions (as to reporting back to the Board), as the Board shall decide and shall be in accordance with any legislation and regulation or direction

issued by the Secretary of State. Such terms of reference shall have effect as if incorporated into the Standing Orders.

4.5 Delegation of powers by Committees to Sub-Committees

Where committees are authorised to establish sub-committees they may not delegate executive powers to the sub-committee unless expressly authorised by the Trust Board.

4.6 Approval of Appointments to Committees

The Board shall approve the appointments to each of the committees, which it has formally constituted. Where the Board determines, and regulations permit, that persons, who are neither members nor officers, shall be appointed to a committee the terms of such appointment shall be within the powers of the Board as defined by the Secretary of State. The Board shall define the powers of such appointees and shall agree allowances, including reimbursement for loss of earnings, and/or expenses in accordance where appropriate with national guidance.

4.7 Appointments for Statutory functions

Where the Board is required to appoint persons to a committee and/or to undertake statutory functions as required by the Secretary of State, and where such appointments are to operate independently of the Board such appointment shall be made in accordance with the regulations and directions made by the Secretary of State.

4.8 Committees established by the Board

The committees, sub-committees, and joint-committees established by the Board are:

4.8.1 Audit and Assurance Committee

In line with the requirements of the NHS Audit Committee Handbook, NHS Codes of Conduct and Accountability, and more recently the Higgs report, an Audit and Assurance Committee will be established and constituted to provide the Board with an independent and objective review on its financial systems, financial information and compliance with laws, guidance, and regulations governing the NHS. The Terms of Reference will be approved by the Board and reviewed on a periodic basis.

The Higgs report recommends a minimum of three non-executive directors be appointed, unless the Board decides otherwise, of which one must have significant, recent and relevant financial experience.

4.8.2 Remuneration and Terms of Service Committee

In line with the requirements of the NHS Codes of Conduct and Accountability, and more recently the Higgs report, a Remuneration and Terms of Service Committee will be established and constituted.

The Higgs report recommends the committee be comprised exclusively of Non-Executive Directors, a minimum of three, who are independent of management.

The purpose of the Committee will be to advise the Board about appropriate remuneration and terms of service for the Chief Executive and other Executive Directors including:

- (i) all aspects of salary (including any performance-related elements/bonuses);
- (ii) provisions for other benefits, including pensions and cars;
- (iii) arrangements for termination of employment and other contractual terms.

4.8.3 Charitable Funds Committee

In line with its role as a corporate trustee for any funds held in trust, either as charitable or non-charitable funds, the Board will establish Charitable Funds Committee to administer those funds in accordance with any statutory or other legal requirements or best practice required by the Charities Commission.

The provisions of this Standing Order must be read in conjunction with Standing Order 2.8 and Standing Financial Instructions 29.

4.8.4 Quality Governance Committee

In line with its statutory duty of quality, the Board will establish an Quality Governance Committee to

- enable the Board to obtain assurance that high standards of care are provided by the trust and, in particular, that adequate and appropriate governance structures, processes and controls are in place throughout the trust to:
 - promote safety and excellence in patient care;
 - identify, prioritise and manage risk arising from clinical care;
 - ensure the effective and efficient use of resources through evidence-based clinical practice; and

4.8.5 Trust Management Committee

In line with its commitment to have clinicians as key managers in achieving a successful trust, the trust will develop a trust Management Committee to:

1. Drive the strategic agenda for the Trust.
2. Ensure that the strategic risks for the Trust are identified and mitigated as well as ensuring that the Trust achieves its performance targets
3. Protect the health and safety of trust employees.

4.8.6 Foundation Trust Steering Group

In line with the Trust's commitment to become a Foundation Trust, the Trust will establish an FT Steering Group to:

1. Agree an action plan and associated milestones aligned to the TFA, to deliver a successful foundation trust application, review and revise these as necessary, allocate responsibilities, monitor progress and agree actions as required.
2. Monitor delivery of the key milestones in the TFA.
3. Direct, co-ordinate and manage as necessary the work required for the Trust's foundation trust application, ensuring that the project remains on track.

4.8.7 Investment and Innovation

In line with its commitment to develop business, the Trust will develop an Investment and Innovation Committee to:

Secure assurance and make recommendations to the Board on any significant investment or dis-investment project. Significant is defined to be a new project or service changes with one or more of the following characteristics:

4.8.8 Finance and Performance Committee

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In line with its commitment to meet statutory financial and performance targets the Trust will establish a Finance and Performance Committee to:

1. Give the Board assurance on the management of the financial and corporate performance of the Trust
2. Monitor and support the financial planning and budget setting process.
3. Review business cases with a significant financial impact
4. Oversee developments in financial systems and reporting

4.8.9 Other Committees

The Board may also establish such other committees as required to discharge the Trust's responsibilities.

5. ARRANGEMENTS FOR THE EXERCISE OF TRUST FUNCTIONS BY DELEGATION

5.1 Delegation of Functions to Committees, Officers or other bodies

5.1.1 Subject to such directions as may be given by the Secretary of State, the Board may make arrangements for the exercise, on behalf of the Board, of any of its functions by a committee, sub-committee appointed by virtue of Standing Order 4, or by an officer of the Trust, or by another body as defined in Standing Order 5.1.2 below, in each case subject to such restrictions and conditions as the Trust thinks fit.

5.1.2 Section 16B of the NHS Act 1977 allows for regulations to provide for the functions of Trust's to be carried out by third parties. In accordance with The Trusts (Membership, Procedure and Administration Arrangements) Regulations 2000 the functions of the Trust may also be carried out in the following ways:

- (i) by another Trust;
- (ii) jointly with any one or more of the following: NHS trusts, Strategic Health Authorities or PCTs;
- (iii) by arrangement with the appropriate Trust or PCT, by a joint committee or joint sub-committee of the Trust and one or more other health service bodies;
- (iv) in relation to arrangements made under S63 (1) of the Health Services and Public Health Act 1968, jointly with one or more Strategic Health Authorities, SHAs, NHS Trusts or PCT.

5.1.3 Where a function is delegated by these Regulations to another Trust, then that Trust or health service body exercises the function in its own right; the receiving Trust has responsibility to ensure that the proper delegation of the function is in place. In other situations, i.e. delegation to committees, sub-committees or officers, the Trust delegating the function retains full responsibility.

5.2 Emergency Powers and urgent decisions

The powers which the Board has reserved to itself within these Standing Orders (see Standing Order 2.9) may in emergency or for an urgent decision be exercised by the Chief Executive and the Chairman after having consulted at least two non-officer members. The exercise of such powers by the Chief Executive and Chairman shall be reported to the next formal meeting of the Board in public session for formal ratification.

5.3 Delegation to Committees

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5.3.1 The Board shall agree from time to time to the delegation of executive powers to be exercised by other committees, or sub-committees, or joint-committees, which it has formally constituted in accordance with directions issued by the Secretary of State. The constitution and terms of reference of these committees, or sub-committees, or joint committees, and their specific executive powers shall be approved by the Board in respect of its sub-committees.

5.4 Delegation to Officers

5.4.1 Those functions of the Trust which have not been retained as reserved by the Board or delegated to other committee or sub-committee or joint-committee shall be exercised on behalf of the Trust by the Chief Executive. The Chief Executive shall determine which functions he/she will perform personally and shall nominate officers to undertake the remaining functions for which he/she will still retain accountability to the Trust.

5.4.2 The Chief Executive shall prepare a Scheme of Delegation identifying his/her proposals, which shall be considered and approved by the Board. The Chief Executive may periodically propose amendment to the Scheme of Delegation, which shall be considered and approved by the Board.

5.4.3 Nothing in the Scheme of Delegation shall impair the discharge of the direct accountability to the Board. The Director of Finance will provide information and advise the Board in accordance with statutory or Department of Health requirements. Outside these statutory requirements the roles of the Director of Finance shall be accountable to the Chief Executive for operational matters.

5.5 Schedule of Matters Reserved to the Trust and Scheme of Delegation of powers

5.5.1 The arrangements made by the Board as set out in the "Schedule of Matters Reserved to the Board" and "Scheme of Delegation" of powers shall have effect as if incorporated in these Standing Orders.

5.6 Duty to report non-compliance with Standing Orders and Standing Financial Instructions

If for any reason these Standing Orders are not complied with, full details of the non-compliance and any justification for non-compliance and the circumstances around the non-compliance, shall be reported to the next formal meeting of the Board for action or ratification. All members of the Board and staff have a duty to disclose any non-compliance with these Standing Orders to the Chief Executive as soon as possible.

6. OVERLAP WITH OTHER TRUST POLICY STATEMENTS/PROCEDURES, REGULATIONS AND THE STANDING FINANCIAL INSTRUCTIONS

6.1 Policy statements: general principles

The Board will from time to time agree and approve policy statements/ procedures which will apply to all or specific groups of staff employed by the Worcestershire Acute Hospitals NHS Trust. The decisions to approve such policies and procedures will be recorded in an appropriate Board minute and will be deemed where appropriate to be an integral part of the Trust's Standing Orders and Standing Financial Instructions.

6.2 Specific Policy statements

Notwithstanding the application of SO 6.1 above, these Standing Orders and Standing Financial Instructions must be read in conjunction with the following policy statements:

- the policy covering Standards of Business Conduct and Conflicts of Interest for Worcestershire Acute Hospitals NHS Trust staff;
- the staff Disciplinary and Appeals Procedures adopted by the Trust; both of which shall have effect as if incorporated in these Standing Orders.

6.3 Standing Financial Instructions

Standing Financial Instructions adopted by the Board in accordance with the Financial Regulations shall have effect as if incorporated in these Standing Orders.

6.4 Specific guidance

Notwithstanding the application of SO 6.1 above, these Standing Orders and Standing Financial Instructions must be read in conjunction with the following guidance and any other issued by the Secretary of State for Health:

- Caldicott Guardian 1997;
- Human Rights Act 1998;
- Freedom of Information Act 2000.

7. DUTIES AND OBLIGATIONS OF BOARD MEMBERS/DIRECTORS AND SENIOR MANAGERS UNDER THESE STANDING ORDERS

7.1 Declaration of Interests

7.1.1 Requirements for Declaring Interests and applicability to Board Members

- i) The NHS Code of Accountability requires Board Members to declare interests which are relevant and material to the NHS Board of which they are a member. All existing Board members should declare such interests. Any Board members appointed subsequently should do so on appointment.

7.1.2 Interests which are relevant and material

- (i) Interests which should be regarded as "relevant and material" are:
 - a) Directorships, including Non-Executive Directorships held in private companies or PLCs (with the exception of those of dormant companies);
 - b) Ownership or part-ownership of private companies, businesses or consultancies likely or possibly seeking to do business with the NHS;
 - c) Majority or controlling share holdings in organisations likely or possibly seeking to do business with the NHS;
 - d) A position of Authority in a charity or voluntary organisation in the field of health and social care;

- e) Any connection with a voluntary or other organisation contracting for NHS services;
 - f) Research funding/grants that may be received by an individual or their department;
 - g) Interests in pooled funds that are under separate management.
- (ii) Any member of the Board who comes to know that the Trust has entered into or proposes to enter into a contract in which he/she or any person connected with him/her (as defined in Standing Order 7.3 below and elsewhere) has any pecuniary interest, direct or indirect, the Board member shall declare his/her interest by giving notice in writing of such fact to the Trust Secretary as soon as practicable.

7.1.3 Advice on Interests

If Board members have any doubt about the relevance of an interest, this should be discussed with the Company Secretary and the Chairman.

Financial Reporting Standard No 8 (issued by the Accounting Standards Board) specifies that influence rather than the immediacy of the relationship is more important in assessing the relevance of an interest. The interests of partners in professional partnerships including general practitioners should also be considered.

7.1.4 Recording of Interests in Board minutes

At the time Board members' interests are declared, they should be recorded in the Board minutes.

Any changes in interests should be declared at the next Board meeting following the change occurring and recorded in the minutes of that meeting.

7.1.5 Publication of declared interests in Annual Report

Board members' directorships of companies likely or possibly seeking to do business with the NHS should be published in the Trust's annual report. The information should be kept up to date for inclusion in succeeding annual reports.

7.1.6 Conflicts of interest which arise during the course of a meeting

During the course of a Board meeting, if a conflict of interest is established, the Board member concerned should withdraw from the meeting and play no part in the relevant discussion or decision. (See overlap with SO 7.3).

7.2 Register of Interests

7.2.1 The Chief Executive or Company Secretary will ensure that a Register of Interests is established to record formally declarations of interests of Board or Committee members. In particular the Register will include details of all directorships and other relevant and material interests (as defined in SO 7.1.2) which have been declared by both executive and non-executive Board members.

7.2.2. These details will be kept up to date by means of an annual review of the Register in which any changes to interests declared during the preceding twelve months will be incorporated.

7.2.3 The Register will be available to the public and the Chief Executive will take reasonable steps to bring the existence of the Register to the attention of local residents and to publicise arrangements for viewing it.

7.3 Exclusion of Chairman and Members in proceedings on account of pecuniary interest

7.3.1 Definition of terms used in interpreting 'Pecuniary' interest

For the sake of clarity, the following definition of terms is to be used in interpreting this Standing Order:

- (i) "spouse" shall include any person who lives with another person in the same household (and any pecuniary interest of one spouse shall, if known to the other spouse, be deemed to be an interest of that other spouse);
- (ii) "contract" shall include any proposed contract or other course of dealing.
- (iii) "Pecuniary interest"

Subject to the exceptions set out in this Standing Order, a person shall be treated as having an indirect pecuniary interest in a contract if:-

- a) he/she, or a nominee of his/her, is a member of a company or other body (not being a public body), with which the contract is made, or to be made or which has a direct pecuniary interest in the same, or
- b) he/she is a partner, associate or employee of any person with whom the contract is made or to be made or who has a direct pecuniary interest in the same.

iv) Exception to Pecuniary interests

A person shall not be regarded as having a pecuniary interest in any contract if:-

- a) neither he/she or any person connected with him/her has any beneficial interest in the securities of a company of which he/she or such person appears as a member, or
- b) any interest that he/she or any person connected with him/her may have in the contract is so remote or insignificant that it cannot reasonably be regarded as likely to influence him/her in relation to considering or voting on that contract, or
- c) those securities of any company in which he/she (or any person connected with him/her) has a beneficial interest do not exceed £5,000 in nominal value or one per cent of the total issued share capital of the company or of the relevant class of such capital, whichever is the less.

Provided however, that where paragraph (c) above applies the person shall nevertheless be obliged to disclose/declare their interest in accordance with Standing Order 7.1.2 (ii).

7.3.2 Exclusion in proceedings of the Board

- (i) Subject to the following provisions of this Standing Order, if the Chairman or a member of the Board has any pecuniary interest, direct or indirect, in any

contract, proposed contract or other matter and is present at a meeting of the Board at which the contract or other matter is the subject of consideration, they shall at the meeting and as soon as practicable after its commencement disclose the fact and shall not take part in the consideration or discussion of the contract or other matter or vote on any question with respect to it.

- (ii) The Secretary of State may, subject to such conditions as he/she may think fit to impose, remove any disability imposed by this Standing Order in any case in which it appears to him/her in the interests of the National Health Service that the disability should be removed. (See SO 7.3.3 on the 'Waiver' which has been approved by the Secretary of State for Health).
- (iii) The Board may exclude the Chairman or a member of the Board from a meeting of the Board while any contract, proposed contract or other matter in which he/she has a pecuniary interest is under consideration.
- (iv) Any remuneration, compensation or allowance payable to the Chairman or a Member by virtue of paragraph 11 of Schedule 5A to the National Health Service Act 1977 (pay and allowances) shall not be treated as a pecuniary interest for the purpose of this Standing Order.
- (v) This Standing Order applies to a committee or sub-committee and to a joint committee or sub-committee as it applies to the Trust and applies to a member of any such committee or sub-committee (whether or not he/she is also a member of the Trust) as it applies to a member of the Trust.

7.3.3 Waiver of Standing Orders made by the Secretary of State for Health

(1) Power of the Secretary of State to make waivers

Under regulation 11(2) of the NHS (Membership and Procedure Regulations SI 1999/2024 ("the Regulations"), there is a power for the Secretary of State to issue waivers if it appears to the Secretary of State in the interests of the health service that the disability in regulation 11 (which prevents a chairman or a member from taking part in the consideration or discussion of, or voting on any question with respect to, a matter in which he has a pecuniary interest) is removed. A waiver has been agreed in line with sub-sections (2) to (4) below.

(2) Definition of 'Chairman' for the purpose of interpreting this waiver

For the purposes of paragraph 7.3.3.(3) (below), the "relevant chairman" is –

- (a) at a meeting of the Trust, the Chairman of that Trust;
- (b) at a meeting of a Committee –
 - (i) in a case where the member in question is the Chairman of that Committee, the Chairman of the Trust;
 - (ii) in the case of any other member, the Chairman of that Committee.

(3) Application of waiver

A waiver will apply in relation to the disability to participate in the proceedings of the Trust on account of a pecuniary interest.

It will apply to:

- (i) A member of the Worcestershire Acute Hospitals NHS Trust (“the Trust”), who is a healthcare professional, within the meaning of regulation 5(5) of the Regulations, and who is providing or performing, or assisting in the provision or performance, of –
 - (a) services under the National Health Service Act 1977; or
 - (b) services in connection with a pilot scheme under the National Health Service Act 1997;
 for the benefit of persons for whom the Trust is responsible.
- (ii) Where the ‘pecuniary interest’ of the member in the matter which is the subject of consideration at a meeting at which he is present:-
 - (a) arises by reason only of the member’s role as such a professional providing or performing, or assisting in the provision or performance of, those services to those persons;
 - (b) has been declared by the relevant chairman as an interest which cannot reasonably be regarded as an interest more substantial than that of the majority of other persons who:-
 - (i) are members of the same profession as the member in question,
 - (ii) are providing or performing, or assisting in the provision or performance of, such of those services as he provides or performs, or assists in the provision or performance of, for the benefit of persons for whom the Trust is responsible.

(4) Conditions which apply to the waiver and the removal of having a pecuniary interest

The removal is subject to the following conditions:

- (a) the member must disclose his/her interest as soon as practicable after the commencement of the meeting and this must be recorded in the minutes;
- (b) the relevant chairman must consult the Chief Executive before making a declaration in relation to the member in question pursuant to paragraph 7.3.3 (2) (b) above, except where that member is the Chief Executive;
- (c) **in the case of a meeting of the Trust:**
 - (i) the member may take part in the consideration or discussion of the matter which must be subjected to a vote and the outcome recorded;
 - (ii) may not vote on any question with respect to it.
- (d) **in the case of a meeting of a Committee:**
 - (i) the member may take part in the consideration or discussion of the matter which must be subjected to a vote and the outcome recorded;
 - (ii) may vote on any question with respect to it; but
 - (iii) the resolution which is subject to the vote must comprise a recommendation to, and be referred for approval by, the Board.

7.4 Standards of Business Conduct

7.4.1 Trust Policy and National Guidance

All Trust staff and members must comply with the Trust's Standards of Business Conduct and Conflicts of Interest Policy and the national guidance contained in HSG (93)5 on 'Standards of Business Conduct for NHS staff' (see SO 6.2).

7.4.2 Interest of Officers in Contracts

- i) Any officer or employee of the Trust who comes to know that the Trust has entered into or proposes to enter into a contract in which he/she or any person connected with him/her (as defined in SO 7.3) has any pecuniary interest, direct or indirect, the Officer shall declare their interest by giving notice in writing of such fact to the Chief Executive or Company Secretary as soon as practicable.
- ii) An Officer should also declare to the Chief Executive any other employment or business or other relationship of his/her, or of a cohabiting spouse, that conflicts, or might reasonably be predicted could conflict with the interests of the Trust.
- iii) The Trust will require interests, employment or relationships so declared to be entered in a register of interests of staff.

7.4.3 Canvassing of and Recommendations by Members in Relation to Appointments

- i) Canvassing of members of the Trust or of any Committee of the Trust directly or indirectly for any appointment under the Trust shall disqualify the candidate for such appointment. The contents of this paragraph of the Standing Order shall be included in application forms or otherwise brought to the attention of candidates.
- ii) Members of the Trust shall not solicit for any person any appointment under the Trust or recommend any person for such appointment; but this paragraph of this Standing Order shall not preclude a member from giving written testimonial of a candidate's ability, experience or character for submission to the Trust.

7.4.4 Relatives of Members or Officers

- i) Candidates for any staff appointment under the Trust shall, when making an application, disclose in writing to the Trust whether they are related to any member or the holder of any office under the Trust. Failure to disclose such a relationship shall disqualify a candidate and, if appointed, render him/her liable to instant dismissal.
- ii) The Chairman and every member and officer of the Trust shall disclose to the Board any relationship between himself/herself and a candidate whose candidature that member or officer is aware. It shall be the duty of the Chief Executive to report to the Board any such disclosure made.
- iii) On appointment, members (and prior to acceptance of an appointment in the case of Executive Directors) should disclose to the Trust whether they are related to any other member or holder of any office under the Trust.

- iv) Where the relationship to a member of the Trust is disclosed, the Standing Order headed 'Disability of Chairman and members in proceedings on account of pecuniary interest' (SO 7) shall apply.

8. CUSTODY OF SEAL, SEALING OF DOCUMENTS AND SIGNATURE OF DOCUMENTS

8.1 Custody of Seal

The common seal of the Trust shall be kept by the Chief Executive or the Company Secretary in a secure place.

8.2 Sealing of Documents

Where it is necessary that a document shall be sealed, the seal shall be affixed in the presence of two senior managers duly authorised by the Chief Executive, and not also from the originating department, and shall be attested by them.

8.3 Register of Sealing

The Company Secretary shall keep a register in which he/she, shall enter a record of the sealing of every document.

8.4 Signature of documents

Where any document will be a necessary step in legal proceedings on behalf of the Trust, it shall, unless any enactment otherwise requires or authorises, be signed by the Chief Executive or any Executive Director.

In land transactions, the signing of certain supporting documents will be delegated to Managers and set out clearly in the Scheme of Delegation but will not include the main or principal documents effecting the transfer (e.g. sale/purchase agreement, lease, contracts for construction works and main warranty agreements or any document which is required to be executed as a deed).

9. MISCELLANEOUS (see overlap with SFI No. 21.3)

9.1 Joint Finance Arrangements

The Board may confirm contracts to purchase from a voluntary organisation or a local authority using its powers under Section 28A of the NHS Act 1977. The Board may confirm contracts to transfer money from the NHS to the voluntary sector or the health related functions of local authorities where such a transfer is to fund services to improve the health of the local population more effectively than equivalent expenditure on NHS services, using its powers under Section 28A of the NHS Act 1977, as amended by section 29 of the Health Act 1999.

See overlap with Standing Financial Instruction No. 21.3.

SECTION C - SCHEME OF RESERVATION AND DELEGATION

DECISIONS RESERVED TO THE BOARD

REF	THE BOARD	DECISIONS RESERVED TO THE BOARD
NA	THE BOARD	<p>General Enabling Provision</p> <p>The Board may determine any matter, for which it has delegated or statutory authority, it wishes in full session within its statutory powers.</p>
NA	THE BOARD	<p>Regulations and Control</p> <ol style="list-style-type: none"> 1. Approve Standing Orders (SOs), a schedule of matters reserved to the Board and Standing Financial Instructions for the regulation of its proceedings and business. 2. Suspend Standing Orders. 3. Vary or amend the Standing Orders. 4. Ratify any urgent decisions taken by the Chairman and Chief Executive in public session in accordance with SO 5.2 5. Approve a scheme of delegation of powers from the Board to committees. 6. Require and receive the declaration of Board members' interests that may conflict with those of the Trust and determining the extent to which that member may remain involved with the matter under consideration. 7. Require and receive the declaration of officers' interests that may conflict with those of the Trust. 8. Approve arrangements for dealing with complaints. 9. Adopt the Board Committee organisation structures, processes and procedures to facilitate the discharge of business by the Trust and to agree modifications thereto. 10. Receive reports from committees including those that the Trust is required by the Secretary of State or other regulation to establish and to take appropriate action on. 11. Confirm the recommendations of the Trust's committees where the committees do not have executive powers. 12. Approve arrangements relating to the discharge of the Trust's responsibilities as a corporate trustee for funds held on trust. 13. Establish terms of reference and reporting arrangements of all committees and sub-committees that are established by the Board. 14. Approve arrangements relating to the discharge of the Trust's responsibilities as a bailer for patients'

REF	THE BOARD	DECISIONS RESERVED TO THE BOARD
		<p>property.</p> <p>15. Put in place processes for authorization of the use of the Trust seal.</p> <p>16. Ratify or otherwise instances of failure to comply with Standing Orders brought to the Chief Executive's attention in accordance with SO 5.6.</p> <p>17. Discipline members of the Board or employees who are in breach of statutory requirements or SOs.</p>
NA	THE BOARD	<p>Appointments/ Dismissal</p> <ol style="list-style-type: none"> 1. Appoint the Vice Chairman of the Board. 2. Appoint and dismiss committees (and individual members) that are directly accountable to the Board. 3. Appoint, appraise, discipline and dismiss Executive Directors (subject to SO 2.2). 4. Confirm or rescind appointment of members of any committee of the Trust as representatives on outside bodies. 5. Approve proposals of the Remuneration Committee regarding directors and senior employees and those of the Chief Executive for staff not covered by national terms and conditions.
NA	THE BOARD	<p>Strategy, Plans and Budgets</p> <ol style="list-style-type: none"> 1. Define the strategic aims and objectives of the Trust. 2. Approve proposals for ensuring quality and developing clinical governance in services provided by the Trust, having regard to any guidance issued by the Secretary of State. 3. Approve the Trust's policies and procedures for the management of risk. 4. Approve Outline and Final Business Cases for Capital Investment. 5. Approve budgets. 6. Approve annually Trust's proposed organisational development proposals. 7. Ratify proposals for acquisition, disposal or change of use of land and/or buildings. 8. Approve PFI proposals. 9. Approve the opening of bank accounts. 10. Approve proposals on individual contracts (other than NHS contracts) of a capital or revenue nature amounting to, or likely to amount to over £500,000 over a 3 year period or the period of the contract if longer. 11. Approve proposals in individual cases for the write off of losses or making of special payments above the limits of delegation to the Chief Executive and Director of Finance (for losses and special payments) previously approved by the Board. 12. Approve individual compensation payments.

REF	THE BOARD	DECISIONS RESERVED TO THE BOARD
		13. Approve proposals for action on litigation against or on behalf of the Trust. 14. Review use of NHSLA risk pooling schemes (LPST/CNST/RPST).
	THE BOARD	Policy Determination Approve management policies including personnel policies incorporating the arrangements for the appointment, removal and remuneration of staff.
	THE BOARD	Audit 1. Approve the appointment (and where necessary dismissal) of External Auditors and advise the Audit Commission on the appointment. Approval of external auditors' arrangements for the separate audit of funds held on trust, and the submission of reports to the Audit Committee meetings who will take appropriate action. 2. Receipt of the annual management letter received from the external auditor and agreement of proposed action, taking account of the advice, where appropriate, of the Audit Committee. 3. Receipt of an annual report from the Internal Auditor and agree action on recommendations where appropriate of the Audit Committee.
NA	THE BOARD	Annual Reports and Accounts 1. Receive the Trust's Annual Report and Annual Accounts. 2. Receive the Annual Report and Accounts for funds held on trust. 3. Receive the Trust's Quality Accounts
NA	THE BOARD	Monitoring 1. Receipt of such reports as the Board sees fit from committees in respect of their exercise of powers delegated. 2. Continuous appraisal of the affairs of the Trust by means of the provision to the Board as the Board may require from directors, committees, and officers of the Trust as set out in management policy statements. All monitoring returns required by the Department of Health and the Charity Commission shall be reported, at least in summary, to the Board. 3. Receive reports from Director of Finance on financial performance against budget and Local Delivery Plan.

REF	THE BOARD	DECISIONS RESERVED TO THE BOARD
		4. Receive reports from Director of Finance on actual and forecast income from SLA.

DECISIONS/DUTIES DELEGATED BY THE BOARD TO COMMITTEES

REF	COMMITTEE	DECISIONS/DUTIES DELEGATED BY THE BOARD TO COMMITTEES
SFI 11.1.1 SO 4.8.1	AUDIT AND ASSURANCE COMMITTEE	<p>The Committee will review the adequacy of:-</p> <ol style="list-style-type: none"> 1. All risk and control related disclosure statements (in particular the Statement on Internal Control), together with any accompanying Head of Internal Audit statement, external audit opinion or other appropriate independent assurances, prior to endorsement by the Board 2. 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. 3. The policies for ensuring compliance with relevant regulatory, legal and code of conduct requirements. 4. The policies and procedures for all work related to fraud and corruption as set out in Secretary of State Directions and as required by the Counter Fraud and Security Management Service 5. Internal and external audit including appointing internal auditors 6. Approve the annual accounts, annual report and annual governance statement 7. Approve the Charitable Funds Annual Accounts and report 8. Other committees to discharge their functions, in particular relating to managing risks
SFI 20.1.2 SO 4.8.2	REMUNERATION AND TERMS OF SERVICE COMMITTEE	<p>The Committee will:</p> <ol style="list-style-type: none"> 1 Establish and keep under review a remuneration policy in respect of executive board directors and senior managers earning over £70,000 or accountable directly to an executive director and on locally-determined pay 2 In accordance with all relevant laws, regulations and trust policies, decide and keep under review the terms and conditions of office of the trust's executive directors and senior managers earning over £70,000 or accountable directly to an executive director and on locally-determined pay, including: <ul style="list-style-type: none"> • Salary, including any performance-related pay or bonus; • Annual salary increase • Provisions for other benefits, including pensions and cars; • Allowances; • Payable expenses; • Compensation payments.

REF	COMMITTEE	DECISIONS/DUTIES DELEGATED BY THE BOARD TO COMMITTEES
SO 4.8.3	CHARITABLE FUNDS COMMITTEE	<p>The Committee will:</p> <ol style="list-style-type: none"> 1. Ensure the management of the Trust's charitable funds complies with relevant legislation. 2. Monitor all significant transactions within charitable funds. 3. Monitor the charitable funds of the Trust to ensure that any specific conditions are met. 4. Appoint fund managers and monitor their investment performance. 5. Approve the annual financial accounts and annual report, prior to their submission to the Charities Commission. 6. Ensure gifted income is used in accordance with Standing Financial Instructions and the purpose stated by the donor. 7. Review the internal control arrangements within the Trust, in relation to donated funds held, in conjunction with Internal Audit, External Audit and individual staff. 8. Appoint Auditors to audit the Charitable Funds Accounts
SO 4.8.4	QUALITY GOVERNANCE COMMITTEE	<p>The Committee will:</p> <ol style="list-style-type: none"> 1. Enable the Board to obtain assurance that the quality of care within the Trust is of the highest possible standard. 2. Ensure that there are appropriate clinical governance systems and processes and controls are in place throughout the Trust in order to: <ul style="list-style-type: none"> o Promote safety and excellence in patient care o Identify, prioritise and manage risk arising from clinical care o Ensure the effective and efficient use of resources through evidence based clinical practice
SO 4.8.5	TRUST MANAGEMENT COMMITTEE	<p>The Committee will:</p> <ol style="list-style-type: none"> 4. Drive the strategic agenda for the Trust. 5. Ensure that the strategic risks for the Trust are identified and mitigated as well as ensuring that the Trust achieves its performance targets.
SO 4.8.6	FT STEERING GROUP	<p>The Committee will:</p> <ol style="list-style-type: none"> 4. Agree an action plan and associated milestones aligned to the TFA, to deliver a successful foundation trust application, review and revise these as necessary, allocate responsibilities, monitor progress and agree actions as required. 5. Monitor delivery of the key milestones in the TFA. 6. Direct, co-ordinate and manage as necessary the work required for the Trust's foundation trust application, ensuring that the project remains on track.

REF	COMMITTEE	DECISIONS/DUTIES DELEGATED BY THE BOARD TO COMMITTEES
		7. Identify gaps in knowledge, information and practice likely to impede progress to the foundation trust application, alert relevant directors, managers and clinicians to these gaps and review progress in addressing these. 8. Resolve any high level issues which arise. Review and approve key project deliverables including the revision of the Integrated Business Plan, LTFM and Board Governance Assurance Framework (BGAF).
SO 4.8.7	INVESTMENT AND INNOVATION COMMITTEE	The Committee will: Secure assurance and make recommendations to the Board on any significant investment or dis-investment project. Significant is defined to be a new project or service changes with one or more of the following characteristics: <ul style="list-style-type: none"> • Financial value at or above £0.5m • One that is novel or contentious and/ or is likely to impact on the clinical reputation of the Trust • One that requires NTDA approval • One through which the trust will enter into a new service, business structure, joint venture or strategic partnership.
SO 4.8.8	FINANCE AND PERFORMANCE COMMITTEE	The Committee will: <ol style="list-style-type: none"> 1. Give the Board assurance on the management of the financial and corporate performance of the Trust 2. Monitor and support the financial planning and budget setting process. 3. Review business cases with a significant financial impact 4. Oversee developments in financial systems and reporting

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WORCESTERSHIRE ACUTE HOSPITALS NHS TRUST

TRUST BOARD OF DIRECTORS

TERMS OF REFERENCE

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 of Director which exercises all the powers of the Trust on its behalf, but the Board delegate any of those powers to a committee of directors or an executive director. The Board consists of Executive Directors, one of whom is the Chief Executive, and non-executive directors, one of whom is the Chairman.

The Board leads the Trust by undertaking three key roles:

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

The general duty of the Board of Directors and of each director individually, is to act with a view to promoting the success of the Trust so as to maximise the benefits for the public.

The practice and procedure of the meetings of the Board – and of its committees – are not set out here but are described in the Trust's Standing Orders.

Terms of Reference

1. General Responsibilities

The general responsibilities of the Board are:

- 1.1 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, services users and carers;
- 1.2 To ensure that the Trust meets its obligations to the population of Worcestershire, its stakeholders and its staff in a way that is wholly consistent with public sector values;
- 1.3 To exercise collective responsibility for adding value to the Trust by promoting its success through director and supervision of its affairs in a cost effective manner.
- 1.4 In fulfilling its duties, the Board will work in a way that makes the best use of the skills of non-executive and executive directors and embrace the principle of constructive challenge.

2. Leadership

The Board provides active leadership to the organisation by:

- 2.1 Ensuring there is a clear vision and strategy for the Trust that people know about and that it is being implemented, within a framework of prudent and effective controls which enable risk to be assessed and managed;
- 2.2 Ensuring the Trust is an excellent employer by the development of a workforce

strategy and its appropriate implementation and operation.

3. Strategy

The Board:

- 3.1 Sets and maintains the Trust's strategic vision, aims and objectives ensuring the necessary financial, physical and human resources are in place for it to meet its objectives;
- 3.2 Monitors and reviews management performance to ensure the Trust's objectives are met;
- 3.3 Oversees both the delivery of planned services and the achievement of objectives, monitoring performance to ensure corrective action is taken when required;
- 3.4 Develops and maintains an annual business plan and ensures its delivery as a means of taking forward the strategy of the Trust to meet the expectations and requirements of stakeholders;
- 3.5 Ensure that national policies and strategies are effectively addressed and implemented with the Trust

4. Culture

- 4.1 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.

5. Governance

The Board:

- 5.1 Ensures that the Trust has comprehensive governance arrangements in place that guarantee that the resources vested in the Trust are appropriately managed and deployed, that key risks are identified and effectively managed and that the Trust fulfils its accountability requirements;
- 5.2 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;
- 5.3 Ensures compliance with the principles of corporate governance and with appropriate codes of conduct, accountability and openness applicable to NHS Trusts, such as the Duty of Candour.
- 5.4 Formulates, implements and reviews Standing Orders and Standing Financial Instructions as a means of regulating the conduct and transactions of Trust business;
- 5.5 Ensures that statutory duties of the Trust are effectively discharged.
- 5.6 Acts as a corporate trustee for the Trust's charitable funds.
- 5.7 Approves the use of the Trust Seal.
- 5.8 Approves the Annual Governance Statements and Reports

6) Risk Management

The Board:

- 6.1 Ensures an effective systems of integrated governance, risk management and internal control across the whole of the Trust's clinical and corporate activities;

6.2 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;

6.3 Ensures there are appropriately constituted appointment arrangements for senior positions such as consultant medical staff and executive directors.

7) Ethics and Integrity

The Board:

7.1 Ensures that high standards of corporate governance and personal integrity are maintained in the conduct of Trust business;

7.2 Establishes appeals panels as required by employment policies particularly to address appeals against dismissal and final stage grievance hearings;

7.3 Ensures that directors and staff adhere to codes of conduct adopted or introduced from time to time.

8) Committees

8.1 The Board is responsible for maintaining committees of the Board with delegated powers as prescribed by the Trust's Standing Orders and/or the Board from time to time.

9) Communication

The Board:

9.1 Ensures an effective communication channel exists between the Trust, staff and the local community;

9.2 Ensure the effective dissemination of information on service strategies and plans and also provides a mechanism for feedback;

9.3 Ensures that those Board proceedings and outcomes that not confidential are communicated publically, primarily via the Trust's website;

9.4 Publishes an annual report and annual accounts.

10) Financial and Quality Stewardship

The Board:

10.1 Ensures that the Trust operates effectively, efficiently, economically;

10.2 Ensures the continuing financial viability of the organisation;

10.3 Ensures the proper management of resources and that financial and quality of services responsibilities are achieved;

10.4 Ensures that the Trust achieves the targets and requirements of stakeholders within available resources;

10.5 Reviews performance, identifying opportunities for improvement and ensuring those opportunities are taken.

11) The Role of the Chairman

11.1 The Chairman is responsible for leading the Board and for ensuring that it successfully discharges its overall responsibilities for the Trust as a whole.

11.2 The Chairman reports to the Chair of the SHA and is responsible for the effective running of the Board. He is responsible for ensuring that the Board as a whole pays a full part in the development and determination of the Trust's strategy and overall objectives.

11.3 The Chairman is the guardian of the Board's decision-making processes and provides general leadership of the Board.

12) The Role of the Chief Executive

12.1 The Chief Executive Officer (CEO) reports to the Chairman and to the Board directly. All members of the executive management structure report either directly or indirectly to the CEO.

12.2 The CEO is responsible to the Board for the running of the Trust's business and proposing and developing the Trust's strategy and overall objectives for approval by the Board.

12.3 The CEO is responsible for implementing the decisions of the Board and its committees, providing information and support to the Board.

13) Other Matters

13.1 The Trust Board shall be supported by a Company Secretary whose duties will include:

- Advising the Board on governance matters
- Agreement of agenda for the Board and Board committee meetings with the Chairman and Chief Executive
- Collation of reports and papers for Board meetings;
- Ensuring that suitable minutes are taken, keeping a record of matter arising and issues to be carried forward.

13.2 A full set of papers comprising the agenda, minutes and associated reports and papers will be sent within timescale set out in the Standing Orders to all directors and others as agreed with the Chairman and Chief Executive from time to time.

13.3 The Board shall self-assess its performance following each Board meeting.

14) Quorum

14.1 No business shall be transacted at a Board meeting unless at least one-third of the whole number of the Chairman and members (including at least one members who is also an executive director of the Trust and one member who is a non-executive director of the Trust present.

15) Attendance

15.1 Board members are expected to attend all meetings, with a minimum of at least 10 meetings per year. Any attendance less than 10 will be subject to discussions and agreement with the Chairman and Chief Executive.

16) Record of Business

16.1 Minutes of Board meetings shall be produced and circulated to members of the Board no later than 5 working days following each meeting.

16.2 The Agenda will be sent to members 6 calendar days before the meeting and supporting papers, whenever possible, shall accompany the agenda, but will certainly be dispatched no later than 3 calendar days before the meeting, save in emergency.

17) Frequency

17.1 Meetings shall normally be held 12 times a year.

18) Review Period

18.1 The terms of reference for the Board will be reviewed annually by 31st March.

WORCESTERSHIRE ACUTE HOSPITALS NHS TRUST

AUDIT AND ASSURANCE COMMITTEE

TERMS OF REFERENCE

Purpose

The Audit and Assurance Committee has been established to critically review the governance and assurance processes upon which the Trust Board places reliance, ensuring that the organisation operates effectively and meets its strategic objectives.

The Assurance Framework is the key source of evidence that links strategic objectives to risks, controls and assurances and is the main tool that the Trust Board should use in discharging its overall responsibility for internal control. Thus, the Audit Committee should review whether;

- The format of the Assurance Framework is appropriate for the organisation
- The processes around the Framework are robust and relevant
- The controls in place are sound and complete
- The assurances are reliable and of good quality
- The data the assurances are based on is reliable

Constitution

The Board hereby resolves to establish a Committee of the Board to be known as the Audit Committee (The Committee). The Committee is a non-executive committee of the Board and has no executive powers, other than those specifically delegated in these Terms of Reference.

Membership

The Committee shall be appointed by the Board from amongst the Non-Executive Directors of the Trust and shall consist of not less than three members. The Board will appoint one of the members as Chair of the Committee and a further member as Vice-Chair.

Attendance

The Director of Finance, Medical Director for Patient Safety, the Head of Internal Audit, a representative from the Trust's External Auditors and the Trust's Local Counter Fraud Specialist shall normally attend meetings. However, at least once a year the Committee should meet privately with the External and Internal Auditors.

The Chief Executive and other executive directors should be invited to attend, particularly when the Committee is discussing areas of risk or operation that are the responsibility of that director.

In addition, the Chief Executive should be invited to attend, at least annually, to discuss with the Audit and Assurance Committee the process for assurance that supports the Annual Governance Statement.

The Chair of the organization shall not be a member of the Audit Committee.

The Company Secretary shall attend the meeting and provide appropriate support to the Chairman and committee members.

Appropriate arrangements for the taking of minutes will be put in place by the Director of Finance/Company Secretary.

Except in exceptional circumstances, members are required to attend at least 3 of the meetings per year.

Quoracy

A quorum shall be two members.

Frequency

The Committee must consider the frequency and timing of meetings needed to allow it to discharge all of its responsibilities. Meetings shall be held not less than 5 times per year and are to be scheduled on a bi-monthly basis. The External Auditor or Head of Internal Audit may request a meeting if they consider that one is necessary. The holding of such a meeting shall be at the discretion of the Chair of the Audit Committee.

Authority

The Committee is authorised by the Trust Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee. The Committee is authorised by the Trust Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

Duties

The duties of the Committee can be categorised as follows:

Governance, Risk Management and Internal Control

The Committee will review the adequacy of:-

1. All risk and control related disclosure statements (in particular the Statement on Internal Control), together with any accompanying Head of Internal Audit statement, external audit opinion or other appropriate independent assurances, prior to endorsement by the Board
2. 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.
3. The policies for ensuring compliance with relevant regulatory, legal and code of conduct requirements.
4. The policies and procedures for all work related to fraud and corruption as set out in Secretary of State Directions and as required by the Counter Fraud and Security Management Service.

In carrying out this work the Committee will primarily utilise the work of Internal Audit, External Audit and other assurance functions, but will not be limited to these audit functions. It will also seek reports and assurances from directors and managers as appropriate, concentrating on the over-arching systems of integrated governance, risk management and internal control, together with indicators of their effectiveness.

This will be evidenced through the Committee's use of an effective Assurance Framework to guide its work, and that of the audit and assurance functions that report to it.

Internal Audit

The Committee shall ensure that there is an effective internal audit function established by management that meets mandatory NHS Internal Audit Standards and provides appropriate independent assurance to the Audit and Assurance Committee, Chief Executive and Trust Board. This will be achieved by:-

1. Consideration of the provision of the Internal Audit Service, including the cost of the audit.
2. Review and approval of the Internal Audit strategy, operational plan and detailed programme of work, ensuring that this is consistent with the audit needs of the organisation, as identified in the assurance framework.
3. Consideration of the major findings of internal audit work (and management's response) and ensure co-ordination between the Internal and External Auditors to optimise audit resources.
4. Ensuring that the Internal Audit function is adequately resourced, suitably qualified and has appropriate standing and access within the organisation.
5. Annual review of the effectiveness of internal audit, including consideration of the Internal Audit Annual Report.

External Audit

The Committee shall review the work and findings of the External Auditor appointed by the Audit Commission and consider the implications and management's responses to their work. This will be achieved by:-

1. Consideration of the appointment and performance of the External Auditor, as far as the Audit Commission's rules permit.
2. 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 coordination, as appropriate, with other Internal Audit and External Auditors in the local health economy.
3. Discussion with the External Auditor of its local evaluation of audit risks and assessment of the Trust and associated impact on the audit fee.
4. Review all External Audit reports, including agreement of the annual audit letter before submission to the Trust Board and any work carried outside the annual audit plan, together with the appropriateness of management responses.

Other Assurance Functions

The Committee shall review the findings of other significant assurance functions, both internal and external to the organisation, and consider the implications to the governance of the organisation.

These will include, but will not be limited to, any reviews by Department of Health Arms Length Bodies or Regulators/Inspectors (e.g. Care Quality Commission, NHS Litigation etc) professional bodies with responsibility for the performance of staff or functions (e.g. Royal Colleges, accreditation bodies etc).

In addition, the Committee will through an agreed annual work plan, review the work of other committees within the organisation, whose work can provide relevant assurance to the Committee's own scope of work.

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.

Management

The Committee shall request and review reports and positive assurances from directors and managers on the overall arrangements for governance, risk management and internal control.

The Committee may also request specific reports from individual functions or major change programmes within the organisation as appropriate.

Financial Reporting

The Committee shall monitor the integrity of the financial statements of the Trust and any formal announcements relating to the Trust's financial performance.

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

The Committee shall review the Annual Report and 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 mis-statements in the financial statements.
- Significant judgments in preparation of the financial statements.
- Significant adjustments resulting from the audit.
- Letter of Representation
- Qualitative aspects of financial reporting

Reporting Structure

The Minutes of Committee meetings shall be formally recorded and a report of each meeting submitted to the Trust Board. The Chair of the Committee shall draw to the attention of the Board any issues that require disclosure to the full Board, or require executive action.

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 and the appropriateness of the supporting evidence.

Record of Business

Minutes of Committee meetings shall be produced and circulated to members of the Committee no later than five working days following each meeting.

Agendas and associated papers shall be sent out no later than five working days before the meeting.

Review Period

The Committee's membership and terms of reference will be reviewed annually by 31st March.

Terms of Reference

Quality Governance Committee (QGC)

Version: 1.0

Terms of Reference approved by: QGC

Date approved: 14 January

Author: **Company Secretary**

Responsible directorate: Nursing

Review date: March 2015

Quality Governance Committee

Terms of Reference

1. Introduction/Authority

The Quality Governance Committee (QGC) is constituted as a standing committee of the Trust's board. Its constitution and terms of reference are set out below, subject to amendment at future Trust board meetings.

The QGC is authorised by the board to act within its terms of reference. All members of staff are directed to co-operate with any request made by the QGC.

The QGC is authorised by the Trust board to instruct professional advisors and request the attendance of individuals and authorities from outside the Trust with relevant experience and expertise if it considers this necessary for or expedient to the exercise of its functions.

The QGC is authorised to obtain such internal information as is necessary and expedient to fulfil its functions.

2. Membership

- Associate Non-Executive Director (Chair)
- Three Non-Executive Directors
- Chief Executive
- Chief Nursing Officer
- Chief Medical Officer
- Director of Strategic Development
- Associate Medical Director – Patient Safety
- Associate Medical Director – Clinical Effectiveness
- Associate Medical Director – Research and Development
- Company Secretary
- Patient Forum Representative

In attendance:

- Head of Clinical Governance and Risk Management
- CCG representative

As required:

- Divisional Medical Directors
- Divisional Nurse Directors
- Divisional Directors of Operations
- Other personnel as invited by the Chair

- 2.1 The Chair of the Group is appointed by the Trust Board.
- 2.2 Trust employees who serve as members of the QGC do not do so to represent or advocate for their respective department, division or service area but to act in the interests of the Trust as a whole and as part of the Trust-wide governance structure.

3 Arrangements for the conduct of business

3.1 Chairing the meetings

The Associate Non-Executive Director will chair the meetings. In the absence of the Associate Non-Executive Director, the Chair will be a non-executive director.

3.2 Quorum

The Group will be quorate when one third of the members are present including at least one non-executive director and one clinician, including the Chief Nurse or the Chief Medical Officer.

3.3 Frequency of meetings

The Committee will meet monthly.

3.4 Frequency of attendance by members

Members are expected to attend a minimum of 10 meetings each year, unless there are exceptional circumstances.

3.5 Declaration of interests

If any member has an interest, pecuniary or otherwise, in any matter and is present at the meeting at which the matter is under discussion, he/she will declare that interest as early as possible and shall not participate in the discussions. The Chair will have the power to request that member to withdraw until the subject consideration has been completed. All declarations of interest will be minuted.

3.6 Urgent matters arising between meetings

If there is a need for an emergency meeting, the Chair will call one in liaison with the CNO/CMO.

3.7 Secretariat support

Secretarial support will be through the CE secretariat and a report will be presented to the Trust Board.

4 Authority

The Committee is authorised by the Trust Board.

5 Purpose and Functions

5.1 Purpose

- To enable the Board to obtain assurance that the quality of care within the Trust is of the highest possible standard.
- To ensure that there are appropriate clinical governance systems and processes and controls are in place throughout the Trust in order to:
 - Promote safety and excellence in patient care
 - Identify, prioritise and manage risk arising from clinical care
 - Ensure the effective and efficient use of resources through evidence based clinical practice

The relationship between the QGC and other committees can be viewed on the Internet via the following link:

<http://www.worcsacute.nhs.uk/the-trust/organisational-structure/>

5.2 Duties

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In fulfilling the purposes above, the specific duties of the Committee are as follows:

5.2.1 In respect of general governance arrangements:

- a. to ensure that all statutory elements of clinical governance are adhered to within the Trust;
- b. to agree trust-wide clinical governance priorities and give direction to the clinical governance activities of the Trust's divisions, not least by reviewing and approving each division's annual quality governance plan;
- c. to approve the Trust's annual quality report before submission to the board;
- d. to approve the terms of reference and membership of its reporting sub-committees as may be varied from time to time at the discretion of the QGC and oversee the work of those sub-committees, receiving reports from them as specified by committee in the sub-committees' terms of reference for consideration and action as necessary;
- e. to consider matters referred to the QGC by the board;
- f. to consider matters referred to the QGC by its sub-committees;
- g. to receive and approve the annual clinical audit programme ensuring that it is consistent with the audit needs of the Trust;
- h. to make recommendations to the audit committee concerning the annual programme of internal audit work, to the extent that it applies to matters within these terms of reference;
- i. to foster quality governance links with primary care and other stakeholders including patient forum members.

5.2.2 In respect of safety and excellence in patient care, in particular, the QGC is responsible for:

- a. The committee will be responsible for assuring the Board that the services provided meet the requirements of the Health and Social Care Act and the CQC's standards, and are well-led
- b. NHS Outcomes Framework 1-5
- c. ensuring that internal standards are set and monitored, including (without limitation):
 - commissioning the setting of standards by the board and ensure that a mechanism exists for these standards to be monitored;
 - ensuring that standards outlined in national service frameworks are implemented and monitored;
 - ensuring compliance with NHSLA standards; and
 - ensuring compliance with the registration criteria of the Care Quality Commission;
- d. ensuring engagement with the leaders of divisions to ensure regular and constructive scrutiny of activities;
- e. promoting an organisational climate of open and honest reporting of any situation that may threaten the quality of patient care in accordance with the trust's policy on reporting issues of concern and monitoring the implementation of that policy;
- f. overseeing the review of patient safety incidents (including near-misses, complaints, claims and regulation 28 coroner reports) from within the Trust and wider NHS to identify similarities or trends and

- g. areas for focussed or organisation-wide learning;
- g. identifying opportunities for improvement in respect of incidents or complaints identified through the national patient survey or locally through PALS, and ensuring that appropriate action is taken;
- h. oversight of the system within the trust for obtaining and maintaining any licences relevant to clinical activity in the trust (e.g. licences granted by the Human Tissue Authority or any successor organisation), receiving such reports as the quality governance committee considers necessary;
- i. monitoring compliance with the national standards of quality and safety of the Care Quality Commission, and the quality governance framework or its successor in order to provide relevant assurance to the Board so that the Board may approve the trust's annual governance statement;
- j. ensuring that risks to patients are minimised through the application of a comprehensive risk management system including, without limitation:
 - a (minimum) six monthly report from the Risk Executive Group which details:
 - the trust's risk management strategy
 - processes to ensure the escalation of risks from directorate and divisional risk registers to the corporate risk register
 - monitoring of the Trust's risk management policy;
 - priorities and actions using the assurance framework;
 - recommendations from external bodies e.g. the National Confidential Enquiry into Patient Outcomes and Death or Care Quality Commission or Royal Colleges, as well as those made internally e.g. in connection with serious incident reports and adverse incident reports, into practice and has mechanisms to monitor their delivery;
 - implementation of reports or recommendations from National Agencies for Patient Safety;
 - safeguarding children and adults within the Trust; and
 - escalation to the executive board and/or audit committee and/or board any identified unresolved risks arising within the scope of these terms of reference that require executive action or that pose significant threats to the operation, resources or reputation of the trust;
- k. agreeing the annual patient experience plan and monitoring progress;
- l. assuring that the Trust has reliable, real time, up-to-date information about what it is like being a patient experiencing care administered by the trust, so as to identify areas for improvement and ensure that these improvements are effected.

5.3.3 In particular, in respect of efficient and effective use of resources through evidence-based clinical practice:

- a. to agree the annual quality plan and monitor progress;
- b. to receive regular reports from the Finance and Performance Committee on the monitoring of the impact on the trust's quality of care of cost improvement programmes and any other significant reorganisations (ensuring that there is a clear process for staff to raise associated concerns and for these to be escalated to the committee)

- and report any concern relating to an adverse impact on quality to the trust board;
- c. to ensure that care is based on evidence of best practice/national guidance;
 - d. to assure that procedures stipulated by professional regulators of chartered practice (i.e. General Medical Council and National Midwifery Council) are in place and performed to a satisfactory standard;
 - e. to ensure that there is an appropriate process in place to monitor and promote compliance across the trust with clinical standards and guidelines including but not limited to NICE guidance and guidelines and radiation use and protection regulations (IR(ME)R);
 - f. to assure the implementation of all new procedures and technologies according to trust policies;
 - g. to review the implications of confidential enquiry reports for the trust and to endorse, approve and monitor the internal action plans arising from them;
 - h. to monitor trends in complaints received by the trust and commission actions in response to adverse trends where appropriate;
 - i. to monitor the development of quality indicators throughout the trust;
 - j. to generally monitor the extent to which the trust meets the requirements of commissioners and external regulators;
 - k. to identify and monitor any gaps in the delivery of effective clinical care ensuring progress is made to improve these areas, in all specialties;
 - l. to ensure the research programme and governance framework is implemented and monitored;
 - m. to ensure that there is an appropriate mechanism in place for action to be taken in response to the results of clinical audit and the recommendations of any relevant external reports (e.g. from the Care Quality Commission);
 - n. to ensure that where practice is of high quality, that practice is recognised and propagated across the trust; and
 - o. to ensure the trust is outward-looking and incorporates the recommendations from external bodies into practice with mechanisms to monitor their delivery.

6. Relationships and reporting

6.1 The Committee is accountable to the Trust Board. The quality governance committee will report after each of its meetings to the Trust Board in public and where appropriate in private.

6.2 The following sub groups report to the Quality Governance committee

- Patient Experience Group
- Safe Patient Group
- Clinical Effectiveness Committee
- Cancer Board
- Trust Infection Prevention and Control Committee

The Groups above have the following work streams:

- Patient Experience
 - patient and public involvement
 - Maternity Services Liaison Committee
 - safeguarding children and vulnerable adults

- complaints and clinical claims
- Safe Patient
 - diagnostics, drugs and therapeutic committee
 - resuscitation committee
 - blood transfusion committee
 - tissue bank committee
 - thrombosis committee
 - Never events, serious incidents and incidents
 - Mortality and morbidity
- Clinical Effectiveness
 - clinical audit committee
 - clinical guidelines committee
 - radiological effectiveness committee
- Cancer Board
 - Peer reviews
 - Patient experience
 - Outcomes
- Trust Infection Prevention and Control Committee
 - Infection prevention and control

7 Review of the Terms of Reference

These Terms of reference will be reviewed in March 2015.

KS/TOR (corp gov TOR)

Terms of Reference

Remuneration and Terms of Service Committee

Version: 1.1

Terms of Reference approved by:

Date approved:

Author: **Company Secretary**

Responsible directorate: Chief Executive's

Review date: March 2015

Terms of reference

Remuneration and Terms of Service Committee

1. Authority

- 1.1 The remuneration committee (the committee) is constituted as a standing committee of the trust's board. Its constitution and terms of reference shall be as set out below, subject to amendment at future board meetings.
- 1.2 The committee is authorised by the board to act within its terms of reference. All members of staff are directed to co-operate with any request made by the committee.
- 1.3 The committee is authorised by the board to instruct professional advisors and request the attendance of individuals and authorities from outside the trust with relevant experience and expertise if it considers this necessary for or expedient to the exercise of its functions.
- 1.4 The committee is authorised to obtain such internal information as is necessary and expedient to the fulfilment of its functions.

2. Main Purpose

- 2.1 To be responsible for identifying and appointing candidates to fill all the executive director positions on the board and for determining their remuneration and other conditions of service.

When appointing the chief executive, the committee shall be the committee described in Schedule 7, 17(3) of the National Health Service Act 2006 (the Act). When appointing the other executive directors the committee shall be the committee described in Schedule 7, 17(4) of the Act.

3. Appointments role

The committee will:

- 3.1 Regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) of the board, making use of the output of the board evaluation process as appropriate, and make recommendations to the board, and nomination committee of the council of governors, as applicable, with regard to any changes.
- 3.2 Give full consideration to and make plans for succession planning for the chief executive and other executive board directors taking into account the challenges and opportunities facing the trust and the skills and expertise needed on the board in the future.
- 3.3 Keep the leadership needs of the trust under review at executive level to ensure the continued ability of the trust to operate effectively in the health economy.

- 3.4 Be responsible for identifying and appointing candidates to fill posts within its remit as and when they arise.
- 3.5 When a vacancy is identified, evaluate the balance of skills, knowledge and experience on the board, and its diversity, and in the light of this evaluation, prepare a description of the role and capabilities required for the particular appointment. In identifying suitable candidates the committee shall use open advertising or the services of external advisers to facilitate the search; consider candidates from a wide range of backgrounds; and consider candidates on merit against objective criteria.
- 3.6 Ensure that a proposed executive director's other significant commitments (if applicable) are disclosed before appointment and that any changes to their commitments are reported to the board as they arise.
- 3.7 Ensure that proposed appointees disclose any business interests that may result in a conflict of interest prior to appointment and that any future business interests that could result in a conflict of interest are reported.
- 3.8 Consider any matter relating to the continuation in office of any board executive director including the suspension or termination of service of an individual as an employee of the trust, subject to the provisions of the law and their service contract.

4. Remuneration role

The committee will:

- 4.1 Establish and keep under review a remuneration policy in respect of executive board directors and senior managers earning over £70,000 or accountable directly to an executive director and on locally-determined pay.
- 4.2 Consult the chief executive about proposals relating to the remuneration of the other executive directors.¹
- 4.3 In accordance with all relevant laws, regulations and trust policies, decide and keep under review the terms and conditions of office of the trust's executive directors and senior managers earning over £70,000 or accountable directly to an executive director and on locally-determined pay, including:
 - Salary, including any performance-related pay or bonus;
 - Annual salary increase
 - Provisions for other benefits, including pensions and cars;
 - Allowances;
 - Payable expenses;
 - Compensation payments.
- 4.4 In adhering to all relevant laws, regulations and trust policies:
 - 4.4.1 establish levels of remuneration which are sufficient to

¹ Monitor NHS Foundation Trust Code of Governance, E.2, supporting principle

attract, retain and motivate all staff covered by these terms of reference with the quality, skills and experience required to lead the trust successfully, without paying more than is necessary for this purpose, and at a level which is affordable for the trust;

4.4.2 use national guidance and market benchmarking analysis in the annual determination of remuneration of executive directors [and senior managers earning over £70,000 or accountable directly to an executive director and on locally-determined pay], while ensuring that increases are not made where trust or individual performance do not justify them;

4.4.3 be sensitive to pay and employment conditions elsewhere in the trust.

4.5 Monitor, and assess the output of the evaluation of the performance of individual executive directors, and consider this output when reviewing changes to remuneration levels.

4.6 Advise upon and oversee contractual arrangements for executive directors, including but not limited to termination payments to avoid rewarding poor performance.

5. Membership

5.1 The membership of the committee shall consist of:

- the trust chair;
- two other non-executive directors;
and in addition, when appointing executive directors other than the chief executive
- the chief executive

5.2 The trust chair shall chair the committee.

5.3 The Director of Human Resources and OD will be in attendance at each meeting.

6. Secretary

6.1 The trust secretary shall be secretary to the committee.

7. Attendance

7.1 Only members of the committee have the right to attend committee meetings.

7.2 **Other persons may be invited by the committee to attend a meeting so as to assist in deliberations.**

7.3 Any non-member, including the secretary to the committee, will be asked to leave the meeting should their own conditions of employment be the subject of discussion.

8. Frequency of meetings

8.1 Meetings shall be called as required, but at least once in each financial year.

9. Minutes and reporting

- 9.1 Formal minutes shall be taken of all committee meetings.
- 9.2 The committee will report to the board after each meeting.
- 9.3 The committee shall receive and agree a description of the work of the committee, its policies and all executive director emoluments in order that these are accurately reported in the required format in the trust's annual report and accounts.

10. Performance evaluation

- 10.1 As part of the board's annual performance review process, the committee shall review its collective performance

11. Review

- The terms of reference of the committee shall be reviewed by the board when required, but at least annually.

KS/corp gov/ToR
January 2014

Terms of Reference

FINANCE AND PERFORMANCE COMMITTEE

Version: **1.4**

Terms of Reference approved by: **Trust Board**

Date approved:

Author: **Company Secretary**

Responsible directorate: **Finance**

Review date: March 2014

FINANCE AND PERFORMANCE COMMITTEE

Terms of Reference

1 Introduction

The purpose of the Finance and Performance Committee (F&P) is to act as a sub-committee of the Trust Board to give the Board assurance on the management of the financial and corporate performance of the Trust and to monitor and support the financial planning and budget setting process. The Committee will also review business cases with a significant financial impact or those referred by the Service Development Group and oversee developments in financial systems and reporting, e.g. SLR/PLICS.

The Committee will also support the Trust in its application for Foundation Trust status and to operate the FT business model. The Committee will also review the performance strategy of the Trust and hold the Trust to account on national and local targets.

3. Membership

- Trust Chair
- Two non-executive directors
- Chief Executive
- Chief Operating Officer
- Director of Resources/Deputy Chief Executive
- Chief Nursing Officer
- Director of Asset Management & ICT
- Divisional Directors of Operations

In attendance:

- Deputy Director of Finance
- Other senior finance staff as required
- Divisional Medical Directors/Divisional representatives and other staff as appropriate

2.1 The Chair of the Committee is appointed by the Trust Board.

3 Arrangements for the conduct of business

3.1 Chairing the meetings

The Trust Chair will chair the meetings. In the absence of the Chair, a non-executive director will chair the meeting.

3.2 Quorum

The Committee will be quorate when two non-executive officers and one executive director are present.

3.3 Frequency of meetings

The Committee will meet monthly.

3.4 Frequency of attendance by members

Members are expected to attend each meeting, unless there are exceptional circumstances.

3.5 Declaration of interests

If any member has an interest, pecuniary or otherwise, in any matter and is present at the meeting at which the matter is under discussion, he/she will declare that interest as early as possible and shall not participate in the discussions. The Chair will have the power to request that member to withdraw until the subject consideration has been completed. All declarations of interest will be minuted.

3.6 Urgent matters arising between meetings

If there is a need for an emergency meeting, the Chair will call one in liaison with the Director of Resources.

3.7 Secretariat support

Secretarial support will be through the Finance Directorate.

4 Authority

The Committee is authorised by the Trust Board.

5 Purpose and Functions

5.1 Purpose

To act as a sub-committee of the Trust Board to:

- Give the Board assurance on the management of the financial and corporate performance of the Trust
- Monitor and support the financial planning and budget setting process
- Review business cases with a significant financial impact or those referred by the Service Development Committee
- Oversee developments in financial systems and reporting, e.g. SLR/PLICS

5.2 Duties

In discharging the purpose above, the specific duties of the F&P Committee are as follows:

5.2.1 Financial Management

To provide key assurances on the financial governance of the Trust through a programme of review work incorporating the following:

- To oversee and evaluate the development of the Trust's financial strategy to deliver its integrated business plan.
- To oversee the financial part of the FT application process
- To regularly review the financial standing of the Trust
- Review and endorsement of the annual revenue and capital budgets before they are presented to the Board for approval.
- Monitor income and expenditure against planned levels and make recommendations for corrective action should excess variances occur.
- Review expenditure against the agreed capital plan.

- To review the key financial risks facing the trust
- To review financial aspects of key policy areas
- To review the Trust's and as appropriate CCG QIPP programmes as required by the QIPP Committee
- To review the financial impact on quality of the financial strategy
- To receive reports relating to the financial recovery plan
- To commission work as needed to enhance the work of the Committee

5.2.2 Performance Management

- To oversee and evaluate the development of the Trust's performance strategy to performance manage against strategy and against plan.
- Review the performance report and dashboards against local/national targets
- Review performance against the CQUIN targets
- Review areas of underperformance and agree corrective actions
- Horizon scan regarding new targets
- Develop performance dashboards for reporting to the Board

5.2.3 Other Duties

- To scrutinise the financial aspects of business cases/investment proposals as necessary prior to review by SDC/Investment Committee.
- Receive updates on the contract negotiations giving direction as necessary.
- Periodically review financial policies and procedures including the SFIs, scheme of delegation, etc. to ensure that they are still relevant and appropriate.
- Review the outputs of benchmarking exercises and consider appropriate actions.
- To identify any training needs for Committee members and to ensure that all members are competent in ensuring they can undertake their duties as members of the Committee.

6. Relationships and reporting

6.1 The F&P Committee is accountable to the Trust Board and will report monthly to the Board.

6.2 The F&P Committee will retain a close relationship with the Integrated Governance Committee, Investment and Innovation Committee and the Audit Committee. This will include referring matters to those committees and receiving referrals from those committees.

7 Review of the Terms of Reference

These Terms of reference will be reviewed in March 2014 or earlier if deemed appropriate by the Chair.

KS/F&P v1.4 final
October 2013

WORCESTERSHIRE ACUTE HOSPITALS NHS TRUST

CHARITABLE FUNDS COMMITTEE

TERMS OF REFERENCE

Purpose

The Charitable Funds Committee has been established to manage the Trust's Charitable Funds on behalf of the Trust, as Corporate Trustee.

Terms of Reference

9. To ensure the management of the Trust's charitable funds complies with relevant legislation.
10. To monitor all significant transactions within charitable funds.
11. To monitor the charitable funds of the Trust to ensure that any specific conditions are met.
12. To appoint fund managers and monitor their investment performance.
13. To approve the annual financial accounts and annual report, prior to their submission to the Charities Commission.
14. To ensure gifted income is used in accordance with Standing Financial Instructions and the purpose stated by the donor.
15. To review the internal control arrangements within the Trust, in relation to donated funds held, in conjunction with Internal Audit, External Audit and individual staff.
16. To appoint Auditors to audit the Charitable Funds Accounts.

Reporting Structure

The Charitable Funds Committee is a committee of the Board. The Minutes of Committee meetings shall be formally recorded and a report of each meeting submitted to the Board. The Chairman of the Committee shall draw to the attention of the Board any issues that require disclosure to the full Board, or require executive action.

Membership

All Board Directors are Trustees of the Trust's Charitable Funds. The Committee shall be appointed by the Board from amongst the Board and shall consist of 3 Non-Executive Directors and 3 Executive Directors. One of the members, a Non-Executive Director, shall be appointed by the Board as Chair of the Committee and a further Director as Vice-Chair. Their term of office shall be for 2 years and they may then be re-appointed for one further term of office (i.e. a maximum of 4 years).

The Trust Chairman shall be appointed Chairman of the Committee by the Board. Except in exceptional circumstances, members are required to attend at least 1 meeting a year.

Members

Trust Board Chairman

Two non-executive directors, one of which shall be the vice chairman

Chief Executive

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Director of Finance/Deputy CEO
Director of Nursing or Chief Medical Officer

Quorum

A quorum shall consist of four members, of which one shall be the Chair or Vice-Chair of the Charitable Funds Committee.

Attendance

The Assistant Director of Finance and the Charitable Funds Accountant shall normally be expected to attend meetings and report to the Board on the utilization of and accounting for funds held on Trust. The Board will request the attendance of others as necessary.

The Trust's Investment Advisors will be required to attend at least one meeting per annum.

Record of Business

Minutes of the Committee meetings shall be produced and circulated to the members of the Committee no later than 5 working days following each meeting.

Agendas and associated papers will be sent out no later than five working days before the next meeting.

Committee Secretary

The Company Secretary is responsible for ensuring the Committee's business is recorded appropriately.

Frequency

Meetings shall be held at a minimum of once a year.

Review Period

The Committee membership and Terms of Reference are to be reviewed annually by 31st March.

Terms of Reference

Trust Management Committee

Please note that these need final approval by the TMC at its meeting in February 2014. Changes have been done after an initial discussion in January 2014

Version: 1.3

Terms of Reference approved by:

Date approved:

Author: **Company Secretary**

Responsible directorate: Chief Executive

Review date: March 2015

WORCESTERSHIRE ACUTE HOSPITALS NHS TRUST

Trust Management Committee

Terms of Reference

4. Introduction

This Committee will act as a subcommittee of the Trust Board and is set up to drive the strategic agenda for the Trust. The Committee will ensure that the strategic risks for the Trust are identified and mitigated as well as ensuring that the Trust achieves its performance targets.

5. Membership

Chief Executive
Director of Resources/Deputy Chief Executive
Director of Strategic Development
Director of HR and OD
Chief Operating Officer
Chief Nursing Officer
Chief Medical Officer
Divisional Medical Directors
Divisional Nurse Directors
Division Director of Nursing and Midwifery
Divisional Directors of Operations
County Cancer Lead

In attendance:

Company Secretary
Director of Estates, IT and Facilities

2.1 The Chair of the Group is appointed by the Trust Board.

3 Arrangements for the conduct of business

3.1 Chairing the meetings

The Chief Executive will chair the meetings. In the absence of the Chief Executive, the Chair will be the Director of Resources/Deputy Chief Executive.

3.2 Quorum

The Group will be quorate when one third of members are present including two non-clinical members of the Executive Management team and three clinicians.

3.3 Frequency of meetings

The Committee will meet monthly.

3.4 Frequency of attendance by members

Members are expected to attend each meeting, unless there are exceptional circumstances.

3.5 Declaration of interests

If any member has an interest, pecuniary or otherwise, in any matter and is present at the meeting at which the matter is under discussion, he/she will

declare that interest as early as possible and shall not participate in the discussions. The Chair will have the power to request that member to withdraw until the subject consideration has been completed. All declarations of interest will be minuted.

3.6 Urgent matters arising between meetings

If there is a need for an emergency meeting, the Chair will call one in liaison with the clinicians.

3.7 Secretariat support

Secretarial support will be through the CE secretariat.

4 Authority

The Committee is authorised by the Trust Board.

5 Purpose and Functions

5.1 Purpose

The purpose of the Committee is to drive the strategic agenda for the Trust. The Committee will ensure that the strategic risks for the Trust are identified and mitigated as well as ensuring that the Trust achieves its performance targets.

5.2 Duties

In discharging the purpose above, the specific duties of the TMC are as follows:

- Develop and oversee the implementation of the Trust Transformation agenda
- Overseeing the development of the business plan for the Trust and act as Project Board
- Developing and monitoring the strategic objectives
- Managing the delivery of the strategic objectives
- Identification of the strategic risks to the delivery of the strategic objectives and ensuring mitigation of those risks
- Monitoring the overall performance of the Business Plan including the quality, financial and workforce performance
- Oversee the divisional working and receive reports relating to the performance of the divisions as they relate to the achievement of the strategic objectives
- Approve and oversee implementation of all strategies including the cancer strategy
- To ensure that risks to patients are minimised through the application of a comprehensive risk management system including, without limitation:
 - to review the trust's risk management strategy prior to its presentation to the trust board for approval;
 - to ensure that processes are in place to ensure the escalation of risks from divisional risk registers to the corporate risk register and receive reports from the trust's risk manager;
 - to identify areas of significant risk, set priorities and place actions using the assurance framework;
- To ensure the trust incorporates the recommendations from external bodies e.g. the National Confidential Enquiry into Patient Outcomes and Death or Care Quality Commission, as well as those made internally e.g. in connection with serious incident reports and adverse incident reports,

- into practice and has mechanisms to monitor their delivery;
- To approve trust wide clinical policies and other operational policies;
- To ensure those areas of risk within the trust are regularly monitored and that effective disaster recovery plans are in place;
- To escalate to the executive board and/or audit committee and/or board any identified unresolved risks arising within the scope of these terms of reference that require executive action or that pose significant threats to the operation, resources or reputation of the trust
- Receives and comments upon service delivery change plans
- Receives and actions relevant external and internal reports on trust activity, regulatory compliance and peer reviews
- Oversees the coordination of clinical leadership development within the organisation
- Oversee the corporate performance of the Trust and take appropriate action to rectify if required.

6. Relationships and reporting

6.1 The Committee is accountable, via the Chief Executive, to the Trust Board. TMC will report after each meeting to the Trust Board.

6.2 The sub groups accountable to the TMC are as follows:

- Risk Executive Group (bi-monthly)
- COOG (bi-monthly)
- Workforce and OD (bimonthly)
- Equality and Diversity (quarterly)
- Strategic Development Group (quarterly)
- Professional Forum (quarterly)
- Trust-wide Learning and Development Group (quarterly)
- QIPP (monthly)
- Health Records

These groups will provide regular reports to the TMC, as indicated.

7 Review of the Terms of Reference

These Terms of reference will be reviewed in March 2015.

KS/ToR TMC 1.3 (corpgovtor)

WORCESTERSHIRE ACUTE HOSPITALS NHS TRUST

INVESTMENT AND INNOVATION COMMITTEE - TERMS OF REFERENCE

1, NAME OF GROUP/COMMITTEE

Investment & Innovation Committee. (IIC)

2, PURPOSE

The purpose of the IIC committee is to secure assurance and make recommendations to the Board on any significant investment or dis-investment project. Significant is defined to be a new project or service changes with one or more of the following characteristics:

- Financial value at or above £0.5m
- One that is novel or contentious and/ or is likely to impact on the clinical reputation of the Trust
- One that requires NTDA approval
- One through which the trust will enter into a new service, business structure, joint venture or strategic partnership.

This advice will be supported by the establishment of a framework process by which the committee will assess proposals. Ultimately, the decision as to what will be referred to the IIC will be at the discretion of the Chief Executive.

The committee will generally seek to consider proposals at two stages

1. At concept or ideas stage when the committee will look at context and background, description, early impact and activity and indicative return on investment or impact on reputation and market position. During this stage, the committee will also agree project governance and project management arrangements.
2. The second stage will be to challenge the final draft business proposal with full rationale and costings, outlining the return on investment / dis-investment.

For each second stage project, the committee will seek assurance on-

- an investment and borrowing approach;
- performance benchmarks;
- processes by which there can be a review of project performance, identification of safeguards and means by which these may be put in place;
- appropriate use of independent external advisors;
- timely and appropriate evaluation and monitoring of projects, ensuring an appropriate level of due diligence being undertaken relating to any proposed contract;
- all risks associated with each investment proposal
- that proposed investment projects are consistent with the Trust's overall Strategic Plan, are legally sound and made within trust policy parameters;
- sensitivity analysis before proposed contracts are entered into;
- any proposed partnerships (particularly those of a formal, contractual or potential structural nature) against their prospects of creating attractive returns, their impact on significant financial, reputational or operational risk and the extent to which this might destabilise the Worcestershire Acute Hospitals NHS Trust;
- the proposal against criteria developed by NTDA, if applicable;
- an evaluation of the outcome for the project in order to identify lesson learnt which maybe beneficial for future projects

3. LEVEL OF AUTHORITY AND REPORTING

The Committee is authorised by the Board to consider and review in detail, any significant project or proposed investment by the Trust. The committee will act as a primary sounding board for executives to share ideas for activities that are major in terms of corporate impact (be that financial, reputational, structural or as a result of diversification).

The committee will review, challenge and evaluate final business cases and provide the Board with recommendations following an assessment that considers, de minimis - fit with the trust's strategy, compliance with adopted policies, risk and sensitivity, success criteria and impact on the organisation as a whole.

On an exceptional basis, where it is in the interests of the organisation to proceed at pace, a business case proposition can be dealt with directly by the Trust Board, with agreement of the IIC Chair and Chief Executive.

4. MEMBERSHIP

The Committee shall comprise of not less than three non-executive members of the Board, the Director of Resources, Director of Strategic Development and Chief Operating Officer.

The Trust Board shall appoint a Chairman and Vice-Chairman. The committee chairman must be a Non-Executive Director.

The Committee may invite the attendance of any Trust employee at a meeting of the Committee or of any external advisor appointed to advise on issues within its scope.

The Non-Executive Directors may choose to meet privately with any advisers to the Trust working on behalf of the Board or the Committee on business reserved to the Board or the Committee, within the scope of its Terms of Reference.

The Committee Secretary will support the work of the Committee administratively. The Company Secretary will receive papers and have recourse to the Committee if required.

5. QUORUM

A quorum shall be three members of which two must be non-executive.

6. FREQUENCY OF MEETINGS

The Committee will ordinarily meet bi-monthly. Additional meetings to be arranged if required.

7. Reporting Structure

The Investment and Innovation Committee is a committee of the Board. The minutes of the committee meetings shall be formally recorded and a report of each meeting submitted to the Board. The Chairman of the Committee shall draw to the attention of the Board any issues that require disclosure to the full Board, or require executive action.

Record of Business

Minutes of the Committee meetings shall be produced and circulated to the members of the Committee not later than 5 working days following each meeting Agendas and

associated papers will be sent out no later than 2 working days before the next meeting.

a work plan will be produced that ensures that the role of the committee is compliant with its Terms of Reference. Action notes are recorded to maximise the efficiency of the meetings.

An Annual Report will be provided to the Trust Board.

8. TERMS OF REFERENCE REVIEW DATE

April 2014.

WORCESTERSHIRE ACUTE HOSPITALS NHS TRUST

FOUNDATION TRUST APPLICATION STEERING GROUP

TERMS OF REFERENCE

Purpose

The Steering Group is a Committee of the Board. It is a *'task and finish'* group established to enable the Trust to make a successful application for foundation trust status by overseeing the application process, securing the associated information and necessary agreements, and promoting the action, changes and improvements required to make the application successful.

Terms of Reference

9. To agree an action plan and associated milestones aligned to the TFA, to deliver a successful foundation trust application, review and revise these as necessary, allocate responsibilities, monitor progress and agree actions as required.
10. To monitor delivery of the key milestones in the TFA.
11. To direct, co-ordinate and manage as necessary the work required for the Trust's foundation trust application, ensuring that the project remains on track.
12. To identify gaps in knowledge, information and practice likely to impede progress to the foundation trust application, alert relevant directors, managers and clinicians to these gaps and review progress in addressing these.
13. To resolve any high level issues which arise.
14. To review and approve key project deliverables including the revision of the Integrated Business Plan, LTFM and Board Governance Assurance Framework (BGAF).
15. To provide assurance to the Board, through reports to each regular meeting, on the successful progress of the foundation trust application, drawing attention to key issues arising and actions taken or required.
16. To invite and co-opt members onto the group as appropriate.

Management

The FTSG reports directly to the Trust Board, receiving reports from its support work streams:

- Finance Group
- Strategic development Group
- HR Group

The FTSG will receive direct reports on:

- Quality Governance;
- Corporate Governance and
- Membership Development and Engagement

Reporting Structure

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The FTSG is a committee of the Board. The Minutes of FTSG meetings shall be formally recorded and a report of each meeting submitted to the Board. The Chair of FTSG shall draw to the attention of the Board any issues that require disclosure to the full Board and require Board action.

Membership

The FTSG shall be appointed by the Board and shall consist of 11 members. One of the members, a NED shall be appointed Chair and another NED Vice-Chair of the group.

The current membership is:

Non-Executive Directors x 3

Chief Executive

Director of Strategic Development

Director of Finance/ Deputy Chief Executive

Director of Nursing & Midwifery

Director of Human Resources

Chief Medical Officer

Chief Operating Officer

Company Secretary

Chairman and Vice-Chairman

Trust Chairman

Non-Executive Director

Quorum

A third of members; one of whom must be the Committee Chairman or Vice-Chairman and the Chief Executive or the Director of Strategic Development.

Attendance

Committee members are expected to attend all meetings, with a minimum of at least 10 meetings per year. Any attendance less than 10 will be subject to discussions and agreement with the Chairman and Chief Executive.

Additionally, the Deputy Director of Finance may be required to attend meetings.

Record of Business

Minutes of the Group will be recorded and circulated to FTSG members, within 5 working days. A report from the FTSG will be submitted to each regular meeting of the Board.

Frequency

The Group shall meet at least once a month.

Authority

The FTSG is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Group.

Review Period

Until achievement of FT status, the Group's membership and terms of reference will be reviewed annually by 31st March.