

LEEDS AND YORK PARTNERSHIP NHS FOUNDATION TRUST

Board of Directors

Terms of Reference

(Approved by the Board of Directors on 30 November 2023)

The Trust has Standing Orders for the practice and procedures of the Board of Directors (Annex 8 of the Constitution). For the avoidance of doubt, those Standing Orders take precedence over these Terms of Reference, which do not form part of the Trust's Constitution.

1 NAME

Board of Directors

2 COMPOSITION OF THE BOARD

The membership of the Board of Directors is determined in accordance with Section 19 of the Trust's Constitution and shall comprise both executive and non-executive directors acting as a unitary Board.

Members

Composition
A non-executive chair
A minimum of 4 and a maximum of 6 other non-executive directors
A minimum of 4 and a maximum of 6 executive directors

The above shall be considered as the composition of the Board, provided at least half the Board excluding the Chair of the Trust comprises non-executive directors who have been determined by the Board to be independent.

For clarity the executive directors who are members of the Board of Directors are:

- Chief Executive
- Chief Financial Officer
- Medical Director
- Director of Nursing and Professions
- Chief Operating Officer
- Director of People and Organisational Development

All members of the Board of Directors shall have one full vote each, with the chair having a second or casting vote should the need arise.

The Board of Directors will appoint one of the independent non-executive directors to be the Senior Independent Director. In consultation with the Chair of the Trust, the Council of Governors will also appoint one of the non-executive directors to be the Deputy Chair of the Trust.

Members of the Board of Directors must ensure that wherever possible they attend every Board meeting (including extraordinary Board meetings when convened). An explanation of non-attendance should be made to the Chair of the Trust. Attendance at meetings will be monitored by the Associate Director for Corporate Governance and shall be reported to the Chair of the Trust and the Council of Governors on a regular basis. Attendance will also be reported annually in the Annual Report.

The Board may invite non-members to attend its meetings on an ad-hoc basis, where it considers this to be necessary and appropriate, and this will be at the discretion of the Chair.

In attendance

Title	Role in the Board	Attendance guide
Associate Director for Corporate Governance	Shall be the Board Secretary, attending all meetings of the Board of Directors and providing appropriate advice and support to the Chair and Board members. This will include ensuring agreement of the agenda with the Chair, collation of papers, taking minutes and keeping proper records of the meeting including any actions to be carried forward. It shall also include the preparation of those corporate governance papers pertaining to the Board of Directors.	Every meeting

In the absence of the Associate Director for Corporate Governance the Deputy Trust Board Secretary will deputise.

2.1 Governor Observers

The role of the governor at public Board of Directors' meetings is to observe, rather than to be part of its work. They are not part of the formal membership of the Board, nor are they classed as in attendance. Governors are invited to observe the Board meetings to get a better understanding of the work of the Trust and to observe non-executive directors appropriately challenging the executive directors for the operational performance of the Trust.

At the meeting the governor observer will be required to declare any interest they may have in respect of any of the items to be discussed (even-though they are not formally part of the discussion). Governors will receive an electronic copy of the public Board papers prior to the meeting. Governor observers will be invited to the public meetings only, by the Corporate Governance Team.

2.2 Associate Non-executive Directors

Associate Non-executive Directors will be invited to attend Board of Directors' meetings (both public and private meetings) as part of their induction. They will be in attendance at the meeting, in the capacity of observer only, unless invited to contribute (in exceptional circumstances) by the Chair. This is so the integrity of the unitary Board and the accountability of the substantive members of the Board is maintained.

Associate NEDs will be invited to the public and private meetings by the Corporate Governance Team and will be sent copies of all Board papers.

3 QUORACY

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

Deputies: Where, exceptionally, an executive director is absent from a meeting they may not normally send a deputy in their place. However, attendance to cover absences will be at the discretion of the chair and will be agreed in order to ensure the Board has access to appropriate advice and information. In these circumstances the deputy attending will not have any voting rights and will be recorded as in attendance. Where there are formal acting up arrangements in place the person acting-up into an executive director role may attend and will assume the voting rights of the director they are acting up for. In such circumstances they will be recorded as a member of the Board.

Non-quorate meetings: Non-quorate meetings may go forward unless the chair decides otherwise. Any decisions made by the non-quorate meeting must be reviewed at the next quorate meeting.

4 MEETINGS OF THE BOARD

All meetings shall be held in public except where matters are deemed confidential on the grounds of commercial sensitivity, personal issues or matters that could cause harm to individuals by the nature of their content. Such matters will be discussed in a separate closed session which will not be attended by members of the public. Any person attending the private Board meeting will be at the discretion of the Chair. Meetings may be held face-to-face or remotely as is considered appropriate.

Remote meetings may involve the use of the telephone and / or electronic conference facilities.

A full set of papers comprising the agenda, minutes and associated reports and papers will be sent to all directors within the timescale set out in Standing Order 3.3.1 in Annex 8 of the Constitution (or as agreed by the Chair).

Copies of the public and private agendas will be sent to members of the Council of Governors prior to any meeting.

The public agenda papers and minutes of each public meeting shall be displayed on the Trust's website.

Frequency: Meetings of the Board of Directors shall be held at such times as the Board may determine. The frequency of meetings shall be agreed by the Board of Directors and will normally be bi-monthly (excluding August and December). The Board may agree to vary that frequency. This shall not preclude urgent meetings being convened at any time in accordance with Standing Order 3.2 in Annex 8 of the Constitution.

The Board has also agreed to hold Strategic Discussion meetings which will normally be scheduled in the months between the formal Board meetings (excluding August). These meetings will be used as protected time to discuss in greater detail matters that may emerge from the formal meetings as well as those which will further inform the work of the Board. Holding a strategic discussion session does not preclude any part of this meeting being constituted as an urgent meeting should the need arise.

Urgent meetings: Urgent meetings shall be convened in accordance with Standing Order 3.2 in Annex 8 of the Constitution.

Minutes: The Associate Director for Corporate Governance, acting in the capacity as Trust Board Secretary shall take the minutes. They will ensure these are presented to the next full business meeting of the Board of Directors for agreement. Minutes may be held either electronically or in paper format but always in a way that is accessible and preserves the continuous record of the meeting.

5 AUTHORITY

The Trust is required to establish a Board of Directors in accordance with the NHS Act 2006 (as may be amended by the H&SC Act 2012), and paragraph 21 of the Trust's Constitution. All members of the Board shall act collectively as a unitary Board with each member having equal liability.

6 ROLE OF THE BOARD OF DIRECTORS

6.1 Purpose of the Board of Directors

The principle purpose of the Trust is the provision of goods and services for the purposes of the health service in England. The purpose of the Board is to ensure the provision of those health services it is commissioned to provide; that these are delivered in line with its strategy; that services are safe and effective and are provided to a high quality; to provide leadership and direction to the organisation; and to ensure it is governed effectively with appropriate systems processes and procedures in place.

The Board will achieve this by:

- Setting and overseeing the strategic direction of the organisation within the overall policies and priorities of the Government, the Trust's regulators, and its commissioners, having taken account of the views of the Trust's members (through the Council of Governors), and the wider community
- 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 organisation
- Being assured on the work of the executive directors
- Taking those decisions that it has reserved to itself.

The Trust has a Board, made up of executive and non-executive directors, which exercises all the powers of the Trust (as the entity) on its behalf, but the Board may delegate any of those powers to a sub-committee of the Board (made up of directors) or to an executive director. (Arrangements for the reservation and delegation of powers are set out in the Reservation of Powers to the Board of Directors and Council of Governors and Schedule of Decisions/Duties Delegated by the Board of Directors (known as the Scheme of Delegation) and the Terms of Reference of its sub-committees.

6.2 Guiding principles for members (and attendees) when carrying out the duties of the Board

In carrying out their duties, members of the Board and any attendees at the meeting must ensure they act in accordance with the values of the Trust, which are:

- We have integrity
- We are caring
- We keep it simple.

6.3 Duties of the Board of Directors

The duties set out below shall not preclude the Board of Directors from reserving powers and duties to itself. These powers and duties shall be set out in the Scheme of Delegation, and, for the avoidance of doubt, where there is a conflict the Scheme of Delegation will take precedence over these Terms of Reference.

The duties of the Board of Directors are to:

- Set the values and strategic direction of the Trust; and ensure the Trust's Strategy and any supporting strategic plans are reviewed as necessary

- Provide leadership to the Trust to promote the achievement of the Trust's 'Principal Purpose' as set out in the Constitution (i.e. the provision of goods and services for the purposes of health services in England), ensuring at all times that it operates in accordance with the Constitution and the conditions of the license as issued by NHS England
- Engage as appropriate with the Trust's membership through the Council of Governors
- Promote and develop appropriate partnerships with other organisations in accordance with the Trust's values and strategic direction
- Oversee the implementation and achievement of the Trust's strategic objectives
- Agree the Trust's Operational Plan
- Ensure the Trust has adequate and effective governance and risk management systems in place
- Monitor the performance of the Trust and ensure the executive directors manage the Trust within the resources available in such a way as to:
 - Ensure the safety of service users and the delivery of high-quality care
 - Ensure the continuous improvement of services
 - Protect the health and safety of service users, employees, visitors and all others to whom the Trust owes a duty of care
 - Make effective and efficient use of the Trust's resources
 - Comply with all relevant regulatory and legal requirements
 - Maintain high standards of ethical behaviour, corporate governance and personal conduct in the business of the Trust
 - Maintain the high reputation of the Trust both with reference to local system and place stakeholders, and the wider community.
- Receive and consider high-level reports on matters material to the Trust detailing in particular, information and action with respect to:
 - Service user and carer experience
 - Clinical quality including safety
 - Performance, including performance against targets and contracts
 - Human resource matters
 - The identification and management of risk
 - Financial performance
 - Matters pertaining to the reputation of the Trust.
- Promote teaching, training, research and innovation in healthcare to a degree commensurate with the Trust's teaching status

- Review and approve any declarations/compliance statements to regulatory bodies prior to their submission
- Review and adopt the Trust's Annual Report and Accounts
- Act as corporate trustee for the Leeds and York Partnership NHS Foundation Trust Charitable Trust Funds.

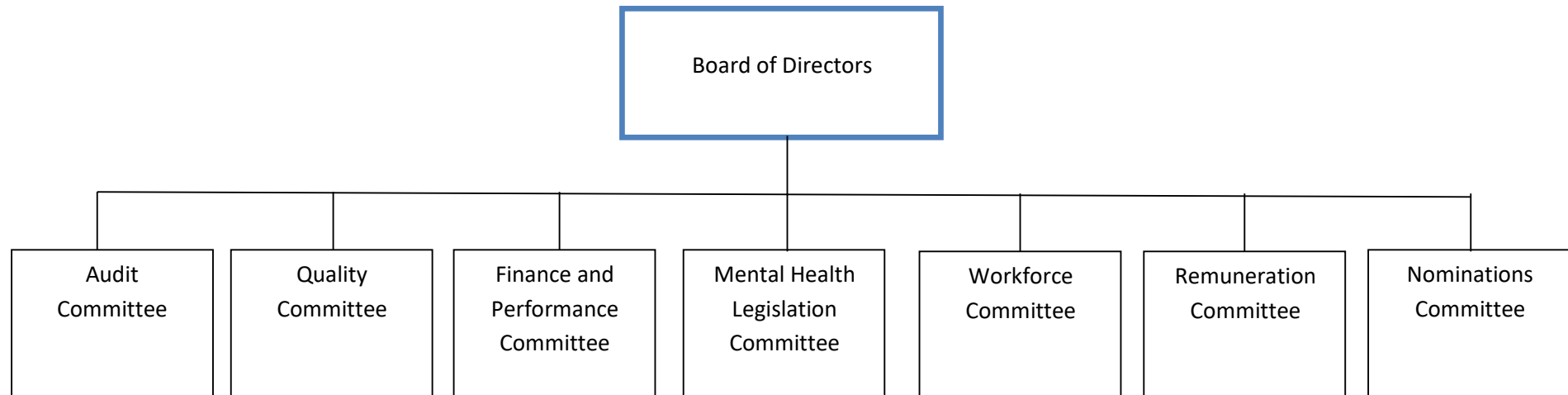
7 RELATIONSHIP WITH OTHER GROUPS AND COMMITTEES

The Board of Directors may delegate powers to formally constituted sub-committees (whose membership is made up of directors). Without prejudicing the formation of any other sub-committee the Board has formally constituted the following:

- Audit Committee
- Quality Committee
- Mental Health Legislation Committee
- Workforce Committee
- Finance and Performance Committee
- Remuneration Committee
- Nominations Committee

The Executive Team will support the Chief Executive in the implementation of the Board's decisions and will facilitate the efficient and effective working of the Board of Directors by considering and responding to those matters referred to it.

The Board of Directors' reporting structure is detailed below.



8 DUTIES OF THE CHAIR

The Chair of the Board of Directors shall be the Chair of the Trust. In the absence of the Chair of the Trust, (or in the event of them declaring a conflict of interest in an agenda item) the Deputy Chair shall chair the meeting. Should the Deputy Chair not be available (or where they too have also declared a conflict of interest in an agenda item), the meeting shall be chaired by one of the other independent non-executive directors.

The chair of the Board shall be responsible for:

- Providing leadership to the Board of Directors
- Enabling directors to make a full contribution to the affairs of the Board of Directors ensuring that the Board acts as a cohesive team
- Ensuring the key appropriate issues are discussed by the Board of Directors in a timely manner
- Ensuring the Board of Directors has adequate support and necessary data on which to base informed decisions and monitor that such decisions are implemented
- Providing a conduit between the Council of Governors and the Board of Directors
- Agreeing the agenda with the Associate Director for Corporate Governance
- Directing the conduct of the meeting ensuring it operates in accordance with the Trust's values
- Giving direction to the minute taker
- Ensuring all attendees have an opportunity to contribute to the discussion
- Ensuring the agenda is balanced and discussions are productive, and when they are not productive they are efficiently brought to a conclusion
- Checking the minutes.

In the event of there being a dispute between any 'groups' in the hierarchy (in the case of the Board, this would be between the Board and its sub-committee committee/s it will be for the chairs of those 'groups' to ensure there is an agreed process for resolution; that the dispute is reported back to the 'groups' concerned; and that when a resolution is proposed the outcome this is also reported back to the 'groups' concerned for agreement.

In the event of their being a dispute between the Board of Directors and the Council of Governors, a dispute resolution process is set out in the Trust's Constitution.

9 REVIEW OF THE TERMS OF REFERENCE AND EFFECTIVENESS

The Terms of Reference shall be reviewed and ratified at least annually by the Board of Directors.

In addition to this the Board of Directors must also carry out an assessment at least annually of how effectively it is carrying out its duties and act on any improvements agreed.