

## Trust Board 26 March 2024

### Trust Board Terms of Reference and Workplan 2024/25

#### Purpose

To provide a revised Trust Board Terms of Reference and workplan for 2024/25.

#### Analysis of the issue

The Trust Board Terms of Reference (ToR) for 2024/25 has been developed in line with good practice, it has been provided in Appendix One.

The Trust Board workplan has been refreshed for 2024/25 and is included in Appendix Two. This is a working draft for approval ahead of further review during the year. We intend to continue to reflect on items included, with a view to aligning where appropriate across the Group, and to respond to any feedback that we may receive from the Deloitte external review of governance and leadership. We will also consider any learning from the annual Trust Board review of effectiveness, and our reviews of the level 1 Committees. We will bring future discussions on the workplan into our board development programme during the year.

#### Decision required

Approve the refreshed Trust Board Terms of Reference and rolling workplan for 2024/25.

# Leicestershire Partnership NHS Trust Trust Board

## Terms of Reference

### 1.0 Constitution

The Trust Board of Directors ('the Board') is accountable to the Secretary of State for the effective direction of the affairs of Leicestershire Partnership NHS Trust ('the Trust'), setting the strategic direction and appetite for risk of the Trust, establishing arrangements for effective governance and management, and holding management to account for delivery with particular emphasis on the safety and quality of the Trust's services and achievement of the required financial performance.

The Board has established the following Board Committees, referred to as the Level 1 Committees:

- Audit and Risk Committee
- Charitable Funds Committee
- Finance and Performance Committee
- People and Culture Committee
- Quality and Safety Committee
- Remuneration Committee
- Committee in Common (delivered via the Joint Working Group)

### 2.0 Purpose

- The purpose of the Board is to govern the organisation effectively and ensure that the Trust is providing safe, high quality, patient centred care;
- the Board is responsible for ensuring that the Trust is a value-based organisation which provides great care, is a great place to work and provides great value for money, where everyone counts and contributes;
- the Board leads the Trust by undertaking the following key roles:
  - oversight of the management of staff wellbeing and patient safety;
  - formulating strategy, defining the organisation's purpose and identifying strategic priorities and objectives.
  - ensuring accountability by holding the organisation to account for the delivery of the strategy and scrutinising performance;
  - seeking assurance that systems of governance and internal control are robust and reliable and to set the appetite for risk;
  - shaping a positive culture for the Board and the organisation.

### 3.0 Responsibilities

The general responsibilities of the Board are:

- To maintain and improve quality of care;

- to ensure that the Trust meets its obligations to the population served, its stakeholders and its staff in a way that is wholly consistent with public sector values and probity;
- to foster positive and productive external relationships with partners and stakeholders in the local health economy, in particular with patient/user groups and forums, Local Authorities, Health and Wellbeing Boards, Leicester, Leicestershire and Rutland Integrated Care System partners, HealthWatch and Primary Care Networks;
- to exercise collective responsibility for adding value to the Trust by promoting its success through direction and supervision of its affairs in a cost-effective manner;
- to ensure compliance with all applicable law, regulation and statutory guidance;
- 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;
- a Memorandum of Understanding has been made between the Trust and Northamptonshire Healthcare NHS Foundation Trust (NHFT) for the formulation of a 'Group' model between the Trusts. The Trusts have established a 'committees in common' arrangement, operating as a joint working group to establish their group model structure without delegating board decision making authority to it; the Group focuses on agreed strategic areas in common and reports into both boards.

### **Leadership**

The Board provides active leadership to the organisation by:

- Ensuring there is a clear vision and strategy for the Trust that is well known and understood by stakeholders and is being implemented within a framework of prudent and effective controls which enable risk to be assessed and managed;
- ensuring the Trust is a good employer by the development of a workforce strategy and its appropriate implementation and operation;
- promotes the health and wellbeing of staff;
- implements effective board and committee structures and clear lines of reporting and accountability throughout the organisation.

### **Quality**

The Board:

- Ensures that the Trust's quality of service responsibilities for clinical effectiveness, patient safety and patient experiences are achieved;
- fosters a culture that puts patients first;
- ensures that it engages with all its stakeholders, including patient and staff, on quality issues;
- ensures that issues are escalated appropriately and dealt with in a timely manner.

### **Strategy**

The Board:

- Sets and maintains the Trust's strategic vision, aims and objectives, being cognisant of the Leicester, Leicestershire and Rutland integrated care system,

for ensuring the necessary financial, workforce and physical resources are in place to meet its objectives;

- determines the nature and extent of the risk it is willing to take in achieving its strategic objectives;
- monitors and reviews management performance to ensure the Trust's objectives are met;
- oversees both the delivery of planned services and the achievement of objectives, monitoring performance to ensure corrective action is taken when required;
- 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;
- ensures that national policies and strategies are effectively addressed and implemented within the Trust.

### *Culture, ethics and integrity*

The Board:

- Is responsible for setting values, ensuring they are communicated and adhered to, and that the behaviour of the Board is entirely consistent with those values;
- promotes a patient-centred culture of openness, transparency and candour;
- ensures that high standards of corporate governance and personal integrity are maintained in the conduct of Trust business;
- ensures the application of appropriate ethical standards in sensitive areas such as research and development;
- ensures fairness and continuity to improve people practices;
- embeds the Learning Organisation and Quality Improvement ethos into all activities;
- ensures that directors and staff adhere to any codes of conduct adopted or introduced from time to time;
- promotes diversity and inclusion;
- is responsible for maintaining a Freedom to Speak Up Culture.

### *Governance and Compliance*

The Board:

- Ensures compliance with relevant principles, systems and standards of good corporate governance and has regard to guidance on good corporate governance and appropriate codes of conduct, accountability and openness applicable to NHS Provider organisations;
- ensures that all licence conditions relating to the Trust's governance arrangements are complied with;
- 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;
- ensures that the Trust complies with its governance and assurance obligations in the delivery of clinically effective and safe services taking account of patient and carer experiences and maintaining the dignity of those cared for;

- ensures that all the required returns and disclosures are made to the regulators;
- formulates, implements and reviews standing orders and standing financial instructions as a means of regulating the conduct and transactions of Trust business;
- agrees the schedule of matters reserved for decision by the Board;
- ensures the proper management of and compliance with the Mental Health Act and other statutory requirements of the Trust;
- approves the Annual Report, Quality Account and Annual Accounts
- considers directives, comments and recommendations from its committees and takes the appropriate action;
- ensures there are appropriately constituted appointment and evaluation arrangements for senior positions;
- ensures that the statutory duties of the Trust are effectively discharged;
- acts as corporate Trustee for the Trust's charitable funds;
- will conduct an annual appraisal of the Board's effectiveness.

### **Risk**

The Board:

- Ensures an effective system of integrated governance, risk management and internal control across the whole of the Trust's clinical and corporate activities;
- ensures that there are sound processes and mechanisms in place to ensure effective user and carer involvement in the development of care plans, the review of quality of services provided and the development of new services.

### **Finance**

The Board:

- Ensures that the Trust operates effectively, efficiently and economically;
- oversees the achievement of the Trust's control total;
- ensures the continuing financial viability of the organisation;
- ensures the proper management of resources and that financial responsibilities are fulfilled;
- ensures that the Trust achieves the targets and requirements of stakeholders within the available resources;
- reviews performance, identifying opportunities for improvement and ensuring those opportunities are taken.

## **4.0 Membership**

The Board is comprised of a Chair, six non-executive Directors, a Chief Executive Officer and four other voting directors. In addition to this, the Trust has seven directors in attendance as detailed below:

### Voting Members

- Non-Executive Directors
- Chair
- Chief Executive Officer
- Managing Director/Deputy Chief Executive
- Director of Finance and Performance

- Medical Director
- Director of Nursing, Quality and Allied Health Professionals

#### Non-Voting Members

- The Trust's Operational Directors (one for each of the three clinical directorates)
- Director of Human Resources and Organisational Development
- Director of Corporate Governance (Trust Secretary)
- Group Director of Strategy and Partnerships
- Group Chief Finance Officer

In the case of the number of votes for and against a motion being equal, the Chair of the Board will have a second, casting vote.

Members will be expected to attend at least 75% of meetings.

#### *Non-Executive Director responsibilities*

Non-executive directors fulfil the following roles and responsibilities on behalf of the Board;

- Senior Independent Director
- Deputy Chair
- Committee Chairs
- Relevant lead roles in line with national guidance

#### **5.0 Quorum**

No business shall be transacted at meetings of the Board unless the following are present:

- A minimum of two voting directors;
- at least two non-executive directors including the Chair or designated deputy chair.

#### **6.0 Frequency**

- Bi-monthly Public and Confidential Meetings;
- bi-monthly Development meetings will be held in private to support board development and strategic planning;
- joint development sessions with NHFT to support board development for areas of key joint strategic interest and learning.

#### **7.0 Administration**

- The Board shall be supported administratively by the Corporate Governance Department;
- the agenda shall be agreed with the Chair or designated Deputy Chair in consultation with the Director of Corporate Governance;
- the Corporate Governance Department will support the production of the paper pack and ensure the pack is circulated within five working days prior to the meeting, attend the meetings to take the minutes, keep a record of matters arising and generally provide support to the Chair and designated Deputy Chair, and members of the Board.

## 8.0 Authority

The Board may:

- Seek any information it requires from any employee of the Trust in order to perform its duties;
- obtain external legal or other professional advice on any matter within its terms of reference, and
- call any employee to attend a meeting of the Board as and when required.

## 9.0 Workplan and Reporting

- The Board will approve an annual workplan. This will contain standard items which the Board agenda will contain at each meeting; it will also outline those reports which are not delegated to the level 1 Committees, these will be scheduled for board oversight throughout the year. These include items that the Board receives based on its constitutional, statutory and mandatory requirements, including items according to the scheme of delegation and best practice items recommended for board oversight. Items delegated to the level 1 Committees will not be considered at Board unless by exception;
- the Board will receive updates from the Level 1 Committees via use of highlight reports to an agreed format. The Chairs of Committees will also be responsible for ensuring relevant information and decisions are reported and cascaded back through the appropriate communication channels;
- where the Board has a shared oversight of matters with the Level 1 Committees, the relevant Level 1 Committee shall provide the report in full, appended to the highlight report;
- the Level 1 Committees shall append the full report for items escalated as a concern on the highlight report, and for anything requiring Board approval;
- member's attendance at meetings will be disclosed in the Board's annual effectiveness review and the Trust's Annual Report.
- Trust Board and the Audit and Risk Committee annual reviews of effectiveness will be received at the Public Board. The Remuneration Committee annual review of effectiveness will be received at the Confidential Board. All other annual reviews of effectiveness for the level 1 Committees will be received by the Audit and Risk Committee and assurance will be provided in the AAA report to Board.

Appendix Two - Draft Trust Board Public and Confidential Workplan 2024/25

Date of Meeting	Frequency	28-May-24	EGM 25-Jun-24	30-Jul-24	24-Sep-24	26-Nov-24	28-Jan-25	25-Mar-25
<b>Standing Items</b>								
Service Presentation	Every meeting	X		X	X	X	X	X
Patient and Carer Voice	Every meeting	X		X	X	X	X	X
Staff, Student and Volunteer Voice	Every meeting	X		X	X	X	X	X
Questions from the Public	Every meeting	X		X	X	X	X	X
Declarations of Interest Report	Every meeting	X		X	X	X	X	X
Declarations of Interest in respect of items on the agenda	Every meeting	X		X	X	X	X	X
Minutes of the previous Public Meeting	Every meeting	X		X	X	X	X	X
Matters Arising (Action Log)	Every meeting	X		X	X	X	X	X
Chair's Report	Every meeting	X		X	X	X	X	X
Chief Executive's Report	Every meeting	X		X	X	X	X	X
Environmental Analysis	Every meeting	X		X	X	X	X	X
Board Assurance Framework	Every meeting	X		X	X	X	X	X
Chief Executive's Verbal Update <b>(CONFIDENTIAL AGENDA)</b>	Every meeting	X		X	X	X	X	X
<b>AAA Reports</b>								
Quality and Safety Committee AAA Report	Every meeting	X		X	X	X	X	X
Finance and Performance Committee AAA Report	Every meeting	X		X	X	X	X	X
People and Culture Committee AAA Report	Every meeting	X		X	X	X	X	X
Audit and Risk Committee AAA Report	Quarterly	X		X		X		X



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Charitable Funds Committee AAA Report	Quarterly	X		X		X		X
Joint Working Group AAA Report	Quarterly	X		X		X		X
Remuneration Committee Annual Report	Annual				X			X
<b>Bi Monthly / Quarterly Business Cycle Items</b>								
Safer Staffing Monthly Report	Every meeting	X		X	X	X	X	X
Finance Report	Every meeting	X		X	X	X	X	X
Performance Report	Every meeting	X		X	X	X	X	X
Documents Signed under Seal	Quarterly	X			X	X		X
East Midlands Alliance: common board paper	Quarterly	X			X	X		X
PSIRF Report ( <b>CONFIDENTIAL AGENDA</b> )	Every meeting	X		X	X	X	X	X
<b>Annual Business Cycle Items</b>								
Annual Public Meeting arrangements (to be covered in report from the Chair)	Annual							X
Trust Board Meeting Dates	Annual							X
Trust Board Annual Effectiveness Review	Annual	X						
Trust Board Terms of Reference and Workplan	Annual							X
Trust Board Development Programme and Joint (Group) Development Programme	Annual	X						
Audit and Risk Committee Annual Effectiveness Review, ToR and Workplan	Annual				X			
Annual Review of Strategy and annual Strategic Objectives	Annual						X	
Strategy Annual Report	Annual	X						



Date of Meeting	Frequency	28-May-24	EGM 25-Jun-24	30-Jul-24	24-Sep-24	26-Nov-24	28-Jan-25	25-Mar-25
2022/2023 Going Concern Assessment			X (EGM)					
2022/2023 Audited Financial Accounts			X (EGM)					
2022/23 Letter of Representation			X (EGM)					
KPMG ISA 260 and Auditors Annual Report 2022/23			X (EGM)					
Interim Head of Internal Audit Opinion 2022/23			X (EGM)					
LPT Annual Report 2022/23			X (EGM)					
LPT Quality Account 2022/23			X (EGM)					
Annual Governance Statement 2022/23			X (EGM)					