

<b>Report to:</b>	<b>Public Board of Directors</b>	<b>Agenda item:</b>	<b>18</b>
<b>Date of Meeting:</b>	<b>27 September 2017</b>		

<b>Title of Report:</b>	<b>Management Board - Terms of Reference</b>
<b>Status:</b>	<b>For Approval</b>
<b>Sponsor:</b>	<b>James Scott, Chief Executive</b>
<b>Author:</b>	<b>Xavier Bell, Board of Directors' Secretary</b>
<b>Appendices</b>	<b>Appendix A: Updated Management Board Terms of Reference</b>

### **Purpose**

To ask the Board of Directors' to approve the amended Terms of Reference for the Management Board

### **Background**

Management Board is a Committee of the Board of Directors. It is required to review its terms of reference annually to ensure they are up-to-date and properly reflect the business of the board and its membership. Any proposed revisions must then be communicated to, and approved by, the Board of Directors.

Management Board has approved updated Terms of Reference at its meeting on 23 August 2017 and now seeks approval and ratification from the Board of Directors.

### **Business Undertaken**

N/A

### **Key Risks and their impact on the Organisation**

None identified

### **Key Decisions**

N/A

### **Exceptions and Challenges**

N/A

### **Governance and Other Business**

N/A

### **Future Business**

N/A

### **Recommendations**

The Board of Directors is asked to approve the updated Terms of Reference for Management Board.

## Appendix A

### Management Board Terms of Reference

#### 1. Constitution

This Board is established by Board of Directors as the senior operational board of the Royal United Hospitals Bath NHS Foundation Trust.

#### 2. Terms of Reference

##### a. Purpose

The Management Board is accountable to the Board of Directors for the operational management of the Trust and the delivery of objectives set by the Board of Directors.

The Management Board will set appropriate frameworks and policies and procedures to support delivery of the organisational objectives. Using the frameworks in place the Management Board will continually monitor and review the operational performance of the Trust and put in place corrective measures where necessary.

The Management Board will oversee the development of the Trust's Annual Plan so that when it is presented to Board of Directors for approval it is robust in terms of its objectives, performance measures, investment priorities and affordability. The Management Board plays a key role in developing the overall strategy of the Trust.

It is also the formal route to support the Chief Executive in effectively discharging his responsibilities as Accounting Officer.

##### b. Objectives

The Management Board has delegated powers from the Board of Directors to oversee the day to day management of an effective system of integrated governance, risk management and internal control across the whole organisation's activities (both clinical and non-clinical), which also supports the achievement of the organisation's objectives.

In particular the Management Board will review, approve and monitor:

- (i) the Trust's performance against key targets, business plans, CQC and other corporate objectives and shall delegate and co-ordinate where appropriate;
- (ii) actions arising from the integrated balanced scorecard and to performance manage the delivery of those action plans;
- (iii) action plans where remedial steps are indicated to improve performance;

Author : Xavier Bell, Board of Directors' Secretary Approved by: James Scott, Chief Executive Agenda Item: 18	Date: 20 September 2017 Version: 1.0 Page 2 of 6
---	--

- (iv) business cases for clinical posts which require additional income and activity; (replacement consultant posts with a like for like consultant on the same or less P.A's, undertaking predominantly the same caseload will be approved via the Executive Performance Meetings);
- (v) business cases and service developments which require investment of £50,000 or above ; (business cases of less than £50,000 will be approved by the Executive Performance Meetings);
- (vi) business cases for new consultant posts taking into account the delegated resource responsibilities and the Trust's corporate objectives;
- (vii) the capital programme prior to Board of Directors' approval;
- (viii) the effectiveness of the management of significant risks;
- (ix) the structures, processes and responsibilities for identifying and managing key risks facing the organisation, prior to discussion at the Board of Directors;
- (x) the operational effectiveness of policies and procedures;
- (xi) all risk related disclosure statements, in particular the Annual Governance Statement, prior to approval by the Board of Directors;
- (xii) to scrutinise key reports prior to submission to the Board of Directors to ensure their accuracy and quality;
- (xiii) to provide a corporate view on Trust wide issues of current concern ensuring co-ordination between Divisions;
- (xiv) to advise on planning, service level agreements and change management initiatives;
- (xv) to ensure that equality and diversity issues are continually considered and addressed throughout the work of the Management Board;
- (xvi) to oversee the delivery of QIPP within the Trust;
- (xvii) to ensure that staff are kept up to date on Trust wide issues;
- (xviii) to debate and discuss strategic issues affecting the Trust and the wider health economy;
- (xix) to identify any potential commercial and/or reputational opportunities arising from the Trust's work;
- (xx) to consider issues arising from the RUH Leaders Forum.

The Management Board should ensure that governance and assurance systems operate effectively and thereby underpin clinical care. In order to achieve this

Author : Xavier Bell, Board of Directors' Secretary	Date: 20 September 2017
Approved by: James Scott, Chief Executive	Version: 1.0
Agenda Item: 18	Page 3 of 6

Management Board will need to agree strategies, policies and plans to ensure that the Trust has a proper system of controls in place to deliver this.

Reports maybe received from the Audit Committee, Non-Clinical Governance Committee and Clinical Governance Committee in respect of assurance required from the Management Board.

The agenda for Management Board meetings will be structured to allow time for strategic debate and discussion of current and future issues affecting the Trust and the wider Health Service/Health economy. Internal and external speakers may be invited to attend this section of the meeting to support discussion and debate as required.

**3. Membership**

The membership of the Management Board shall consist of:

- Chief Executive (Chair)
- Deputy Chief Executive & Director of Finance (Deputy Chair)
- Chief Operating Officer
- Commercial Director
- Medical Director
- Director of Nursing and Midwifery
- Director of Human Resources
- Director of Estates and Facilities

The following participants are required to attend meetings of the Management Board (mandatory participants):

- Heads of Divisions
- Divisional Managers
- Heads of Nursing
- Head of Midwifery

**a. Quorum**

A quorum is one third of the members which must include at least two (2) Executive Directors and at least one (1) representative from each Division.

**b. Attendance by Members**

If a member or mandatory participant is unable to attend a meeting, they can nominate a deputy (if an appropriate deputy is available) to attend the meeting in their place.

**c. Attendance by Officers**

The Management Board may call upon any employee to attend the Board.

Author : Xavier Bell, Board of Directors' Secretary	Date: 20 September 2017
Approved by: James Scott, Chief Executive	Version: 1.0
Agenda Item: 18	Page 4 of 6

**4. Accountability and Reporting Arrangements**

The Management Board will be accountable to the Board of Directors. The Board of Directors will be informed of the Management Board’s work through a report to the Board of Directors following each monthly meeting and through the submission of performance reports.

In addition the committees and groups formed by Management should report their activities to the Management Board using the Committee and Group Upward Reporting template on a quarterly basis or more regularly if required by the Management Board. The Management Board will receive a report on current risks, as specified in the Strategic Framework for Risk Management, at each meeting.

**5. Frequency**

The Management Board will meet monthly.

**6. Authority**

The Management Board is authorised by the Board of Directors to investigate any activity within its terms of Reference.

The Management Board has been established to oversee, coordinate, review and assess the effectiveness of operational activities within the Trust.

The Management Board is authorised to create sub-groups or working groups, as are necessary to fulfil its responsibilities within its terms of reference. The Management Board may not delegate executive powers and remains accountable for the work of any such group. Any sub-groups or working groups will report directly to Management Board who will oversee their work.

**7. Monitoring Effectiveness**

The Management Board will undertake an annual review of its performance against its work plan and the Trust’s Annual Plan in order to evaluate the achievement of its duties. This review will be received by the Board of Directors.

**8. Other Matters**

The Management Board shall be supported administratively by the Board of Directors’ Secretary and/or their nominated deputy, whose duties in this respect will include:

- a. Agreement of the agenda with the Chair and attendees;
- b. Collation of the papers;
- c. Taking the minutes and keeping a record of the matters arising and issues to be carried forward; and
- d. Advising the Management Board on pertinent areas.

## 9. Review

These terms of reference will be reviewed at least annually as part of the monitoring effectiveness process.

Approved by the Management Board 23<sup>rd</sup> August 2017.

Ratified by the Board of Directors on [xx]

Author : Xavier Bell, Board of Directors' Secretary	Date: 20 September 2017
Approved by: James Scott, Chief Executive	Version: 1.0
Agenda Item: 18	Page 6 of 6