

Trust Board

Terms of Reference

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Page Numbers will be updated on final document

1.0 Establishment of the Board

The South Eastern Health & Social Care Trust (“the Trust”) is a statutory body which came into existence on 1 August 2006 under the South Eastern Health & Social Care Trust (Establishment) Order (Northern Ireland) 2006. The Trust is an Arm’s Length Body (“ALB”) of the Department of Health (“DoH”) in Northern Ireland and a constituent part of the Health and Social Care (“HSCNI”) system.

The Health and Social Care (Reform) Act (Northern Ireland) 2009 provides the legislative framework which all HSCNI bodies operate. The Trust is provided for under Article 10 (1) of the Health and Personal Social Services (NI) Order 1991. The functions of the Trust are conferred by legislation. Of note, each HSCT Trust has a statutory obligation to put and keep in place arrangements for monitoring and improving the quality of health and social care which it provides to individuals and the environment in which it provides them (Health and Personal Social Services (Quality, Improvement and Regulation) (NI) Order 2003), and to do so in a way that meets their obligations under equality legislation.

The Trust Board (“the Board”) is the managing body of the Trust and is responsible for exercising all of the powers of the Trust. Each Trust has a duty to exercise its functions with the aim of improving the health and social well-being of, and reducing the health inequalities between, those for whom it provides, or may provide, health and social care.

The composition of the Board shall conform with the requirements laid down in relevant legislation, Standing Orders and Standing Financial Instructions. At the time of publication, the Board will comprise of the Chair, Non-Executive Directors and Executive Directors collectively as a body. . All Non-Executive Directors (including the Chair of the Board) shall be appointed following an open Public Appointments competition by the Minister of Health (“the Minister”) or if said post is vacate, the Permanent Secretary of the Department of Health.

2.0 Role of the Board

The fundamental role of the Board is to establish the vision, strategic direction and corporate objectives for the Trust, to ensure accountability for that strategy and to shape the culture of the organisation. The Board does not decide policy but can advise on the operational implications and effectiveness of policy proposals. These Terms of Reference outline how the Board will undertake this role.

Under the leadership of the Chair, the Board has corporate (collective) responsibility for four main functions:

- Ensuring that the Trust delivers its functions in accordance with statute, the Programme for Government and the Minister’s policies & priorities;
- Providing strategic clarity, direction and leadership;
- Ensuring effective governance especially financial stewardship; and
- Holding the Chief Executive and Executive Management (“EMT”) to account

The Board may delegate any of its powers to a Committee of the Board or a Member of the Trust’s EMT as appropriate. Arrangements for the reservation and delegation

of powers will be set out in the Trust's Standing Orders and/or Standing Financial Instructions. For the avoidance of doubt, Standing Orders take precedence over these Terms of Reference.

3.0 Membership of the Board¹

In accordance with the Health and Social Services Trusts (Membership and Procedure) Regulations (Northern Ireland) (1994) (as amended), the Board shall have not less than eight (8) and no more than thirteen (13) voting Members (unless otherwise determined by the Minister or DoH and set out in the Trust's Establishment Order or formal communication from DoH) with the current composition as follows:

- (1) The Chair of the Board (Non-Executive);
- (2) No more than seven (7) Non-Executive Directors;
- (3) No more than five (5) Executive Directors (not exceeding the number of Non-Executive Directors) including:
 - Chief Executive (Accounting Officer)
 - Director of Finance, Contracts & Estates
 - Director of Children's Services & Executive Director of Social Work
 - Executive Director of Nursing, Midwifery & Allied Health Professionals and Director of Support Services
 - Medical Director

All other Members of the Executive Management Team are invited to be present and participate in Board meetings though only Executive Directors can exercise a vote in Board decisions or count as part of the quorum.

The Chair of the Board can nominate a Non-Executive Director to chair a Board meeting in his/her absence. In addition, any Member of the Executive Management Team may nominate a deputy (of Assistant Director level or equivalent) to attend a Board meeting on their behalf with the attendance of deputies for non-voting EMT members to be agreed in advance with the Chair of the Board

A list of current Board Members has been included herein at Appendix 1 thereof.

4.0 Quorum & Declarations of Interest

No business shall be transacted at a meeting unless at least one third of the whole number of the full voting Members are present including at least one Member who is an Executive Director and one Member who is a Non-Executive Director. Under these Terms of Reference this equates to a minimum of four (4) Members.

A nominated deputy in attendance on behalf of an Executive Director is not considered a Member and shall not count towards the quorum.

The Chair of the Board shall ask Members to declare any action or potential conflict of interest on any matter listed on the agenda for consideration at the outset of each

¹ Trust Standing Orders, February 2023

meeting. The Board Secretary shall keep a Register of Interests in respect of all Members to be updated annually and as new interests may arise.

Where a conflict arises during the course of the meeting, any Member so conflicted shall declare their interest immediately and withdraw. It is the responsibility of individual Members to ensure they declare any interest in a timely manner.

All stated declarations of interest made during each meeting shall be formally recorded in the minutes.

If the Chair or Member of the Board has been excluded from participating in the discussion on any matter and/or from voting on any resolution by reason of a conflict of interest (see Standing Order No.7), that Member shall no longer count towards the quorum.

If a quorum is 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 item of business on the agenda.

5.0 Voting

An employee who has been formally appointed to act up as an Executive Director on an interim basis shall be entitled to exercise voting rights as a Member of the Board as if they held the substantive post on a permanent basis.

A nominated deputy attending a Board meeting on behalf of an Executive Director may not exercise voting rights. A nominated deputy status when attending a meeting shall be recorded in the minutes.

6.0 Frequency of Meetings

Meetings shall be held at such times as the Board may determine as per an agreed Meeting Schedule (listed at Appendix 2). In addition, the Board will hold a number of Development Days throughout each calendar year.

Matters which are deemed confidential on the grounds of ongoing discussion with DoH or any of its related organisations, of commercial sensitivity or matters involving staff or patient sensitive issues will be discussed in a separate closed session which will not be attended by members of the public.

In accordance with Standing Orders, the Chair of the Board may call a special meeting when considered necessary.

7.0 Attendance at Board Meetings

Members should make every effort to attend each Board meeting.

Where a Member is unable to attend, apologies should be submitted to the Board Secretary no later than three working days prior to the scheduled meeting. The Board Secretary shall ensure a record of attendance is maintained.

The Chair - on behalf of the Board - may invite non-Members to attend meetings as appropriate.

The Board Secretary and the Head of Communications (or their nominees as agreed in advance with the Chair of the Board) are to be in attendance at all Board meetings.

8.0 Programme of Work

The Board has devised a Programme of Work which guides agenda setting for scheduled meetings (see Appendix 3). The Board Programme of Work is based on the Northern Ireland Audit Office (“NIAO”) Board Effectiveness Good Practice Guide (June 2022).

9.0 Roles and Responsibilities²

9.1 The Board

The composition of the Board is specified in its founding legislation and as amended thereafter by secondary legislation. It comprises part-time Non-Executive Board Members under a part-time Chair appointed by the Minister of Health. The Board also comprises those Members of EMT designated as Executive Directors of which there can be no more than five (5) in total. All other Members of the EMT have standing to attend and participate in Board meetings but do not have a vote on decisions being taken or their presence count towards a quorum.

Board Members should respect the principle of collective decision-making and corporate responsibility.

There is a clear division of responsibility between the Chair and the Chief Executive. The Chief Executive is directly accountable to the Chair and Non-Executive Directors for the operation of the Trust and for implementing the Board’s decisions. The Chair and Non-Executive Directors are responsible for monitoring the executive management of the organisation and are responsible to the Department of Health for the discharge of these responsibilities.

The Board has corporate responsibility for ensuring the Trust fulfils the aims and objectives set by the Minister and/or DoH, and for promoting the efficient, economic and effective use of staff and other resources.

To this end, the Board shall exercise the following key functions:

- to establish the overall strategic direction of the organisation within the policy and resources framework determined by the Minister and/or the Department of Health;
- to oversee the delivery of planned results by monitoring performance against objectives set by DoH/SPPG and ensure corrective action is taken when necessary;
- to ensure compliance with the DoH Partnership Agreement;

² Source – Code of Conduct and Code of Accountability, October 2022

- to ensure, through the timely publication of an Annual Report, Annual Accounts and other means, a clear, balanced and readily understood assessment of the Trust's performance to the Minister, the Department, external auditors appointed by the Department and the local community;
- should take the lead on, and oversee the preparation of, the Governance Statement for publication with its Annual Accounts each year;
- to ensure effective financial stewardship through Value for Money (VfM), financial control and financial planning and strategy;
- to ensure public funds are properly safeguarded and that proper custody of assets which have been publicly funded is maintained;
- to ensure that high standards of corporate governance are maintained in the conduct of the business of the Trust, whether at the Board or at one of its Committees;
- to input into the appointment, appraisal and remuneration of members of the Executive Management Team;
- to ensure effective and open dialogue between the Trust and the local community, clients, patients and their carers about the planning and provision of services provided and that these are responsive to the community's needs;
- to ensure the organisation has robust and effective arrangements in place for clinical and social care governance and risk management.

In fulfilling these functions, the Board should:

- meet on at least a quarterly basis and more frequently to ensure best practice;
- act in the public interest in keeping with the so-called Nolan Principles of Public Life: selflessness, integrity, objectivity, accountability, openness, honesty and leadership;
- specify its requirements in terms of the accurate and timely financial and other information required to allow the Board to discharge its responsibilities;
- be clear what decisions and information are appropriate to the Board and draw up Standing Orders;
- record a schedule of decisions reserved to the Board;
- adhere to Standing Financial Instructions to secure compliance with the Board's wishes;
- consider and approve the Trust's annual corporate and budget plans;
- consider and/or establish performance and quality targets that maintain the effective use of resources and provide value for money;
- give due consideration to key organisational risks supported by its Audit and Assurance Committees by reviewing and approving the Board Assurance Framework (BAF) Risk Document;
- setting the acceptable level of risk appetite for the Trust;
- ensure public statements and reports issued by the Board are clear, comprehensive, balanced and should fully represent the facts;
- set an example to the Trust in the use of public funds and the need for good value when incurring public expenditure;
- ensure that staff have a widely publicised and understood procedure for raising concerns about malpractice, patient safety, financial impropriety or any other serious risks they consider to be in the public interest;
- promote a culture of safety built on openness and accountability;

- cooperate fully with the Department of Health, the Department's appointed auditors, Departmental representatives and the Northern Ireland Audit Office in accounting for the use of public funds, the delivery of patient care and other services as well as compliance with statutes, directions, guidance and policies of the Department;
- ensure any departure from the extant Corporate Governance Code of Good Practice (NI) is explained in the Governance Statement;
- ensure that proper management arrangements are in place for the delegation of programmes of work and for performance against programmes to be monitored and the Executive Management Team held to account;
- establish both an Audit and a Remuneration Committee on the basis of formally agreed Terms of Reference which set out the membership of each Committee, the limit to their powers and the arrangements for reporting to the Board; and
- act within statutory, financial and other relevant constraints as communicated by DoH.

9.2 The Chair of the Board³

The Chair of the Board is responsible for leading the Board and for ensuring that it successfully discharges its overall responsibility for the Trust. The Chair is accountable to the Minister through the Departmental Accounting Officer/Permanent Secretary of the Department of Health.

The Chair has a particular leadership responsibility on the following matters:

- formulating the Board's strategy for discharging its duties;
- ensuring that the Board, in reaching decisions, takes proper account of guidance provided by DoH and other departmentally designated authorities;
- ensuring that risk management is regularly and formally considered at Board meetings;
- ensuring there is a Board Operating Framework in place setting out the roles and responsibilities of the Board in line with relevant guidance;
- promoting the efficient, economic and effective use of staff and other resources;
- encouraging high standards of propriety;
- representing the views of the Board to the general public, when appropriate;
- ensuring that the Board meets at regular intervals throughout the year and that the minutes of meetings accurately record the decisions taken and, where appropriate, the views of individual Members of the Board;
- ensuring that the Board undertakes an annual review of Board Effectiveness which encompasses Committees established by the Board and
- ensuring Members are fully briefed on the terms of their appointment, their duties, rights and responsibilities and assess, annually, the performance of Non-Executive Directors.

A complementary relationship between the Chair of the Board and the Chief Executive is important.

³ Source – DoH Code of Conduct & Code of Accountability for HSCNI Board Members (October 2022)

The Chief Executive is accountable for ensuring Board decisions are implemented, that the Trust works effectively, in accordance with government policy and public service values, and for the maintenance of proper financial stewardship. The Chief Executive should be allowed full scope, within clearly defined delegated powers, to action Board decisions. The Chief Executive, as Accounting Officer, should routinely scrutinise significant policy proposals or plans to commence or vary major projects and then assess whether they compile with the standards as set out in *Managing Public Money NI* so that any discrepancies can be drawn to the attention of the Board and the Department.

9.3 The Non-Executive Director⁴

Non-Executive Directors are appointed by the Minister of Health to bring an independent judgement to bear on issues of strategy, performance, key appointments and accountability, through the Department of Health, to the Minister and to the local community. The contribution of Non-Executive Directors derives from their wide experience and their detachment from the job of management.

In addition, Non-Executive Directors are appointed to ensure the delivery of, or advise upon, Ministerial policies and priorities.

Non-Executive Directors will serve on Board Committees in accordance with Committee Terms of Reference and as assigned by the Chair of the Board. A Non-Executive Director may also be appointed as Chair of a Board Committee. They may also play a role with the Chair of the Board in the appointment of the Chief Executive and substantive members of the Executive Management Team.

In addition, Non-Executive Directors may undertake specific functions agreed by the Board including, but not limited to, participating in professional conduct and competencies enquiries, staff employment-related appeals, recruitment interview panels and fulfilling 'special interest' roles. Their exercise of such functions shall be in a Non-Executive capacity.

10.0 Board Committees

The Board may delegate powers to formally constituted Committees in accordance with agreed Terms of Reference save for those specifically reserved to the Board.

In accordance with the Trust's Standing Orders, the Board has established the following Committees:

- Audit;
- Remuneration;
- Governance Assurance;
- Finance & Performance;
- Charitable Funds;
- People & Culture.

⁴ Source – DoH Code of Conduct & Code of Accountability for HSCNI Board Members (October 2022)

The composition of each Committee will be determined by the Board with Non-Executive Director appointments as determined by the Chair of the Board and reported to the Board for information.

The membership of both the Remuneration and Audit Committees shall consist solely of Non-Executive Directors as assigned by the Chair of the Board.

Each Board Committee has the ability to establish Sub-Committees as required to fulfil their remits which shall report to them. Each Committee should consider at each of its scheduled meetings whether there are any items of concern or over-arching impact that should be escalated to the Board for attention. Where any such item is to be escalated, the Board shall review an escalation paper detailing the matter at the next scheduled Board meeting. The Board Secretary shall keep a register of all such escalated matters.

Each Board Committee shall prepare an Annual Report including a Review of Effectiveness. Once approved by the Committee, the Committee Annual Report shall be submitted to the next scheduled Public Board meeting for noting.

Once approved, agreed minutes of Board Committees shall be submitted to the next scheduled Public Board meeting for noting save for the Remuneration Committee which will table their minutes to the next scheduled Confidential Board meeting

11.0 Operational Arrangements

The Board Secretary shall be the Secretary to the Board and may delegate appropriate tasks to ensure the efficient servicing of the Board. The Board Secretary shall also be responsible for the provision of appropriate advice and support to the Chair and Members of the Board in the performance of their roles.

The Board shall be supported administratively by the Board Secretary, whose duties in this respect will include: -

- Agreement of the agenda with the Chair and the Executive Management Team;
- Collation and distribution of papers sufficiently in advance of each meeting to facilitate their full consideration and discussion at the meeting;
- Ensuring appropriate arrangements for the servicing of the Board including the taking of minutes and keeping a record of matters arising as well as issues to be carried forward;
- Advising Members on pertinent issues relating to Board governance;
- Assisting the Chair in ensuring the effective operation of the Board;
- Arranging the attendance of appropriate staff at meetings to assist Members in their consideration of relevant business;
- Ensuring the annual review of these Terms of Reference and the making of recommendations for updating;
- Development and maintenance of the Board's Meeting Schedule.

In addition, the Board Secretary will ensure a briefing sheet is tabled in respect of relevant reports for consideration by the Board. The cover sheet should indicate its purpose, i.e. whether it is for decision, discussion or noting to enable proper

consideration. In the preparation of Board papers, appropriate brevity commensurate with the subject matter should be employed.

12.0 Reporting Arrangements

The minutes of all Board meetings shall be formally recorded by the Board Secretary (or their nominee) and agreed with the Chair of the Board prior to issue in advance of the next scheduled meeting. Minutes will be circulated as soon as possible after the meeting - listing topics discussed, actions agreed and individuals responsible for undertaking those actions.

Once approved by the Board at its subsequent meeting, the minutes of the meetings held in public shall be published on the Trust's website.

13.0 Monitoring Effectiveness and Compliance with Terms of Reference

The Board will carry out an annual review of its effectiveness via the completion of the Board Governance Self-Assessment Tool (BGSAT) (delegated for final approval to the Governance Assurance Committee) on an annual basis

Appendix 1 – Membership of the Board

Chair of the Board:	Mr Jonathan Patton
Non-Executive Directors:	Mr Kevin McMahon Mrs Sheryl Henderson Ms Siobhan McCauley Mr Norman McKinley MBE Mrs Anne Quirk Mr Raymond Havlin Mr Kieran Donaghy
Chief Executive:	Ms Roisin Coulter
Deputy Chief Executive, Director of Finance, Contracts & Estates:	Ms Wendy Thompson
Medical Director:	Mr Charlie Martyn
Deputy Chief Executive, Executive Director of Nursing, Midwifery & AHPs and Director of Support Services:	Dr David Robinson
Director of Children's Services & Executive Director of Social Work:	Mrs Lyn Preece

All other Members of the Executive Management Team are invited to be present and participate in Board meetings but do not have a vote in Board decisions or count towards quorum:

Director of Surgery, Elective Care, Maternity & Paediatrics:	Ms Maggie Parks
Director of People & Organisational Development:	Mrs Claire Smyth
Director of Adult Services & Healthcare in Prison:	Mrs Rachel Gibbs
Director of Planning, Performance & Informatics:	Mrs Helen Moore
Director of Unscheduled Care, Medicine & Cancer:	Mr Marc Neil
Interim Director of Primary Care & Older People's Services:	Mrs Veronica Cleland

Appendix 2 – Schedule of Board Meetings for 2025/6

DATES 1pm (Confidential) 2.30pm (Public)	VENUE
Wednesday 26 March 2025	QIIC Hub, Trust HQ, Dundonald
Wednesday 28 May 2025	QIIC Hub, Trust HQ, Dundonald
Wednesday 25 June 2025	QIIC Hub, Trust HQ, Dundonald
Wednesday 27 August 2025	QIIC Hub, Trust HQ, Dundonald
Wednesday 24 September 2025	QIIC Hub, Trust HQ, Dundonald
Wednesday 26 November 2025	QIIC Hub, Trust HQ, Dundonald
Wednesday 28 January 2026	QIIC Hub, Trust HQ, Dundonald
Wednesday 25 February 2026	QIIC Hub, Trust HQ, Dundonald
Wednesday 25 March 2026	QIIC Hub, Trust HQ, Dundonald

Appendix 3 – Board Annual Programme of Work

(Based on NIAO Board Effectiveness Good Practice Guide, June 2022)

Monthly	<ul style="list-style-type: none"> • Register / Conflicts of Interest • Approval of draft minutes from previous meeting • Standard items to be reviewed at each meeting as agreed by the Board • Financial and Performance Reports • Agreed minutes from Board Committees
Bi-annually	<ul style="list-style-type: none"> • Report on the Discharge of Delegated Statutory Functions (DSF) and Corporate Parenting • Consideration and approval of the Board Assurance Framework (BAF) Risk Document
Annually	<ul style="list-style-type: none"> • Approve draft and final financial statements • Review for approval the Annual Report and Accounts • Receive an update on the Board Performance Assessment via completion the Board Governance Assessment Tool (BGSAT) with final approval delegated to the Governance Assurance Committee • Review for approval the Board's Terms of Reference • Review for approval each Board Committee Terms of Reference • Annual Reports including Review of Effectiveness for each Board Committee • Other relevant Annual Reports relating to operational matters which require Board approval

As Required

- Authorise and appoint standing Board Committees
- Consider any matters escalated by Board Committees at the earliest opportunity
- Review of Standing Orders
- Review of Standing Financial Instructions
- New Board Member Induction
- Consider gaps regarding Board composition and Training and Development issues (via BGSAT)
- Risk Management and Governance Strategies
- Relevant External Reports for noting
- Relevant DoH correspondence or publications for noting
- Report on the Use of the Trust's seal