



South Eastern Health
and Social Care Trust

Trust Board

Terms of Reference

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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.

The Trust Board (“the Board”) is the managing body of the Trust and is responsible for exercising all of the powers of the Trust. The constitution of the Board conforms to the requirements laid down in relevant legislation and the Standing Orders and Standing Financial Instructions with a Chair, Chief Executive, Executive and Non-Executive Directors. All Non-Executive Directors (including the Chair of the Board) shall be appointed by 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 organisation, to ensure accountability for that strategy and to shape the culture of the organisation. These Terms of Reference outline how the Board will undertake this role.

The Board may delegate any of its powers to a Committee of the Board or a member of the Trust’s Executive Management Team (“EMT”). Arrangements for the reservation and delegation of powers are set out in the Trust’s Standing Orders and 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 8 and no more than 13 voting members with the composition as follows:

- (1) The Chair of the Board
- (2) Up to 7 Non-Executive Directors
- (3) Up to 5 Executive Directors (not exceeding the number of Non-Executive Directors) including:
 - Chief Executive (Accounting Officer)
 - Director of Finance & Estates
 - Director of Children’s Services & Executive Director of Social Work
 - Executive Director of Nursing, Midwifery & Allied Health Professionals
 - Medical Director

¹ SET Standing Orders, February 2023

The Board shall have not less than 8 and no more than 13 Members (unless otherwise determined by the Minister or DoH and set out in the Trust's Establishment Order or such other communication from DoH).

All Members of the Executive Management Team will attend and participate in Board meetings though only Executive Directors (as defined above) can exercise a vote in Board decisions.

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.

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

4.0 Quorum

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

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

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

A Trust 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

Board Meetings shall be held at such times as the Board may determine. The Board routinely meets on the last Wednesday of each calendar month, except for April, July, October and December. In addition, the Board will hold a number of Development Days throughout each calendar year.

Matters which are deemed confidential on the grounds 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.

A schedule of Trust Board meetings is listed at Appendix 2 thereof.

7.0 Attendance at Board Meetings

The Board may invite non-Members to attend meetings as it considers appropriate. The Board Secretary shall ensure a record of attendance is maintained.

8.0 Programme of Work

The Board has devised a Programme of Work which guides agenda setting for scheduled meetings (see Appendix 3 herein). 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 Role of the Board*

The composition of the Board is specified in its founding legislation. It comprises Executive Members and part-time Non-Executive Board members under a part-time Chair appointed by the Minister of Health. All other members of the Executive Management Team attend and participate in Board meetings but do not have a vote.

Executive Directors, other members of the Executive Management Team and Non-Executive Directors share corporate responsibility for all Board decisions. 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 Members of the Board for the operation of the organisation and for implementing the Board’s decisions. The Board is required to meet regularly and to retain full and effective control over the organisation. The Chair and Non-Executive Members of the Board 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 that the organisation fulfils the aims and objectives set by the Minister and/or the Department of Health, 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 and ensuring corrective action is taken when necessary;
- to ensure effective financial stewardship through Value for Money, financial control and financial planning and strategy;

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

- to ensure that high standards of corporate governance are maintained in the conduct of the business of the organisation;
- to appoint, appraise and remunerate members of the Executive Management Team;
- to ensure that there is effective dialogue between the organisation and the local community on its plans and performance and that these are responsive to the community's needs;
- To ensure that 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:

- 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;
- establish performance and quality targets that maintain the effective use of resources and provide value for money;
- 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 Audit and Remuneration Committees 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 back to the Board; and
- act within statutory, financial and other constraints.

9.2 *The role of the Chair of the Board*³

The Chair of the Board is responsible for leading the Board and for ensuring that it successfully discharges its overall responsibility for the organisation as a whole. 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 the Department of Health and other departmentally designated authorities;
- ensuring that risk management is regularly and formally considered at Board meetings;
- 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;

³ Source – Code of Conduct and Code of Accountability, October 2022

- 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; and
- ensuring that all Board 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. The Chief Executive is accountable for ensuring Board decisions are implemented, that the organisation 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, for action fulfilling the decisions of the Board.

9.3 *The role of the Non-Executive Director*⁴

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.

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 play a role in working with the Chair of the Board in the appointment of the Chief Executive and 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 interview panels, stewardship of staff, relations with the general public and the media, participation in professional conduct and competency enquiries as well as staff disciplinary and grievance appeals.

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. In accordance with Standing Orders and Standing Financial Instructions, the Board has established the following Committees: -

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

⁴ Source – Code of Conduct and Code of Accountability, October 2022

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

Once approved, agreed minutes of relevant Committees shall be submitted to the next scheduled Public Board meeting for noting.

11.0 Operational Arrangements for Board Meetings

The Board Secretary shall be the Secretary to the Board and can delegate such tasks as appropriate 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.

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

- (a) Agreement of the agenda with the Chair and Chief Executive;
- (b) Collation of the papers; and
- (c) Ensuring that minutes of the meeting are documented and keep a record of the matters arising and issues to be carried forward.

The Cover Sheet of any report to the Board should indicate its purpose, i.e. whether it is for decision, discussion, or noting in order to enable Members to give proper consideration to all relevant matters. Person/s preparing papers for the Board should employ appropriate brevity commensurate with the subject matter.

12.0 Reporting Arrangements

The minutes of all Board meetings will be formally recorded and submitted for approval to the Board at the next meeting. The minutes of the meetings held in public will be published on the Trust's website once approved.

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 which will be approved by the Board on an annual basis (circa March each year).

Appendix 1 – Membership of the Board

Chair of the Board:	Mr Jonathan Patton (wef 30/03/2020 in an acting capacity & wef 15/04/2023 as substantive Chair) (Non-Executive Director wef 01/01/2017)
Non-Executive Directors:	Mr Noel Brady (wef 22/02/2016) Mrs Helen Minford (wef 01/01/2017) Mrs Joan O'Hagan (wef 01/01/2017) Mr Norman McKinley MBE (wef 01/01/2024) Mrs Anne Quirk (wef 15/02/2024) Mr Raymond Havlin (wef 15/02/2024) Mr Kieran Donaghy (wef 15/02/2024)
Chief Executive:	Ms Roisin Coulter (wef 26/06/2021)
Deputy Chief Executive, Director of Finance & Estates:	Ms Wendy Thompson (wef 01/09/2020)
Medical Director:	Mr Charlie Martyn (wef 05/03/2008)
Deputy Chief Executive, Executive Director of Nursing, Midwifery & AHPs and Director of Patient Experience:	Dr David Robinson (wef 01/04/2024)
Director of Children's Services & Executive Director of Social Work:	Mrs Lyn Preece (wef 01/09/2022)

All other Members of the Executive Management Team also attend Board meetings but do not have a vote in Board decisions:

Director of Surgery, Elective Care, Maternity & Paediatrics:	Ms Maggie Parks (wef 06/02/2023)
Director of People & Organisational Development:	Mrs Claire Smyth (interim wef 24/03/2021 & substantive wef 10/05/2023)
Director of Adult Services & Healthcare in Prison:	Mrs Rachel Gibbs (wef 15/03/2023)
Director of Planning, Performance & Informatics:	Mrs Helen Moore (wef 01/06/2022)
Director of Unscheduled Care, Medicine & Cancer:	Mr Marc Neil (wef 01/04/2023)
Director of Primary Care & Older People's Services:	Mrs Clare-Marie Dickson (wef 03/04/2023)

Appendix 2 – Schedule of Board Meetings for 2024

DATES Times: 1pm (Conf/Dev) 2.30pm (Public)	VENUE
Wednesday 31 January 2024	Recreation Hall, Trust HQ, Dundonald
Wednesday 28 February 2024	Recreation Hall, Trust HQ, Dundonald
Wednesday 27 March 2024	Recreation Hall, Trust HQ, Dundonald
Wednesday 29 May 2024	Great Hall, Downshire Estate, Downpatrick
Wednesday 26 June 2024	QIIC Hub, Ards Community Hospital, Ards
Wednesday 28 August 2024	Lagan Valley Hospital, Lisburn
Wednesday 25 September 2024	Recreation Hall, Trust HQ, Dundonald
Wednesday 27 November 2024	Great Hall, Downshire Estate, Downpatrick

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 • Financial and Performance Reports • Agreed minutes from Board Committees •
Bi-annually	<ul style="list-style-type: none"> • Integrated Assurance Framework • Principal Risk Document Reports • Report on the Discharge of Delegated Statutory Functions and Corporate Parenting
Annually	<ul style="list-style-type: none"> • Approve draft and final financial statements • Board Performance Assessment via the Board Governance Assessment Tool (BGSAT) • Review and approval of the Board Terms of Reference and Board Committee Terms of Reference • Annual Reports (as appropriate)
As Required	<ul style="list-style-type: none"> • Authorise and appoint standing Sub Committees • 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