

# 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. 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. 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 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 Board<sup>1</sup>**

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)
  - Deputy Chief Executive, Director of Finance, Contracts & Estates
  - Director of Children's Services & Executive Director of Social Work
  - Deputy Chief Executive, Executive Director of Nursing, Midwifery & Allied Health Professionals and Director of Support Services
  - Medical Director

All Members of the Executive Management Team will attend 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

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<sup>1</sup> Trust Standing Orders, September 2024

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. 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.

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

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

## **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 one working day prior to the 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 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 Responsibilities<sup>2</sup>**

### **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 the Executive Management Team known as Executive Directors of which there can be no more than five in total. 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 Trust and for implementing the Board’s decisions. 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 the Trust 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. The Board is required to meet regularly and to retain full and effective control over the organisation.

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

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<sup>2</sup> Source – DoH Code of Conduct & Code of Accountability for HSCNI Board Members (October 2022)

- 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 (VfM), financial control and financial planning and strategy;
- to ensure that high standards of corporate governance are maintained in the conduct of the business of the Trust;
- to appoint, appraise and remunerate members of the Executive Management Team;
- to ensure effective dialogue between the Trust and the local community on its plans and performance 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:

- 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 both an Audit and a Remuneration & Terms of Service 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 constraints.

## **9.2 *The Chair of the Board*<sup>3</sup>**

The Chair of the Board is responsible for leading the Board and for ensuring that it successfully discharges its overall responsibility for the Trust 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;

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

- 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;
- 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 all 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, to action Board decisions.

### **9.3 *The Non-Executive Director*<sup>4</sup>**

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 play a role 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 and fulfilling 'special interest' roles such as Raising Concerns champion. 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 Standing Orders, the Board has established the following Committees:

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

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

The composition of each Committee will be determined by the Board with Non-Executive Director appointments 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. 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 relevant Committees shall be submitted to the next scheduled Public Board meeting for noting.

## **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 cover 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. 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 shall be formally recorded by the Board Secretary (or nominee) and agreed with the Chair of the Board prior to issue in advance of the next 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).

## 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 attend Board meetings but do not have a vote in Board decisions:**

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

<b>DATES</b> <b>1pm (Confidential)</b> <b>2.30pm (Public)</b>	<b>VENUE</b>
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)

<b>Monthly</b>	<ul style="list-style-type: none"> <li>• Register / Conflicts of Interest</li> <li>• Approval of draft minutes from previous meeting</li> <li>• Standard items to be reviewed at each meeting</li> <li>• Financial and Performance Reports</li> <li>• Agreed minutes from Board Committees</li> </ul>
<b>Bi-annually</b>	<ul style="list-style-type: none"> <li>• Report on the Discharge of Delegated Statutory Functions (DSF) and Corporate Parenting</li> </ul>
<b>Annually</b>	<ul style="list-style-type: none"> <li>• Approve draft and final financial statements</li> <li>• Review for approval the Annual Report and Accounts</li> <li>• Receive an update on the Board Performance Assessment via completion the Board Governance Assessment Tool (BGSAT) – final approval delegated to the Governance Assurance Committee</li> <li>• Review for approval the Board’s Terms of Reference</li> <li>• Review for approval each Board Committee Terms of Reference</li> <li>• Annual Reports including Review of Effectiveness for each Board Committee</li> <li>• Other relevant Annual Reports relating to operational matters which require Board approval</li> </ul>
<b>As Required</b>	<ul style="list-style-type: none"> <li>• Authorise and appoint standing Board Committees</li> <li>• Matters escalated by Board Committees</li> <li>• Review of Standing Orders</li> <li>• Review of Standing Financial Instructions</li> <li>• New Board Member Induction</li> <li>• Consider gaps regarding Board composition and Training and Development issues (via BGSAT)</li> <li>• Risk Management and Governance Strategies</li> </ul>