RESERVATION OF POWERS TO THE BOARD OF DIRECTORS

1. INTRODUCTION

1.1 The Standing Orders for the Board of Directors sets out the arrangements for the Board of Directors' exercise of functions by delegation.

1.2 The purpose of this document is to clarify the powers reserved to the Board – generally matters for which it is held accountable to NHS England. The Board remains accountable for all its functions, even those delegated to individual Executive Directors and would therefore expect to receive information about the exercise of delegated functions to enable it to maintain a monitoring role.

1.3 Authority ultimately rests with the Board of Directors and may revert at any time at the discretion of the Board.

1.4 Authority delegated by the Board of Directors to any other board, committee or individual may not be delegated on by them (other than in the capacity of an officer acting in the absence of another and as explicitly allowed for) unless specifically allowed by statute.

Role of the Chief Executive

1.5 The Chief Executive shall exercise all powers of the Trust, which have not been retained as reserved by the Board or delegated to an executive committee or sub-committee, on behalf of the Board. The Chief Executive may nominate other Executive Directors to make decisions under these powers in to facilitate the exigencies of the service unless they are specifically reserved by the Board for the CEO alone.

Caution over the use of delegated powers

1.6 Powers are delegated to Executive Directors on the understanding that they will not exercise delegated powers in a matter that in their judgment is likely to be a cause for public concern.

Executive Directors' ability to delegate their own delegated powers

1.7 Authority is delegated from the Board and may not be delegated onwards.

Absence of Executive Directors to whom powers have been delegated

1.8 In the absence of an Executive Director to whom powers have been delegated, those powers shall be exercised by that director's superior unless alternative arrangements have been approved by the Board. If the Chief Executive is absent, powers delegated to them may be exercised by the Deputy Chief Executive or an Executive Director in the role of acting Chief Executive (as expressly appointed to by the Board).

Role of the Council of Governors

1.8 The role of the Council of Governors is set out in statute and articulated in the Trust Constitution. The Council of Governors has no authority to delegate any of its powers.

Role Of Non-Executive Directors

1.9 The role of non-executive directors is to provide oversight and assurance collectively as part of a unitary board. Individual non-executive directors carry no delegated authority unless expressly set out in this scheme of delegation.

2. RESERVATION OF POWERS TO THE BOARD

Accountability

2.1 The Code of Governance for Provider Trusts which has been adopted by the Foundation Trust requires the Board of Directors to determine those matters on which decisions are reserved for itself. Board members share corporate responsibility for all decisions of the Board. These reserved matters are set out below.

General enabling provision

2.2 The Board may determine any matter, for which it has delegated or statutory authority, it wishes in full session within its statutory powers.

2.3 The following matters have been reserved to the Board:

Regulation and control

2.3.1 To ensure that the Trust works within the terms of its licence, its Constitution, mandatory guidance issued by NHS England, relevant statutory requirements and contractual obligations.

2.3.2 To approve the Standing Orders (SOs), a schedule of matters reserved to the Board and Standing Financial Instructions (SFIs) for the regulation of its proceedings and business.

2.3.3 To approve the Terms of Reference of Committees of the Board, such terms to include as appropriate, the delegation of powers from the Board to committees.

2.3.4 To approve arrangements for dealing with complaints.

2.3.5 To adopt the senior management structure to facilitate the discharge of business by the Trust and to agree modifications thereto.

2.3.6 To receive reports from committees including those which the Trust is required by NHSE or other regulation to establish and to take appropriate action thereon.

2.3.7 To confirm the recommendations of the Trust's committees where the committees do not have executive powers.

2.3.8 To ratify any urgent decisions taken on behalf of the Board by the Chair and the Chief Executive in accordance with Standing Orders.

2.3.9 To approve arrangements relating to the discharge of the Trust's responsibilities as a corporate trustee for funds held on trust within current legislation and the regulatory framework of the Charities Commission.

2.3.10 To approve arrangements relating to the discharge of the Trust's responsibilities as a bailee for patients' property.

2.3.11 To approve the Annual Governance Statement.

2.3.12 To approve the division of responsibilities between the Chair and Chief Executive.

2.3.13 To suspend, vary or amend Standing Orders.

2.3.14 To approve the Board Assurance Framework.

Appointments and dismissals

2.3.15 The Board shall appoint a Non-Executive Director to act as Vice Chair

2.3.16 The Non-Executive Directors of the Board shall appoint the Chief Executive Officer

2.3.17 The Non-Executive Directors of the Board and the CEO shall appoint Executive Directors

2.3.18 The Board shall appoint the Company Secretary.

Policy determination

2.3.19 To approve and review periodically, policies which have wide ranging strategic and/or financial and/or probity implications for the Trust and are fundamental to the Trust's business.

2.3.20 To ensure proper and widely publicised procedures for voicing complaints, concerns about misadministration, breaches of code of conduct, and other ethical concerns.

Strategy, business plans and budgets

2.3.21 To approve budgets.

2.3.22 To approve proposals on individual contracts, including purchase orders (other than NHS contracts) of a capital or revenue nature in accordance with the limits set within the Standing Financial Instructions or within any limits or lock mechanisms as may be imposed by NHSE from time to time.

2.3.23 To define the strategic aims and objectives of the Trust.

2.3.24 To approve the Trust's annual business plan and 3 year strategic business plan.

2.3.25 To approve and monitor the Trust's structure and arrangements for the management of risk, including statutory compliance.

2.3.26 To approve proposals for ensuring quality and developing clinical governance in services provided by the Trust, having regard to any guidance issued by NHSE or other regulatory body.

2.3.27 To approve investments in other organisations including acquisitions and mergers.

2.3.28 To approve any proposal to materially alter the specification or means of provision of any commissioner requested service (subject to compliance with the Trust's licence).

2.3.29 To approve the Trust's capital programme and subsequent amendments in line with the Standing Financial Instructions.

2.3.30 To approve private finance initiative (PFI) proposals.

2.3.31 To approve business cases for the introduction or discontinuance of any significant activity or operation (with gross annual income or expenditure at the level set out in the Standing Financial Instructions).

Financial and performance reporting arrangements

2.3.32 Continuous appraisal of the affairs of the Trust by means of the receipt of reports as it sees fit from directors, committees, associate directors and officers of the trust as set out in management policy statements. All monitoring returns required by the Integrated Care Board, NHS England and the Charity Commission shall be reported, at least in summary, to the Board.

2.3.33 To approve banking arrangements.

Audit arrangements

2.3.34 The appointment (and where necessary dismissal) of the internal auditors.

2.3.35 To receive the annual completion reports, opinions, certificates or letters (as they may be construed or determined from time to time) received from the external auditor and agree the proposed action, taking account of the advice, where appropriate of the Audit Committee.

2.3.36 To approve the appointment (and where necessary dismissal) of external auditors for the separate audit of funds held on trust (charitable funds).

2.3.37 To receive an annual report from the internal auditor and agree action on recommendations where appropriate of the Audit Committee.

Direct operational decisions

2.3.38 To approve proposals for the disposal of, or relinquishing of control over, any relevant asset (subject to compliance with the Trust's licence).

2.3.39 To approve proposals for the acquisition, disposal or change of use of land and/or buildings:

i. in line with guidance issued by NHS England; and

ii. where the disposal involves disposal of a relevant asset, subject to compliance with the Trust's licence.

2.3.40 To approve losses and compensations at the levels set out in the Standing Financial Instructions.

2.3.41 To approve severance payments in line with relevant HM Treasury guidance.

2.3.42 The discharge of functions as trustees with regard to the charitable funds held by the Trust, in accordance with the requirements of the Charity Commission.

2.3.43 To approve all loans including the working capital facility, and major finance leases at the limits set out in the Scheme of Delegation.

2.3.44 To approve the use of assets that are not "relevant assets" as security for a loan.

2.3.45 To approve income and expenditure in excess of the financial limits set out in the Standing Financial Instructions.

Annual report and accounts

2.3.46 To receive and approve the Foundation Trust's annual report and annual accounts prior to being laid before Parliament.

2.4 The powers retained to itself by the Board as set out in Standing Orders may in emergency be exercised by the Chair in conjunction with the CEO.

3. DELEGATION OF POWERS

Delegation to committees

3.1 The Board of Directors may determine that certain of its powers shall be exercised by standing committees. The composition and terms of reference of such committees shall be that determined by the Board of Directors, in accordance with Standing Orders The membership of any committee with delegated authority shall comprise only of voting directors of the Board.

3.1.1 **ARTE Committee**: The appointment and removal of executive directors; the remuneration of those posts within the trust designated as very senior managers (Executive Management Team); decisions relating to the terms and conditions of employment of the same.

3.1.2 **Audit Committee**: Matters relating to the oversight of risk, control and assurance of the organisation, with the authority to obtain legal or other independent advice without the approval of or reversion to the Board of directors.

3.1.3 **Finance and Performance Committee**: the approval of policies as they may relate to the terms of reference of the committee.

3.1.4 **Safety and Quality Committee**: the approval of policies as they may relate to the terms of reference of the committee.

3.1.5 **Charitable Funds Committee:** management and oversight of matters relating to the exercise of the Trust's role as a charitable trustee, including the investment of charitable funds and approval of charitable donations.

Delegation to the Provider Collaborative Board (as a Joint Committee)

3.2 The Board of Directors may determine that certain of its powers shall be exercised by the Provider Collaborative Board (PCB) as a Joint Committee. Such powers shall be articulated in the Terms of Reference of the PCB and may be rescinded by the Board on its sole determination at any time.

Delegation to Trust Management Board

3.3 The Trust Management Board being the highest collective level of management authority within the Trust shall: approve business cases in line with levels as set out in Standing Financial Instructions; approve policies as may be decided by the Board of Directors from time to time.

3.4 For the exigency of the service any authority delegated to the TMB may revert to the CEO at his discretion.

Delegation to the CEO as Accounting Officer

3.5 The responsibilities of the CEO as Accounting Officer are defined through the Foundation Trust Accounting Officer memorandum.
https://assets.publishing.service.gov.uk/government/uploads/system/uploads/attachment_data/file/451565/NHS_Foundation_Trust_Accounting_Officer_Memorandum.pdf

3.6 The CEO and Trust Chair shall be delegated to sign the Annual Report and Accounts on behalf of the Trust.

Delegation to the Chief Finance Officer

3.6 The CEO shall delegate the day-to-day management responsibility for the following functions to the Chief Finance Officer. However, as Accounting Officer the CEO retains responsibility for the overall organisation, management and staffing of the Foundation Trust and for its procedures in financial and other matters.

3.7 The Accounting Officer (CEO) may delegate to the Chief Finance Officer the authority to vary or suspend any financial control mechanism in response to budgetary constraints, financial management requirements or direction for the ICB/NHSE. Such changes or variations shall be recorded, including the duration of the variation.

Deputy CEO

3.8 A member of the Executive Management Team designated as the DCEO may carry out any of the functions delegated to the CEO in the short absence of the CEO.

3.9 If the CEO is absent for a period of time longer than 6 weeks the Board shall expressly delegate a member of the Executive Management Team to act as Interim CEO.

Delegation Under Regulatory Requirements

3.10 The following individuals are delegated to act in the associated regulatory capacity:

3.10.1 **Caldicott Guardian:** The Chief Medical Officer shall be responsible for the protection of health and care information as required under the Caldicott principles.

3.10.2 **CQC Nominee:** The Chief Nursing Officer shall ensure compliance with the Health and Social Care Act 2008 (CQC nominated individual)

3.10.3 **SIRO:** The Directors of Corporate Affairs shall have overall responsibility for Information Risk across the Trust.

Other Delegations

Other Delegations

3.11 Authority to bind the organisation contractually or allocate financial resource is given to named roles or levels of role within the organisation and is as set out in the Standing Financial Instructions.

3.12 The Director of Corporate Affairs and the Head of Legal and Claims shall instruct on all legal issues for the Trust.

3.13 The Director of Corporate Affairs or the Deputy Chief Executive Officer shall be the authorised signatory in respect of the initiation or defence of legal proceedings as they relate to the Trust.

3.14 The Chief Nursing Officer shall be the authorised signatory for Court documents for clinical negligence claims.