Trust Management Board
Terms of Reference
Final Version - Board Approved 31 October 2012

CONSTITUTION
1. The Board of Directors approved the establishment of the Trust Management Board for the purpose of bringing together the clinical and senior leadership of the Trust to maintain the overall effectiveness of the Trust by ensuring the robust, effective and efficient operational management of the Trust;

2. The Trust Management Board will consider service change, business cases and address cross-divisional issues and ratify policies and oversee health and safety matters.

3. The Trust Management Board is accountable to the Board of Directors through the Chief Executive.

DUTIES
4. In particular the Trust Management Board will:

   General Duties
   a) bring together the clinical and senior leadership of the Trust to ensure the robust, effective and efficient operational management of the Trust;
   b) act as a forum to drive clinical service change, advising as necessary on the development of business cases, that support and enhance the Trust’s ability to provide safe, effective, high quality patient care;

   Assurance
   c) provide assurance to the Trust Board that robust and effective plans are in place in each division to deliver the Trust’s objectives and statutory duties;

   Objectives
   d) contribute to the review and development of the Trust’s vision, purpose and strategic direction through open discussion and the consideration of risk and related quality issues;
   e) develop, implement and monitor divisional objectives and plans that contribute to the delivery of the Trust’s annual objectives and plan;
   f) contribute to the involvement of staff and the improvement of communication within the Trust;
   g) develop and disseminate a consensus view about the development of and improvement to services across the Trust including the implementation of new technologies and innovations;

   Performance and financial management
   h) implement and monitor divisional performance against:
      • annual budgets, capital plans and the cost improvement programme,
      • quality, innovation, productivity and prevention plans,
      • commissioning for quality and innovation plans (CQUIN),
      • clinical activity and key performance indicators,
      • corporate governance activities and responsibilities;
   i) ensure that decisions of the Board of Directors (and its supporting governance structure) to improve performance are operationalised, communicated and implemented across the Trust;
j) oversee the contractual performance of the Trust against the requirements and expectations of commissioners coordinating action as necessary to meet these contractual requirements;

k) oversee the performance of the Trust against the legislative/ regulatory requirements of regulators and other bodies, coordinating action as necessary across the Trust to meet these requirements including deliver the steps necessary for the Trust to achieve, maintain and improve upon Care Quality Commission, NHS Litigation Authority and Clinical Negligence Scheme for Trusts (CNST) standards and deliver the actions and business plans necessary to implement National Institute for Health and Clinical Excellence (NICE) guidance;

l) receive and, where relevant, develop and implement action plans to deliver the recommendations resulting from internal reports, external reports, clinical audit reports, mortality reports, clinical accreditation visits, service reviews, legislation, regulations and guidance;

Risk management and internal control
m) take responsibility for identified risks using Divisional Risk Registers to identify and assess those risks that need to be brought to the attention of the Trust Board, including those risks which may be considered strategically significant for inclusion in the Trust's Board Assurance Framework;

n) ensure that risks that are identified by the Board of Directors are assessed and plans developed to mitigate risks and gaps in control and assurance;

o) oversee the development and implementation of Divisional Action Plans to mitigate risks and gaps in controls and assurance (including for strategically significant risks);

p) agree with the Trust Board an annual programme of work as a basis for the Trust Management Board;

Business cases
q) receive and/or oversee the development of business cases for consideration by the Trust Board in accordance with the Trust’s Standing Financial Instructions;

Health, safety and security matters
r) oversee the Trust’s health and safety strategy and receive reports in respect of health and safety matters across the Trust;

s) oversee the Trust’s security strategy and policies and receive reports from the Local Security Management Specialist in respect of security matters across the Trust.

MEMBERSHIP
5. The Trust Management Board will include the following members:

1. Chief Executive (Chair);
2. All Executive Directors;
3. Chief Pharmacist/Accountable Officer for Controlled Drugs
4. Deputy Medical Director, Furness;
5. Deputy Medical Director, Lancaster & Westmorland;
6. Deputy Chief Nurse, Furness;
7. Deputy Chief Nurse, Lancaster & Westmorland;
8. Divisional Clinical Director, Acute Medical Division;
9. Assistant Chief Nurse, Acute Medical Division
10. Divisional General Manager, Acute Medical Division;
11. Divisional Clinical Director, Core Clinical Division;
12. Divisional General Manager, Core Clinical Division;
13. Allied Health Profession Lead, Core Clinical Services Division
14. Divisional Clinical Directors, Elective Medicine Division;
15. Assistant Chief Nurse, Elective Medicine Division
16. Divisional General Manager, Elective Medicine Division;
17. Divisional Clinical Director, Surgical & Critical Care Division;
18. Assistant Chief Nurse, Surgical & Critical Care Division
19. Divisional General Manager, Surgical & Critical Care Division;
20. Divisional Clinical Director, Women & Children’s Division;
21. Assistant Chief Nurse, Women & Children’s Division
22. Divisional General Manager, Women & Children’s Division;
23. Head of Midwifery, Women and Children’s Division;
24. Director of Medical Education;
25. Director of Research and Development
26. Divisional Manager, Facilities;
27. Divisional Head of Facilities and Estate Services;
28. Deputy Director of Human Resources;
29. Associate Director of Quality Governance;
30. Assistant Chief Executive.

6. All members listed above have voting rights.

7. The Chair of the Trust Management Board is the Chief Executive. The Deputy Chair of the Trust Management Board is the Medical Director. If the Chair is not present, then the Deputy Chair shall chair the meeting. If the alternative chair is also not present, then members present will agree who will chair the meeting.

ATTENDANCE

8. The following will be in attendance:

a) PA to Chief Operating Officer (as Secretary to Trust Management Board).
b) Deputy Director of Corporate Affairs (Communications)

9. In exceptional circumstances deputies may be nominated to attend prior to the meeting, again with the Chair's approval. Such deputies will be in attendance and will have no voting rights.

10. The Chair of the Trust Management Board may also extend invitations to other personnel with relevant skills, experience or expertise as necessary to deal with the business on the agenda. Such personnel will be in attendance and will have no voting rights.

RESPONSIBILITY OF MEMBERS AND ATTENDEES

11. Members of the Trust Management Board have a responsibility to:

a) attend at least 80% of meetings, having read all papers beforehand;
b) act as ‘champions’, disseminating information and good practice as appropriate;
c) identify agenda items for consideration to the Chair / Secretary at least 12 days before the meeting;
d) prepare and submit papers for a meeting, using the template in the Governance Strategy, at least 8 days before the meeting;
e) if unable to attend, send their apologies to the Chair and Secretary prior to the meeting and, if appropriate, seek the approval of the Chair to send a deputy to attend on their behalf;
f) when matters are discussed in confidence at the meeting, to maintain such confidences;
g) declare any conflicts of interest / potential conflicts of interest in accordance with the University Hospitals of Morecambe Bay NHS Foundation Trust’s policies and procedures;
h) at the start of the meeting, declare any conflicts of interest / potential conflicts of interest in respect of specific agenda items (even if such a declaration has previously been made in accordance with the University Hospitals of Morecambe Bay NHS Foundation Trust’s policies and procedures).

QUORUM
12. A quorum will normally be nine members. Of these members, then:
a) at least three should be Executive Directors (of whom at least one should be a clinician) and
b) at least one member representing each of the divisions (of whom at least two should be clinicians) should be in attendance.

13. When considering if the meeting is quorate, only those individuals who are members can be counted, deputies and attendees cannot be considered as contributing to the quorum.

FREQUENCY
14. Meetings will normally take place monthly on the first Wednesday of the month at least two weeks before the Finance and Performance Committee (so as to allow agenda items to be notified and reports prepared by the Trust Management Board for the Finance and Performance Committee).

15. The business of each meeting will be transacted within a maximum of two and a half hours.

AUTHORITY
16. The Trust Management Board is authorised by the Board of Directors:
a) to investigate any activity within its terms of reference and produce an annual work program;
b) to approve or ratify (as appropriate) those policies and procedures for which it has responsibility as listed in the ‘Policy Schedule’ in the Corporate Governance Manual;
c) to promote a learning Trust and culture, which is open and transparent;
d) to establish and approve the terms of reference of such sub-committees, groups or task and finish groups as it believes are necessary to fulfil its terms of reference; and

17. The Trust Management Board does have the authority to commit resources, subject to approved business case, up to the value of £250,000. The Director of Finance must be informed of any decision requiring the use of resources.

DECISION MAKING
18. Wherever possible members of the Trust Management Board will seek to make decisions and recommendations based on consensus.

19. Where this is not possible then the chair of the meeting will ask for members to vote using a show of hands, provided that nothing in the way of business conducted is prohibited by the standing orders of the University Hospitals of Morecambe Bay NHS Foundation Trust.
20. In the event of a formal vote the chair will clarify what members are being asked to vote on – the ‘motion’. Subject to meeting being quorate a simple majority of members present will prevail. In the event of a tied vote, the chair of the meeting may have a second and deciding vote.

21. Only the members of the Trust Management Board present at the meeting will be eligible to vote. Members not present, deputies and attendees will not be permitted to vote, nor will proxy voting be permitted. The outcome of the vote, including the details of those members who voted in favour or against the motion and those who abstained, shall be recorded in the minutes of the meeting.

REPORTING
22. The Trust Management Board will have the following reporting responsibilities:
   a) to ensure that the minutes of its meetings are formally recorded and submitted to the Board of Directors. These minutes shall be accompanied by a summary prepared by the Chair of the meeting outlining the key issues discussed at the meeting and those issues that need to be brought to the attention of the Board of Directors;
   b) to produce those assurance and performance management reports listed in the Trust Management Board’s annual work programme which has been agreed with, and are required by the Board of Directors;
   c) any items of specific concern, or which require Board of Directors approval, will be subject to a separate report;
   d) to provide exception reports to the Board of Directors highlighting key developments / achievements or potential issues;
   e) to produce an annual report for the Board of Directors setting out:
      i. the role and the main responsibilities of the committee
      ii. membership of the committee
      iii. number of meetings and attendance
      iv. a description of the main activities during the year
      v. a completed annual self-assessment (the format to be approved by the Audit Committee) and the identification of any development needs for the Trust Management Board.

REPORTING GROUPS
23. The groups identified below will be required to submit the following information to the Trust Management Board:
   a) their terms or reference for formal approval and review;
   b) the minutes of their meetings, together with a summary prepared by the chair of that group outlining the key issues discussed at the meeting and those issues that need to be brought to the attention of this Trust Management Board;
   c) to produce those assurance and performance management reports listed in the individual group’s annual work programmes which have been agreed with, and are required by, this Trust Management Board;
   d) an annual report setting out the progress they have made and future development; and
   e) any report or briefing requested by this Trust Management Board.

24. The groups are:
   a) Health and Safety Committee;
   b) Policy Committee;
   c) Divisional Governance Groups;
   d) any Task and Finish Group set up by the Trust Management Board to assist them in carrying out their duties.
ADMINISTRATIVE ARRANGEMENTS

25. The Chief Executive is the Chair of the Trust Management Board and has corporate responsibility for:
   a) overseeing all aspects of the work of the Trust Management Board;
   b) ensuring the Trust Management Board acts in accordance with standing orders and the scheme of reservation and delegation;
   c) identifying an officer to undertake the role of Secretary;
   d) overseeing the delivery of the Secretary’s duties.

26. The Secretary of the Trust Management Board will be responsible for:
   a) attending the meeting;
   b) ensuring correct and formal minutes are taken in the format prescribed in the Governance Strategy and, once agreed by the Chair, distributing minutes to the members and submitting a copy to the Assistant Chief Executive;
   c) keeping a record of matters arising and issues to be carried forward;
   d) producing an action list following each meeting and ensuring any outstanding action is carried forward on the action list until complete;
   e) producing a schedule of meetings to be agreed for each calendar year and making the necessary arrangements for confirming these dates and booking appropriate rooms and facilities;
   f) providing appropriate support to the Chair / Lead Director and Trust Management Board members;
   g) providing notice of each meeting and requesting agenda items no later than 14 days before a meeting;
   h) agreeing the agenda with the Chief Executive prior to sending the agenda and papers to members no later than 7 days before the meeting;
   i) ensuring the Annual Work Programme is up to date and distributed at each meeting;
   j) ensuring the papers of the Trust Management Board are filed in accordance with the University Hospitals of Morecambe Bay NHS Foundation Trust’s policies and procedures.

REVIEW

27. Terms of Reference will normally be reviewed annually, with recommendations on changes submitted to the Board of Directors for approval.

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