

SCHEDULE OF MATTERS RESERVED TO THE BOARD

Approved by the Board on 6 March 2012

The following is a Schedule of Matters that the Board of Directors reserves to itself. Any matter not so reserved is, de facto, delegated to the Chief Executive.

All powers and authorities exercisable by the Board together with any delegation of such powers or authorities to any committee or individual are subject to any limitations imposed by the Constitution or by Monitor or by the National Health Service Act 2006. Due regard will also be had to any Code of Governance issued from time to time by Monitor.

Any reference to “Director” shall be to formally appointed directors of the Trust Board and, unless otherwise specified, not to personnel who carry the word “Director” as part of their title.

1. GENERAL

Notwithstanding the list set out below and the delegation of any powers or authority to the Chief Executive or any other person or body, the Board may determine in full session any matter within its powers.

2. REGULATION AND CONTROL

- 2.1 This Schedule of Matters Reserved to the Board.
- 2.2 Approval, suspension, variation or amendment of:
 - Standing Orders
 - Standing Financial Instructions
- 2.3 Requiring and receiving the declaration of Directors’ interests which may conflict with those of the Trust. Determining the extent to which that Director may remain involved with the matter under consideration.
- 2.4 Requiring and receiving the declaration of interests from senior management which may conflict with those of the Trust.
- 2.5 Disciplining Directors who are in breach of statutory requirements or Standing Orders, Standing Financial Instructions or any of any other requirement placed upon them.
- 2.6 The organisational structure at Board Director level.
- 2.7 The appointment and dissolution of Board committees and Board sub-committees and the approval of terms of reference and reporting arrangements of all Board committees and Board sub-committees.
- 2.8 Receipt of reports from committees and to take appropriate action thereon.

- 2.9 Approval of arrangements relating to the discharge of the Trust's responsibilities as a corporate trustee for funds held on trust.
- 2.10 Ratification of any urgent decisions taken in accordance with Standing Order 4.2 Emergency Powers (or any replacement thereof).

3. STRATEGY AND MANAGEMENT

- 3.1 Responsibility for the overall management of the Trust.
- 3.2 Approval of the Trust's long term objectives and strategies.
- 3.3 Approval of the annual operating and capital expenditure budgets and any material changes to them.
- 3.4 Oversight of the Trust's operations ensuring:
 - Competent and prudent management
 - Sound planning
 - An adequate system of internal control and risk management
 - Adequate accounting and other records
 - Compliance with statutory and regulatory obligations
- 3.5 Review of performance in the light of the Trust's strategy, objectives, business plans and budgets and ensuring that any necessary corrective action is taken.
- 3.6 Extension of the Trust's activities into new business or geographic areas.
- 3.7 Any decision to cease to operate all or any material part of the Trust's activities.
- 3.8 The division of responsibilities between the Chairman and the Chief Executive, which should be in writing.

4. STRUCTURE AND CAPITAL

- 4.1 Changes relating to the Trust's capital structure.
- 4.2 Major changes to the Trust's corporate structure.
- 4.3 Changes to the Trust's management and control structure.

5. FINANCIAL REPORTING AND CONTROLS

- 5.1 Approval of the annual report and accounts, including all required attachments/appendices.
- 5.2 Approval of the payment of any dividend.

- 5.3 Approval of any significant changes in accounting policies or practices.
- 5.4 Approval of treasury policies.
- 5.5 Approval of the opening or closing of any bank account.
- 5.6 Approval of the Annual Report and Accounts, including all required attachments/appendices, for funds held on Trust.

6. INTERNAL CONTROLS

- 6.1 Ensuring maintenance of a sound system of internal control and risk management including:
 - Receiving reports on, and reviewing the effectiveness of, the Trust's risk and control processes to support its strategy and objectives
 - Undertaking an annual assessment of these processes
 - Approving an appropriate Statement on Internal Controls for inclusion in the annual report
- 6.2 Approval and monitoring of the Trust's policies and procedures for the management of risk.

7. CONTRACTS

- 7.1 Major capital projects involving investments of more than £500,000.
- 7.2 Individual contracts (including NHS Service Agreements but excluding Consultant appointment) whether of a capital or revenue nature or which are otherwise material strategically, entered into in the ordinary course of business, amounting to, or likely to amount to £500,000 over a three year period or the period of the contract if longer, or acquisitions or disposals of fixed assets above £500,000..
- 7.3 Contracts not in the ordinary course of business, for example loans and repayments above £250,000; foreign currency transactions above £100,000.
- 7.4 Consideration of Outline and Final Business Cases with an estimated capital and/or revenue impact value in excess of £500,000.
- 7.5 The acquisition, disposal or change of use of land and/or buildings (except the taking on of any lease commitment of less than 12 months duration).
- 7.6 The introduction or discontinuance of any activity or operation having a gross annual income or expenditure (that is before any set off) in excess of £100,000.
- 7.7 The approval of individual cases for the write-off of losses or making of special payments above £100,000.
- 7.8 Any proposal involving Protected Assets (as defined by Monitor).
- 7.9 Any PFI proposals.

8. BOARD MEMBERSHIP AND OTHER APPOINTMENTS

- 8.1 Changes to the structure, size and composition of the Board.
- 8.2 Ensuring adequate succession planning for the Board and senior management.
- 8.3 Subject to the provisions of the Constitution, the appointment, appraisal, disciplining and dismissal of the Chief Executive and Executive Directors.
- 8.4 Selection of Chief Executive, subject to approval of the Council of Governors.
- 8.5 Appointment of the Deputy Chairman and/or Senior Independent Director.
- 8.6 Membership and Chairmanship of Board committees.
- 8.7 Continuation in office of any Director at any time, including the suspension or termination of service of an Executive Director as an employee subject to the law and their service contract.
- 8.8 Appointment or removal of the Company Secretary.
- 8.9 A recommendation to appointment, reappoint or remove the External Auditor that is to be put to the Council of Governors for approval, following the recommendation of the Audit Committee.
- 8.10 Appointment of any Director as representative of any outside body or organisation.

9. REMUNERATION

- 9.1 Determining the remuneration policy for the Executive Directors and Company Secretary.

10. CORPORATE GOVERNANCE MATTERS

- 10.1 Undertaking a formal and rigorous review annually of its own performance, that of its committees and individual Directors.
- 10.2 Determining the independence of Directors.
- 10.3 Review of the Trust's overall corporate governance arrangements.
- 10.4 Any proposal to apply to Monitor for any amendment to the:
 - 10.4.1 Authorisation
 - 10.4.2 Constitution

11. POLICIES

11.1 Approval of policies, including (but not limited to):

- Risk Management Strategy, Policy and Procedures
- Code of Conduct
- Health and Safety Policy
- Environmental Policy
- Communications Policy
- Corporate Social Responsibility Policy

12. OTHER

12.1 Approval of the appointment of the Trust's principal professional advisers.

12.2 Prosecution, defence or settlement of litigation involving above £500,000 or being otherwise material to the interests of the Trust.

12.3 Approval of the overall levels of insurance for the Trust, including Directors' and Officers' Liability insurance and indemnification of Directors.

12.4 Approval of periodic returns and declarations to Monitor and the Care Quality Commission.

12.5 Approval of the use of the Seal.

Matters which the Board considers suitable for delegation are contained in the terms of reference of its Committees.

In addition, the Board will receive reports and recommendations from time to time on any matter which it considers significant to the Trust.