

Reservation of Powers to the Board 2024-25

The Board of Directors remains accountable for all of its functions, including those which have been delegated. To enable exercise of those functions and responsibilities, the Board is required to draw up a schedule of decisions reserved to the Board and to ensure that management arrangements are in place to enable the clear delegation of its other responsibilities. This document sets out what powers are reserved to the Board and may not be delegated to a Committee, Sub-Committee or member of staff.

1. General Enabling Provision

The Board may determine any matter it wishes in full session within its statutory powers.

2. Regulation and Control

- (a) Approval of the Constitution (in accordance with approval framework), a schedule of matters reserved to the Board, Standing Orders and Standing Financial Instructions (SFIs) for the regulation of its proceedings and business.
- (b) Approval of a scheme of delegation of powers from the Board to employees.
- (c) Requiring and receiving the declaration of directors' interests which may conflict with those of the Trust and determining the extent to which that director may remain involved with the matter under consideration.
- (d) Requiring and receiving the declaration of interests from employees which may conflict with those of the Trust via the Audit, Risk & Assurance Committee.
- (e) Considering instances of failure to comply with the Authorisation, Provider Licence, Constitution and Standing Financial Instructions and taking action where appropriate.
- (f) Approval of significant changes to organisation structures that require formal consultation under relevant legislation or any changes within a previously approved strategy.
- (g) To receive reports from committees including those which the Trust is required by the Secretary of State, the Constitution, Standing Financial Instructions or other regulations to establish and to take appropriate action thereon.
- (h) To approve the recommendations of the Trust's committees where the committees do not have executive powers. To establish terms of reference and reporting arrangements of all board committees (and other committees if required).
- (i) Ratification of any urgent decisions taken by the Chair or Chief Executive in accordance with the Constitution, Scheme of Delegation or Standing Financial Instructions and Standing Orders.
- (j) Approval of arrangements relating to the discharge of the Trust's responsibilities as a corporate trustee for funds held on trust, such as charitable funds.

3. Appointments

- (a) The establishment, approval of terms of reference, approval of membership including Chairs, reporting arrangements and disbanding of all committees of the Board.
- (b) The appointment of members to any committee of the Trust and the appointment of representatives on outside bodies.

- (c) Approval of the Senior Independent Director (having regard to the views of the Council of Governors) from amongst the Non-Executive Directors of the Trust.

4. Strategy and Plans

- (a) Development and approval of the strategic aims, objectives and priorities of the Trust.
- (b) Approval of the Integrated Business Plan, Operational Plan and Annual Budget (including capital budget) and 5 Year Plan.
- (c) To approve any joint venture or merger with external organisations and acquisitions, subject to requirements set out in the Constitution.
- (d) Approval of strategy for ensuring quality and clinical governance in services provided by the Trust.
- (e) Approval of strategy for ensuring equality, diversity and inclusivity in both employment and the delivery of services.

5. Policy Determination

- (a) Approval of strategy and policy in accordance with the provisions of the Scheme of Delegation.
- (b) Approval and monitoring of the Trust's policies and procedures for the management of risk.
- (c) Approval of the Trust's Health & Safety Policy.

6. Financial and Performance

- (a) Approval of plans in respect of the application of available financial resources.
- (b) Approval of the opening or closing of any bank or investment account.
- (c) Approval of any borrowing.
- (d) Acquisition, disposal or significant change of use of land and/or buildings (including leases and licences) and approval of the associated financial limits. The introduction or discontinuance of any significant activity or operation. An activity or operation shall be regarded as significant if it has a gross annual income or expenditure (that is before any set off) in excess of £5m, over the contract period, £1m in the case of capital spend.
- (e) Approval of expenditure in excess of £15m with NHS Improvement / NHS England approval.
- (f) Approval of individual compensation payments (patients, former patients, carers and other non-staff) non NHS Resolution above the limits of delegation to the Chief Executive and Director of Finance (for losses and special payments) as referred to in the Scheme of Delegation.
- (g) To approve proposals for action on litigation against or on behalf of the Trust which are over £50,000 except where these are made in accordance with NHS Resolution instructions.
- (h) Approval of any applications for public dividend capital.

7. Reporting Arrangements

- (a) Continuous appraisal of the affairs of the Trust by means of the receipt of reports as it sees fit from directors, committees and employees of the Trust.
- (b) All monitoring returns and submissions required by NHS England, the Care Quality Commission, the Charity Commission and any others will be approved by the Board via the Finance, Infrastructure & Digital Committee.

- (c) Receipt and approval of a schedule of NHS contracts signed in accordance with arrangements approved by the Chief Executive.
- (d) Consideration and approval of the Trust's Annual Report including the Annual Accounts and the Quality Accounts. The Board of Directors may choose to delegate authority to approve the Annual Report & Accounts to the Audit, Risk & Assurance Committee to meet NHSE's deadline for submission of the Annual Report & Accounts.
- (e) Receipt and approval of the Annual Report(s) for funds held on trust (e.g. charitable funds).

8. Investment Policy

- (a) To approve the investment policy for exchequer funds and discharge of trustee responsibilities in relation to non-exchequer funds.
- (b) To approve Private Finance Initiative (PFI) proposals.
- (c) To approve any purchase of shareholding.
- (d) To review and approve alternatives to NHS Resolution risk pooling schemes.
- (e) To approve any substantive changes to the Trust's insurance or indemnity arrangements in relation to Directors and staff liability.

9. Audit Arrangements

- (a) The receipt of the annual management letter from the external auditor and agreement of action on the recommendation where appropriate of the Audit, Risk and Assurance Committee.
- (b) The receipt of the annual report from the Internal Auditor and agree action on recommendations where appropriate of the **Audit Committee**.

Delegation of powers to committees and sub-committees

The Board may determine that some of its powers can be exercised by Committees. The Board has delegated some functions to a number of committees, details of which are set out in their respective Terms of Reference.

The Board will determine the reporting requirements in respect of those committees. In turn those committees may delegate functions to a number of sub-committees or groups, details of which are set out in their respective Terms of Reference, but the delegate of powers to sub-committees must be expressly authorised by the Board.

Delegation of powers to employees

The Board has drawn up a Scheme of Delegation, which sets out authority delegated to employees. This document shows the "top level" of delegation within the Trust and should be used in conjunction with established policies and procedures and the Trust's Standing Financial Instructions.

Staff are authorised to act in accordance with their terms of appointment and in accordance with Trust policies and procedures.

The Constitution also specifies delegated authority to directors and the Company Secretary.

Accountability

The Board of Directors remains accountable for all of the Trust's functions and responsibilities, including those which have been delegated and therefore expects to receive information about the exercise of delegated functions to enable its monitoring role.