



CALDERDALE AND HUDDERSFIELD SOLUTIONS LTD BOARD OF DIRECTORS

TERMS OF REFERENCE

These Terms of Reference are derived from the Articles of Association and Standing Orders and should be read in conjunction with those documents. Any amendments to the Terms of Reference should not be made without reference to the Articles of Association and Standing Orders.

Purpose

Calderdale and Huddersfield Solutions Limited ('CHS') is a private limited company and is a wholly owned subsidiary of Calderdale and Huddersfield NHS Foundation Trust ('Trust'). CHS provides estates, facilities, equipment and procurement services to the Trust.

The Board of Directors set the strategic aims and objectives of CHS as:

To create an environment and culture of openness, trust and honesty. We encourage and celebrate diversity because broader perspectives, skills, experience and knowledge will enrich and enhance the value we bring to each other, our clients, shareholders and other stakeholders.

CHS recognises that its' staff are its greatest asset and that its business is its' people. It is important that the values of CHS reflect the Trusts values to enable clinical teams to provide the best possible service for patients. There are four pillars of behaviour that underpin the vision of the Trust and these are the values that all employees of CHS are expected to adopt.

- We put the patient first
- We go see
- We do the must dos
- We work together to get results

Embracing compassionate care leads to high quality service provision and CHS will support and encourage staff to 'do the right thing' abiding by the four pillars.

The Board of Directors also agree the Annual Business Plan for approval by the Trust Board as the shareholder.

The Board of Directors will ensure delivery of the Annual Business Plan and receive assurance that CHS is achieving its key performance indicators.

The Board of Directors will support, work with, and encourage executives of CHS.

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Powers

The powers shall be:

- To deal with all matters remitted to it as set out in the terms of the Articles of Association and Standing Orders; and
- To oversee the strategic and operational management of CHS.

Duties and responsibilities

The duties and responsibilities shall be:

1. Ensure the strategic aims and objectives are being monitored and delivered;
2. Ensure the delivery of the Annual Business Plan and consider and approve associated business cases within its delegated authority limits;
3. Ensure that CHS meets its duties in relation to reporting and regulation;
4. Agree implementation plans, reconfigurations and service improvement; and
5. Ensure the interface between CHS and the Trust is well managed.

1. Strategy

- 1.1. Formulate the strategic aims and objectives in the development of its business, having regard to the interests of patients, its shareholder, employees and other stakeholders;
- 1.2. Oversee the successful execution of strategy;
- 1.3. Develop commercial opportunities which may lead to strategic or material alliances and partnership agreements; and
- 1.4. Optimise the allocation and adequacy of CHS's resources.

2. Finance

- 2.1. Develop and review business objectives and budgets to ensure that they fall within the Annual Plan;
- 2.2. Assess and scrutinise a monthly report on finance, capital and procurement performance; and
- 2.3. Examine all major capital expenditure proposals and approve capital schemes within delegated authority limits.

3. Organisational Development

- 3.1. Appraise and approve proposals for organisational development to maximise efficiency and effectiveness, including in relation to training and development, succession planning and cultural change. Make recommendations as appropriate to the Trust's Nominations and Remuneration Committee

4. Performance

- 4.1. Identify any issues regarding current and projected performance that need resolving, agreeing the corrective action required and the timescale for completion;
- 4.2. Ensure all reporting and regulatory activity is completed and is accurate and robust;
- 4.3. Highlight areas of success and agree how these should be communicated across CHS; and
- 4.4. Assess, develop and monitor performance targets where appropriate.

5. Risk

- 5.1. Develop an integrated approach to governance and risk by ensuring implementation of robust systems which enable CHS to achieve its objectives;
- 5.2. Agree a process of escalation and management of risks between CHS and the Trust as shareholder and customer; and
- 5.3. Discuss any matter believed to be of such importance that it should be brought to the attention of the Board, including all matters which may affect the business, safety and reputation of CHS or the Trust.

Reporting Responsibilities

The Managing Director shall report formally to the Trust on a bi-monthly basis at the Trust Board of Director's meeting.

Membership

The Board of Directors shall be made up of the following:

- Non-Executive Chair (shareholder member)
- Non-Executive Director
- Managing Director
- Finance Director

The Associate Non-Executive Director shall be expected to attend each meeting.

The Company Secretary shall be expected to attend each meeting or provide a deputy for administration purposes.

The designated HR lead will be expected to attend bi monthly meetings and if required any other meetings at the request of the board.

Board meetings will be held in private however, other attendees may be invited by the Chair to attend all or part of any meeting.

Attendance

With the agreement of the Chair, directors may appoint alternates to represent them at a specific meeting. Such alternates shall count as part of the required quorum.

Chair

The Non-Executive Director nominated by the shareholder shall act as Chair. In their absence the other Non-Executive Director may act as Chair.

Secretary

The Company Secretary or their nominee shall act as the secretary.

Quorum

The quorum necessary for the transaction of business shall be two directors, of whom one Non-Executive and one Executive Director must be present. A duly convened meeting at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Board.

Frequency of Meetings

CHS shall hold meetings of the Board of Directors at least six times in each calendar year.

Notice of Meetings

Any director may call a directors' meeting by giving notice of the meeting to the other directors or the company secretary. Notice of the meeting must indicate the date, time and place of the meeting.

Conduct of Meetings

Except as outlined above, meetings shall be conducted in accordance with the provisions of the Articles of Association and Standing Orders governing the proceedings of directors.

Minutes of Meetings

The secretary shall minute the proceedings and resolutions of all meetings, including recording the names of those present and in attendance.

Minutes of meetings shall be circulated promptly to the Chair and Managing Director, and once agreed to the Board of Directors for approval.

The minutes, once approved, will be presented at the next Board of Directors meeting of the Trust.

ToRs agreed by:	CHS Board of Directors	Date of agreement:	22.02.2022
ToRs ratified by:	CHS Board of Directors	Date of ratification:	22.02.2022
Review date:	February 2023		

