

Code of Governance Declaration

Sheffield Children's NHS Foundation Trust is a public benefit corporation governed through a constitution approved by its members.

The Council of Governors is made up of 24 Governors elected by the public, patient and staff members, eight Governors appointed by the Trust's partner organisations and the Chairman. This body has duties which include those set out in paragraph 7.3 of the constitution. They ensure that the Trust operates within its Terms of Authorisation. They are consulted on the forward planning of the Trust and are responsible for the appointment, removal and remuneration of the Non-executive Directors including the Chairman. Our Governors have an important role to play. It is through them that the population served by the Foundation Trust can influence its long term direction.

The Board of Directors is made up of the Chairman and five other Non-executive Directors, together with six Executive Directors including the Chief Executive. The Non-executive Directors have the voting majority. The Trust also has other non-voting directors attending Board meetings when required to provide operational advice and support. The Board of Directors manages the business of the Foundation Trust and is responsible for its performance and ensuring it meets the standards and targets set by the Care Quality Commission and the Department of Health. The performance is regulated by the independent regulator for foundation trusts, Monitor.

All the Directors and Governors are considered to be independent, with no interests that might conflict with their ability to carry out their management responsibilities. The Registers of Interests can be viewed on request to the Foundation Trust Secretary.

Non-executive Directors are appointed by the Council of Governors with fixed terms of three years. Governors are elected or appointed for fixed terms of three years. In order to attract Executive Directors of sufficient calibre their contracts are permanent with appropriate notice periods in line with employment law rather than fixed term. This is consistent with similar contracts in the marketplace. Planned and progressive refreshing of the Board of Directors is achieved through turnover of Non-executive Directors as terms expire, and natural turnover of Executive Directors in the progression of their careers. The balance and completeness of skills of the Board is a subject of regular review in the course of Board business.

Much of the operational business is delegated by the Board of Directors to the Trust Executive Group in accordance with the Standing Orders, Reservation and Delegation of Powers and Standing Financial Instructions. This group has representatives from the clinical and management sides of directorates and departments.

The Trust complies with the provisions of Monitor's Code of Governance with the following exception:

Provision A3.2 states that *"At least half the board, excluding the Chairman, should comprise Non-executive Directors determined by the board to be independent."*

Explanation: The Board of Directors consists of six Executive Directors including the Chief Executive and six Non-executive Directors including the Chairman. When the Chairman is absent, the Board of Directors is chaired by another Non-executive Director. Paragraph 3.11 of the standing orders ensures that where a vote is taken at a Board of Directors meeting, the Chairman of the meeting has a second, casting vote. This ensures that the Non-executive members of the Board can outnumber the executive members when a vote is required. During the year ending 31 March 2011, there was a significant period without a substantive Chairman. The board has been very aware of the potential in this circumstance for the Board not to be balanced and in no instances has it felt decision making was affected by this.