

AGH SOLUTIONS LIMITED 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. Amendments to the Terms of Reference should not be made without reference to the Articles of Association and Standing Orders}

1. Purpose

AGH Solutions Limited ('AGHS') is a private limited company and is a wholly owned subsidiary of Airedale NHS Foundation Trust ('Trust').

AGHS was formed to provide Estates, Facilities and Procurement services to the Trust.

The Board of Directors formulate the strategic aims and objectives of AGHS (Annual Plan) for approval by the Trust acting in their capacity as shareholder.

The Board of Directors will ensure delivery of the Annual Plan and in doing so focus AGHS on the following objectives:

- Putting effective leadership at the heart of AGHS's strategy delivery;
- Changing the model of service delivery;
- Remaining focussed on service excellence whilst delivering safety and quality;
- Maintaining the values and culture of Airedale NHS Foundation Trust;
- Strengthening AGHS's position in the market place; and
- Developing a compelling 'AGHS' brand;

2. Powers

The powers shall be:

- To deal with all matters remitted to it a set out in the terms of the Articles of Association and Standing Orders; and
- To supervise the strategic management of AGHS.

3. Duties and responsibilities

The duties and responsibilities shall be:

- Ensure AGH's strategic aims and objectives are being monitored and delivered;
- Consider and approve business cases within its delegated authority limits;
- Agree implementation plans, reconfigurations and service improvement; and
- Ensure the interface between AGHS and the Trust is well managed.

i) Strategy

- Formulate the strategic aims and objectives in the development of its business, having regard to the interests of its shareholder, employees and other stakeholders;
- The successful execution of strategy;
- Develop commercial opportunities which may lead to strategic or material alliances and partnership agreements; and
- Optimising the allocation and adequacy of AGHS's resources;

- ii) Financial
 - Develop and review business area objectives and budgets to ensure that they fall within the Annual Plan; and
 - Examine all major capital expenditure proposals and approve capital schemes within its delegated authority limits;
- iii) OD
 - Review the provision of adequate management development and succession planning for director level roles for recommendation to the Trust's Board Appointments Committee.
- iv) Performance
 - Establish any issues regarding current performance that need resolving, agreeing the corrective action required and the timescale for completion;
 - Highlight areas of success and agree how these should be communicated across AGHS; and
 - Assess, develop and monitor performance targets where appropriate.
- vi) Risk
 - Develop an integrated approach to governance by ensuring implementation of robust systems which enable AGHS to achieve its objectives; and
 - 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 image or reputation of AGHS.

4. Reporting Responsibilities

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

5. 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 Assistant Director of Commercial Services and the designated HR lead shall be expected to attend each meeting.

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

6. Attendance

Directors may appoint alternates to represent them either at a specific meeting or generally. Such alternates shall count as part of the required quorum.

7. Chair

The Non-Executive Director nominated by the shareholder shall act as Chair.

8. Secretary

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

9. Quorum

The quorum necessary for the transaction of business shall be 2 directors of whom the Non-Executive Chair 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.

10. Frequency of Meetings

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

11. Notice of Meetings

Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary.

Notice of the meeting must indicate the date, time and place of the meeting.

12. 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.

13. 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 all directors, 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.

Version 1.0

[Approved: February 2018]