

## Trust Board Meeting

8<sup>th</sup> September 2022

<b>Report Title:</b>	<b>Terms of Reference for Board Committees</b>
<b>Executive/NED Lead:</b>	Steve Parsons, Interim Director of Governance
<b>Report author(s):</b>	Steve Parsons, Interim Director of Governance
<b>Previously considered by:</b>	Performance Assurance Committee 24 August 2022 Remuneration and Nomination Committee 1 September 2022 Quality and Patient Safety Committee 1 September 2022

☒ **Approval**

☐ **Discussion**

☐ **Information**

☐ **Assurance**

### Executive summary

The Board is supported in its work by a number of Committees, which have been constituted by the Board under the Trust's Constitution and the Standing Orders. To comply with the provisions of the NHS England (formerly the NHS Improvement) Provider Licence, the Committees must be formally established with written terms of reference.

Work by the internal audit service identified that the Terms of Reference approved by the Board in October 2021 were stated to have an expiry date of 31<sup>st</sup> March 2022; and that therefore terms of reference have not formally been in place since then. The Board is therefore invited to approve terms of reference for Committees to ensure full compliance in this area.

No substantive changes to the roles of the various Committees are being sought at this stage, although a number of areas are being standardised through the introduction of *General Orders for Committees*. A wider consideration of the roles and responsibilities of the various Committees is expected to be undertaken over the coming nine to 12 months.

Following discussions, it had been agreed that the Innovation Committee's work can more effectively be undertaken through Executive-led action, with oversight being maintained by the Board and (where required) other Board Committees. The Board is therefore invited to agree the dissolution of the Innovation Committee.

### Action requested of the Board

The Board is invited to-

- i. Agree the dissolution of the Innovation Committee;
- ii. Approve the *General Orders for Committees*;
- iii. Approve the specific Terms of Reference for the Audit and Risk Committee, People and Organisational Development Committee, Quality and Patient Safety Committee and Remuneration and Nomination Committee;
- iv. As the Board of the Trustee, approve the Terms of Reference for the Charitable Funds Committee.

Link to Strategic Objectives (SO)		Please tick
SO1	Keep people in control of their health	<input checked="" type="checkbox"/>
SO2	Lead the integration of care	<input checked="" type="checkbox"/>
SO3	Develop our centres of excellence	<input checked="" type="checkbox"/>
SO4	Support and develop our staff	<input checked="" type="checkbox"/>
SO5	Drive technology enabled care	<input checked="" type="checkbox"/>

<b>Risk Implications for the Trust</b> <i>(including any clinical and financial consequences)</i>	Failure to have approved Terms of Reference in place for Board Committees would lead to a risk of the Trust being in breach of the NHS England Provider Licence.
<b>Trust Risk Appetite</b>	N/A
<b>Legal and regulatory implications</b> <i>(including links to CQC outcomes, Monitor, inspections, audits, etc.)</i>	The NHS England Provider Licence requires the Trust, as a Foundation Trust, to have in place clear responsibilities for the Board and Board Committees; and clear reporting lines throughout the organisation (FT 4.4 (b) and (c) )
<b>Financial Implications</b>	N/A
<b>Equality and Diversity</b>	N/A

## **Terms of Reference for Board Committees**

### **Overview**

The Board is supported in its work by a number of Committees, which have been constituted by the Board under the Trust's Constitution and the Standing Orders. To comply with the provisions of the NHS England (formerly the NHS Improvement) Provider Licence, the Committees must be formally established with written terms of reference.

Work by the internal audit service identified that the Terms of Reference approved by the Board in October 2021, as part of the Corporate Governance Framework, were stated to have an expiry date of 31st March 2022; and that therefore terms of reference have not formally been in place since then. The Board is therefore invited to approve terms of reference for Committees to ensure full compliance in this area.

No substantive changes to the roles of the various Committees are being sought at this stage. In order to ensure that there are standardised expectations in those areas common to Committees, and to reduce the amount of duplication, a single *General Orders for Committees* is being proposed; this will then be supported by a short specific Terms of Reference for each Committee.

Drafts of the *General Orders for Committees*, and the draft Terms of Reference for the individual Committees, were circulated to Directors for comment. They were also taken to the available Committees for review, within the arranged cycle.

### **General Orders for Committees**

We are proposing to standardise a number of procedures and expectations through the *General Orders for Committees*. These will include-

- A standard 80% expectation of attendance at Committees, and attendance by Deputies;
- Arrangements for Governor observers to the various Board Committees;
- Quorum requirements and procedures if the quorum isn't present;
- Arrangements for Committee Chairs to be appointed;
- Authority delegated to all Committees to discharge their functions;
- Administrative procedures for the support of Committees and reporting to the Board;
- Arrangements for the annual evaluation processes for Committees.

### **Innovation Committee**

Informal discussions between the Chair and other Directors have identified that the oversight and detailed work being carried out by the Innovation Committee can be carried out more effectively through a combination of Executive-led action and oversight by the Board and (where relevant to their work) the other Board Committees. The Board is therefore invited to dissolve the Innovation Committee.

### **Future consideration of Board Committee structure and roles**

Whilst this paper does not attempt to make proposals to change the roles and responsibilities of the various Committees of the Board, it is recognised that there may be desirable changes to be considered. Given the Well-Led review currently being undertaken may well give insights that are relevant to this work, it is anticipated that proposals for change will be brought to the Board in the first quarter of 2023. In parallel with the Well-Led process, it is anticipated that there will also be informal opportunities for Directors to discuss what works well and what might be improved in the current arrangements, to provide better support for the Board.

### **Attachments**

- Draft *General Orders for Committees*
- Draft Terms of Reference, Audit and Risk Committee
- Draft Terms of Reference, Charitable Funds Committee
- Draft Terms of Reference, People and Organisational Development Committee
- Draft Terms of Reference, Performance Assurance Committee
- Draft Terms of Reference, Quality and Patient Safety Committee
- Draft Terms of Reference, Remuneration and Nomination Committee.