

General Orders for Board Committees

These Orders apply to all Board Committees, unless otherwise stated. The specific Terms of Reference for Committees should be read with this document in mind.

1. Authority and formation

- 1.1. Committees of the Board of Directors are constituted by decision of the Board, in accordance with the Standing Orders of the Trust.
- 1.2. As required by law, a Nomination and Remuneration Committee and an Audit Committee shall be formed.¹
- 1.3. Membership of Board Committees, their powers and responsibilities, and any specific matters are set out in the Terms of Reference for the individual Committees. The Terms of Reference must be in writing and can only be approved or amended by the Board.
- 1.4. These General Orders provide a framework for the operation of Board Committees. They apply equally to all Board Committees and constitute operative parts of their Terms of Reference.

2. Secretariat support for Committees

- 2.1. Secretariat support for Committees shall be provided by Trust staff as designated from time to time by the Director of Governance or the Trust Secretary, in consultation with the Chair of the Committee.
- 2.2. The secretariat support for the Remuneration and Nomination Committee will be provided directly by the Trust Secretary.
- 2.3. Secretariat support provided to Committees shall include-
 - 2.3.1. Preparation and circulation of the agenda and papers for meetings
 - 2.3.2. Noting the proceedings, preparing the minutes and related documents, and circulation as required
 - 2.3.3. Supporting the Chair in other administration for the Committee, under the oversight of the Director of Governance or Trust Secretary.

3. Membership, attendance, Governor observers and Quorum

- 3.1. The membership for Committees, together with those attending, shall be set out in the individual Terms of Reference for each Committee.

¹ Paragraphs 17(4) and 23(8), Schedule 7, *National Health Service Act 2006*
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- 3.2. As required by law, only statutory Directors of the Trust may be voting members of a Board Committee.² Only Non-Executive Directors may be appointed to the Audit and Risk Committee.³
- 3.3. Only Non-Executive Directors may be appointed to the Remuneration and Nomination Committee. The Chief Executive shall be a member of this Committee when the appointment or removal of other Executive Directors is under consideration.⁴
- 3.4. For each Committee except the Remuneration and Nomination Committee, the Council of Governors shall be able to nominate up to two Governor observers to the Committee, on the following basis:
 - 3.4.1. Governor observers may attend meetings of the Committee, but shall have no ability to contribute to discussions; their role is only to observe, in support of Council's responsibilities to hold the Non-Executive Directors to account for the performance of the Board
 - 3.4.2. Governor observers are bound by the confidentiality of the meeting in the same way as Directors and others in attendance
 - 3.4.3. Governor observers will be provided with papers (on a confidential basis) at the same time as members of the Committee
 - 3.4.4. When reporting back to the Council of Governors, particularly in a public session, Governor observers must be careful to respect the confidentiality of the Committee's proceedings, and not make public any items that have not been reported to the Board in public.
- 3.5. Each member of a Committee, and each regular attendee, is expected to give an appropriate priority to attending meetings of the Committee.
 - 3.5.1. The Board has set an expected minimum attendance of 80% of available meetings in each financial year. The secretariat will compile attendance information, which will be included within the Annual Report.
 - 3.5.2. Where appropriate, a Deputy of appropriate seniority may be appointed to attend a Committee on behalf of an Executive Director, but without voting rights.
 - 3.5.3. Rates of attendance at Committees will form part of performance discussions at annual appraisals and similar meetings. The Secretariat will provide individual attendance information to managers for that purpose.
 - 3.5.4. Directors persistently failing to attend meetings during the year may have that brought to the attention of the Chair and Chief Executive by the secretariat.
- 3.6. The quorum for Board Committees (save as provided below) shall be one-third of the appointed membership, provided at least one Executive and one Non-Executive Director are present.
- 3.7. The quorum for the Audit and Risk Committee, and for the Nomination and Remuneration Committee, shall be two-thirds of the appointed membership.

² Paragraph 15(3), Schedule 7, *ibid.*

³ Para 23(8), *ibid.*

⁴ Para 17(4), *ibid.*

- 3.8. In the absence of a quorum at the time set for the meeting:
 - 3.8.1. The Chair may wait up to 15 minutes if they have a reasonable expectation that a quorum will become available within that time
 - 3.8.2. Otherwise the meeting will be cancelled, and the absence of the quorum will be reported to the Board.

4. Chairs of Committees and lead Executive Directors

- 4.1. In making appointments to Committees, the Board shall designate one Non-Executive Director to be Chair of the Committee.
- 4.2. In the absence of the Committee Chair, the Committee shall designate a Non-Executive Director attending the meeting to take the Chair.
- 4.3. In the event of a tied vote, the Chair shall exercise a second casting vote.
- 4.4. Each Committee's Terms of Reference shall identify the Executive Director who is the lead for that Committee.

5. Authority

- 5.1. Each Board Committee holds delegated authority from the Board to:
 - 5.1.1. Investigate any activity within the scope of its terms of reference
 - 5.1.2. Access all relevant records, documentation and employees within its terms of reference
 - 5.1.3. Direct all relevant employees to provide information and otherwise co-operate with the work of the Committee
 - 5.1.4. Obtain such external professional and/or expertise as it may judge is required, subject to the protocols approved by the Board for that process.
- 5.2. No Committee shall access records or information on identifiable patients without first consulting with the Trust's Caldicott Guardian.

6. Agendas, minutes and business

- 6.1. The Director of Governance or the Trust Secretary will prepare:
 - 6.1.1. An annual calendar of meetings covering the Board, Council of Governors and Board Committees
 - 6.1.2. A rolling 12 month plan of expected business across the Board, Council, Board Committees and the Executive Management Committee.
- 6.2. Where necessary, the Chair of each Committee has authority to call an additional meeting of the Committee. With the approval of the Trust Chair, additional meetings may be called on abridged timescales, provided that all members of the Committee receive at least 24 hours' notice.
- 6.3. The secretariat will prepare a draft agenda for each Committee meeting, based on the rolling 12-month plan, for approval by the lead Executive Director and then the Chair. Members wanting to add items for consideration should give notice by 10 days before the meeting.
- 6.4. The agenda, together with supporting papers, will be circulated to members not later than 5 days prior to the date of the meeting.

- 6.5. Late or urgent items following circulation of the agenda may only be allowed with the consent of the Chair, and where delay to the following meeting would have a significant negative impact on the work of the Trust.
- 6.6. Minutes will be prepared by the secretariat to the following timetable-
 - 6.6.1. Initial draft to lead Executive Director within five days
 - 6.6.2. Amended draft to Chair within eight days
 - 6.6.3. Final draft to Committee members as part of the next set of meeting papers.
- 6.7. Minutes shall be presented to the following meeting of the Committee for approval as an accurate record.
- 6.8. The secretariat shall also update the action log for the Committee following each meeting, to identify:
 - 6.8.1. New actions agreed, including a responsible individual and a date for completion
 - 6.8.2. Actions where updates were provided to the meeting, or the action was discharged
 - 6.8.3. Actions where the agreed time for completion has not been met.

7. Reporting to Board

- 7.1. Each Board Committee is responsible to the Board of Directors for its work. It acts within powers delegated by the Board, which the Board may also choose to exercise.
- 7.2. After each meeting of a Committee, the secretariat, in consultation with the lead Executive Director and the Committee Chair, shall prepare a summary report to the Board that identifies:
 - 7.2.1. Items which the Committee wishes to escalate to the Board, as key strategic items requiring the Board's consideration
 - 7.2.2. Items which the Committee draws to the attention of the Board, as items which the Board should be aware of but not requiring immediate consideration, together with any relevant assurance provided to the Committee
 - 7.2.3. Items which the Committee has considered, where progress is judged to be concerning, and which the Board is made aware of accordingly, together with detail of the actions intended to be taken to address them
 - 7.2.4. Other items considered by the Committee, together with any assurance as to progress that was received.
- 7.3. The Committee's report shall be presented to the Board by the Committee Chair, and may be the subject of debate.
- 7.4. When the Board requests a Board Committee to take action or undertake work, the Director of Governance or Trust Secretary shall ensure that the Committee is notified accordingly.

8. Evaluations

- 8.1. As part of the annual process of Board evaluation, the Director of Governance or the Trust Secretary shall arrange an annual evaluation exercise for all Committees, carried out at the same time. This shall cover:
 - 8.1.1. The extent to which the Committee has covered the requisite items within its Terms of Reference and the forward plan of business
 - 8.1.2. The extent to which the Committee has operated effectively in the discharge of business; particularly the ability of members within the Committee environment to have a culture of honesty, openness, trust and debate⁵
 - 8.1.3. The extent to which the Committee has effectively interacted with related groups and structures at a 'place' and Integrated Care Board/Partnership level
 - 8.1.4. The extent to which the Committee has worked with or overlapped with the work of other Board Committees; and any areas which may not be covered by any Board Committee.
- 8.2. The outcomes of the annual evaluation exercise shall be reported to the Board for consideration; and shall be summarised within the Annual Report.⁶

⁵ B2.3, *Code of Governance for Provider Trusts* (2022)

⁶ C1.3, *Code of Governance for Provider Trusts* (2022)

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