

Report to:	Trust Board (Public)	Agenda item:	15
Date of Meeting:	04 April 2019		

Report Title:	Board Assurance – Committee Terms of Reference Strategic Review			
Status:	Information	Discussion	Assurance	Approval
				x
Prepared by:	Fiona McNeight, Director of Corporate Governance			
Executive Sponsor (presenting):	Fiona McNeight, Director of Corporate Governance			
Appendices (list if applicable):	Appendix 1: Assurance Map Appendix 2: Board Committee revised Terms of Reference			

Recommendation:

Members are asked to consider the analysis and approve the changes to the Terms of Reference as described in section 4. Once approved, the revised terms of reference will be included in the revised Integrated Performance Framework.

Executive Summary:Purpose

To present an analysis of how the Board currently receives assurance against the key items of business through the Committee structure and seek to close any identified gaps and remove potential duplication.

Key issues to note

The review has identified that the Board has not explicitly aligned the following areas of required assurance to one of its Committees though their Terms of Reference:

- Information Technology
- Data Quality
- Information Governance
- Estates and Facilities

The review has also highlighted that the Board Committee terms of reference were not consistent in setting out key functions and responsibilities.

Should the Board agree to the proposed allocations, the Terms of reference and work plans for the Committees will be finalized accordingly.

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Board Assurance Framework – Strategic Priorities	Select as applicable
Local Services - We will meet the needs of the local population by developing new ways of working which always put patients at the centre of all that we do	<input type="checkbox"/>
Specialist Services - We will provide innovative, high quality specialist care delivering outstanding outcomes for a wider population	<input type="checkbox"/>
Innovation - We will promote new and better ways of working, always looking to achieve excellence and sustainability in how our services are delivered	<input type="checkbox"/>
Care - We will treat our patients, and their families, with care, kindness and compassion and keep them safe from avoidable harm	<input type="checkbox"/>
People - We will make SFT a place to work where staff feel valued and are able to develop as individuals and as teams	<input type="checkbox"/>
Resources - We will make best use of our resources to achieve a financially sustainable future, securing the best outcomes within the available resources	<input type="checkbox"/>

1 Purpose

- 1.1 To present an analysis of how the Board currently receives assurance against the key items of business through the Committee structure and seek to close any identified gaps and remove potential duplication.

2 Background

- 2.1 Following the establishment of the Strategy Committee and the Subsidiary Governance Committee, the Director of Corporate Governance reviewed the current allocation of assurance activities amongst the Committees to identify any areas of overlap or gaps in the assurance arrangements.
- 2.2 The analysis is provided in the form of an assurance map which describes, based on the Terms of Reference and work plan for each Committee, the areas they are focussed on to provide assurance to the Board, and any areas of potential duplication.
- 2.3 The totality of the assurance arrangements were then considered to identify if there were any gaps in the assurance arrangements.
- 2.4 The Executive Directors have contributed to the analysis for their respective areas.

3 Assurance Map Analysis

- 3.1 The full assurance map is presented in Appendix 1, which has helped to identify the following:
- Service improvement and change management are duplicated across the Clinical Governance Committee and the Workforce Committee. The Executive Directors agreed that this was appropriate and should remain given the potential impact on quality of care and resources (people).
 - The Terms of Reference for Audit Committee required strengthening to outline the role of the Committee in developing integrated governance arrangements.
 - The following areas of required assurance are not currently described in the Committee Terms of Reference:
 - Information Technology
 - Data Quality
 - Information Governance
 - Estates and Facilities
- 3.2 The analysis highlighted the lack of a consistent approach to describing the functions and responsibilities to ensure this was explicit for each committee.

4. Proposed changes to the Terms of Reference

Based on the review the following changes are proposed:

4.1 Audit Committee

- A substantial revision to the terms of reference to ensure each assurance function is explicit.
- Providing clarity of the role of the committee in developing integrated governance arrangements

CLASSIFICATION: UNRESTRICTED

4.2 Clinical Governance Committee

- A substantial revision to the terms of reference to ensure each assurance function is explicit.
- Addition of clinical audit to the assurance function.
- Membership reviewed and amended to two Non-Executive Directors from three.
- Amended the responsibility for the administration function of the Committee.

4.3 Finance and Performance Committee

- A substantial revision to the terms of reference to ensure each assurance function is explicit.
- Addition of the review of Information Technology, Information Governance, Data Quality and Estates and Facilities to seek assurance on behalf of the Board.
- Addition of the review of operational risk.
- Removal of reference to commercial holdings operation as this assurance is now obtained via the Subsidiary Governance Committee

4.4 Workforce Committee

- A substantial revision to the terms of reference to ensure each assurance function is explicit.
- Amended the responsibility for the administration function of the Committee.

4.5 Strategy Committee

- Addition of the review of the Estates Strategy to seek assurance on behalf of the Board.
- No further changes.

4.6 Subsidiary Governance Committee

- Recently approved at the committee meeting on 15th March.

4.7. Each committee terms of reference revisions have been agreed with the relevant Executive Director and Committee Chair. The terms of reference can be found in Appendix 2.

5 Summary

5.1 All Board Committee terms of reference have undergone revision and all revisions have been agreed by the relevant Executive Director and Committee Chair. Once agreed by the Trust Board, the revised terms of reference will be included in the revised Integrated Governance Framework.

6 Recommendations

6.1 Members are asked to consider the analysis and approve the changes to the Terms of Reference as described in section 4. Once approved, the revised terms of reference will be included in the revised Integrated Performance Framework.

Fiona McNeight
Director of Corporate Governance

Appendix 1: Assurance map

Assurance map: Board Committees								
Committee	Clinical Governance Committee	Finance & Performance Committee	Audit Committee	Workforce Committee	Strategy Committee	Subsidiary Governance Committee	Remuneration Committee	Charitable Funds Committee
Frequency	9 per year	Monthly	Quarterly	Bi-monthly	Bi-monthly	Quarterly	Bi-Annual	Quarterly
Areas of Assurance	Regulator and Professional Body compliance Clinical risk Patient Safety and annual safety plan Clinical Effectiveness including NICE Patient Experience including National and local surveys Adult and Child Safeguarding Quality Strategy Quality Performance including QIA oversight Internal Audit - oversight of delivery of relevant audit recommendations Assurance Framework (Innovation & Care) Quality objectives Quality Priorities Quality Performance Risk Management Strategy and Policy Serious Incidents Never Events Complaints Safe Staffing Research and Development Infection Prevention & Control Clinical Litigation Service Improvement & Change	Financial Strategy, Policy, management & reporting Financial risk Financial performance Cost Improvement Programme Assurance Framework (Local, Specialist & Resources) Financial Recovery Plan Internal Audit - oversight of delivery of relevant audit recommendations Commercial Holdings operation IT Data Quality Information Governance Estates and facilities Operational risk Operational Performance	Governance and internal control Assurance on financial & operational systems Risk Management Internal Audit Plan Oversight of internal audit recommendations External Audit Plan Counter Fraud Financial Reporting (SFIs & Sols) Assurance Framework Accounting Policies Annual Report and Financial Statements	HR Strategy Assurance Framework (People) Workforce performance Workforce Planning Organisational development HR Policies and Procedures Internal Audit - oversight of delivery of relevant audit recommendations Guardian of Safe Working OD & People Operating Plan Compliance with employment legislation Educational and professional development Recruitment & Retention Staff engagement Occupational Therapy and Counselling Servicesith & Safety Equality & Diversity Leadership and Talent Management Staff Wellbeing FTSUG Change Management	Trust Strategy development and delivery oversight Campus Development New Models of Care Digital Strategy Delivery of Corporate Objectives Estates Strategy	Subsidiary risk Subsidiary governance Performance monitoring of all subsidiaries	Executive Remuneration Policy Chief Executive and Executive Director Performance	Charitable Funds Performance Policy
	New assurance items		Duplication					

Audit Committee Terms of Reference

Document Change Control				
Date of version	Version number	Type of Revision Major/minor	Description of Revisions	Author
April 2018	1	Approved version	Approved by the Trust Board of Directors	
February 2019	2	Major	All sections revised	

Date Adopted	April 2018
Review Frequency	Annual
Terms of Reference Drafting	Director of Corporate Governance
Review and Approval	Audit Committee –
Adoption and ratification of changes	Board of Directors –

1) Purpose and function

The purpose and function of the Committee is to:

- a) Monitor the integrity of the financial statements of the Trust, any formal announcements relating to the Trust's financial performance, and reviewing significant financial reporting judgements contained in them
- b) Assist the Board of Directors with its oversight responsibilities and independently and objectively monitor, review and report to the Board on the adequacy of the processes for governance, assurance, and risk management, and where appropriate, facilitate and support through its independence, the attainment of effective processes
- c) Review the effectiveness of the Trust's internal audit and external audit function; and
- d) In discharging its role and function, the Committee shall provide assurance to the Board of Directors that an appropriate system of internal control is in place to ensure that business is conducted in accordance with the law and proper standards.
- e) Report to the Board as to how it is discharging its responsibilities as a Committee

2) Authority

- a) The Board of Directors hereby resolves to establish a Committee of the Board to be known as the Audit Committee.
- b) The Committee is a standing committee of the Board of Directors (the Board).
- c) The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and any such employee will be directed to co-operate with any request made by the Committee.
- d) The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience or expertise. Should the projected cost of any such external advice exceed £50k, consent of the CEO and Director of Finance should be sought in advance of engagement.
- e) A Non-Executive Committee of the Trust Board of Directors has no executive powers, other than those specifically delegated in these Terms of Reference

3) Membership and Attendance

Membership

- a) The Committee shall be appointed by the Board of Directors and shall consist of four Non-Executive Directors, with at least one of whom shall have recent and relevant financial experience.
- b) A Non-Executive Director shall be appointed as Chair of the Committee.
- c) The Chairman of the Board of Directors shall not be a member of the Committee.

- d) The Chair of the Committee shall not be the Senior Independent Director of the Board of Directors.

Quorum

- e) The quorum necessary for the transaction of business shall be two members of the Committee
- f) In the absence of the Chair of the Committee, the Secretary will invite one of the other Committee members to chair the meeting.

Attendance

- g) Meetings of the Committee shall normally be attended by:
- The Chief Executive
 - The Director of Finance, or a nominated Deputy
 - Representatives from the External (Appointed) Auditors, Internal Auditors and Counter Fraud advisors
 - The Director of Corporate Governance, or nominated deputy, will act as Secretary to the Committee and will therefore attend all meetings
 - Financial Controller
 - Others by invitation – this may include executive sponsors in the case of audit reports

4) Roles and Responsibilities (not delegated unless otherwise stated)

4.1 Financial reporting

The Committee shall:

- a) Ensure the integrity of the annual report and financial statements of the Trust, and any other formal announcements relating to its financial performance, reviewing significant reporting issues and judgements which they contain
- b) Review summary financial statements, significant financial returns to regulators and any financial information contained in other official documents, including the Annual Governance Statement, focusing in particular on:
- Any changes in accounting policies and practices
 - Major judgmental areas
 - Value for Money considerations
 - Significant adjustments arising from the audit
 - The going concern basis
 - Compliance with accounting standards
 - Major risks to the Trust
- c) Review the consistency of, and changes to, accounting policies both on a year on year basis and across the Trust.
- d) Review the methods used to account for significant or unusual transactions where different approaches are possible (including unadjusted mis-statements in the financial statements)
- e) Review whether the Trust has followed appropriate accounting standards and made appropriate estimates and judgements, taking into account the views of both the Trust Executive and the External Auditor

- f) Review the clarity of disclosure in the Trust's financial reports and the context within which statements are made
- g) The Committee Chair shall report formally to the Board on its proceedings after each meeting on all escalation matters
- h) The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

4.2 Governance, Risk Management and Internal Control

The Committee shall:

- a) Review the establishment and maintenance of an effective system of integrated governance, risk management and internal control, across the whole of the Trust's activities (both clinical and non-clinical), that supports the achievement of the organisation's objectives
- b) Review the adequacy of risk and control related disclosure statements, in particular the Annual Governance Statement, together with the Head of Internal Audit statement, External Audit opinion or other appropriate independent assurances, prior to endorsement by the Board
- c) Review the Trust's processes to establish and maintain an effective Board Assurance Framework and processes that indicate the degree of the achievement of corporate objectives, the effectiveness of the management of principle risks and the appropriateness of the above disclosure statements
- d) Review the policies for ensuring compliance with relevant regulatory, legal and code of conduct requirements, any related reporting and self-certifications, and work related to counter fraud and security as required by the NHS Counter Fraud Authority
- e) Receive assurance from Internal Audit, External Audit, Directors and managers, including evidence of compliance with systems of governance, risk management and internal control, together with indicators of their effectiveness.

4.3 Internal Audit and Counter Fraud

The Committee shall:

- a) Ensure that there is an effective Internal Audit function that meets the aspirations of the Trust's Executive, *Government Internal Audit Standards* and provides appropriate independent assurance to the Committee, Chief Executive and Board of Directors
- b) Consider and approve the Internal Audit Strategy and annual plan recommended by the Director of Finance and ensure there are adequate resources and access to information, including the Board Assurance Framework, to enable it to perform its function effectively and in accordance with the relevant professional standards. The Committee shall also ensure the function has adequate standing and is free from management or other restrictions
- c) Review promptly all reports on the Trust from the Internal and External Auditors, review and monitor the Executive Management's responsiveness to the findings and recommendations of reports, and ensure coordination between Internal and External Auditors to assist the Executive to optimise use of audit resource
- d) Meet the Head of Internal Audit at least once a year, without management being present, to discuss their remit and any issues arising from the internal audits carried

out. The Head of Internal Audit shall be given the right of direct access to the Chair of the Committee, Chief Executive, Board of Directors and to the Committee

- e) Conduct a review of the Executive's use of internal audit and counter fraud consultancy resources, including an assessment of the effectiveness of these services.

4.4 External Audit

The Committee shall:

- a) In conjunction with the Director of Finance, consider and make recommendations to the Council of Governors, in relation to the appointment, re-appointment and removal of the Trust's External Auditor
- b) Work with the Director of Finance and the Council of Governors to manage the selection process for new auditors and, if an auditor resigns, the Committee shall investigate the issues leading to this, and make any associated recommendations to the Council of Governors
- c) Receive assurance of External Auditor compliance with the Audit Code for NHS Foundation Trusts
- d) Approve the External Auditor's remuneration and terms of engagement including fees for audit or non-audit services and the appropriateness of fees, to enable an adequate audit to be conducted
- e) Review and monitor the External Auditor's independence and objectivity and the effectiveness of the audit process. In particular, the Committee will review the work and findings of the External Auditors and consider the implications and management's responses to their work
- f) Meet the external auditor at least once a year, without management being present, to discuss their remit and any issues arising from the audit
- g) Discuss and agree with the External Auditors, before the audit commences, the nature and scope of the audit, and the impact on the audit fee
- h) Review all external audit reports, including the report to those charged with governance (before its submission to the Board of Directors) and any work undertaken outside the annual audit plan, together with the appropriateness of management responses

4.5 Other Board Assurance Functions

- a) The Committee will initiate investigations or reviews of any matters within its scope of authority in response to any indicators or matters of concern arising at the Committee or raised elsewhere and referred to the Committee.
- b) The Committee shall review the findings of other significant assurance functions, both internal and external to the Trust and consider the implications to the governance of the Trust. These will include, but not be limited to, any reviews undertaken by the Department of Health Arms-Length Bodies, Regulators and professional bodies with responsibility for the performance of staff or functions
- c) The Committee shall review the work of other Committees within the organization, whose work can provide relevant assurance to the Audit Committee's own scope of work and in relation to matters of quality affecting the Board Assurance Framework,

including the Clinical Governance Committee and the Finance and Performance Committee. In reviewing the work of the Clinical Governance Committee, and issues around clinical risk management, the Audit Committee will satisfy itself on the assurance that can be gained from the clinical audit function.

5). Reporting and Accountability

- a) The Committee Chair shall report formally to the Trust Board of Directors through the template escalation report, and make recommendations the Committee deems appropriate on any area within its remit where action or improvement is needed
- b) The Committee shall report to the Trust Board annually on its work in support of the Annual Governance Statement and Accounts
- c) The Committee shall make necessary recommendations to the Council of Governors on areas relating to the appointment, re-appointment and removal of External Auditors, the level of remuneration and terms of engagement as it deems appropriate
- d) The Chair of the Committee shall write to the Independent Regulator of NHS Foundation Trusts (NHS Improvement) in those instances where the services of the External Auditor are terminated in disputed circumstances
- e) Where exceptional, serious and improper activities have been revealed by the Committee, the Chair of the Committee shall write to NHS Improvement, if insufficient action has been taken by the Board of Directors after being informed of the situation
- f) The Committee shall produce a statement to be included in the Trust's Annual Report which describes how the Committee has fulfilled its terms of reference and discharged its responsibilities throughout the previous year
- g) The Committee shall review its own terms of reference annually.

6) Conduct of Business

Administration

- a) The Director of Corporate Governance shall be Secretary to the Committee and shall attend to take minutes of the meeting and provide appropriate support to the Chairman and Committee members.
- b) The Committee shall be supported administratively by the Director of Corporate Governance, whose duties in this respect will include:
 - agreement of agendas with Chair and attendees and collation of papers
 - minute the proceedings of all Committee meetings, and draft minutes of Committee meetings shall be made available promptly to all members of the Committee
 - keeping a record of actions, matters arising and issues to be carried forward
 - advising the Committee on pertinent issues/areas

Enabling the development and training of Committee members

- c) The Committee must consider the frequency and timing of meetings needed to allow it to discharge all of its responsibilities.

- d) Meetings will be held at least quarterly, an additional meeting to review the draft annual report and accounts, with additional meetings where necessary.

Notice of meetings

- e) An agenda of items to be discussed will be forwarded to each member of the Committee and any other person required to attend, no later than five working days before the date of the meeting. Supporting papers will be sent to Committee members and to other attendees as appropriate, at the same time.
- f) In normal circumstances, a minimum notice period of two weeks must be given for any other meetings of the Committee. Emergency meetings can be arranged, at shorter notice, if this is approved and evidenced as such, by the majority of the members of the Committee.

Clinical Governance Committee

Terms of Reference

Document Change Control				
Date of version	Version number	Type of Revision Major/minor	Description of Revisions	Author
April 2018	1	Approved version	Approved by the Trust Board of Directors	
February 2019	2	Major	All sections revised	

Date Adopted	
Review Frequency	Annual
Terms of Reference Drafting	Director of Corporate Governance
Review and Approval	Trust Board
Adoption and ratification	Trust Board

1. Purpose

The Committee has the power to act on behalf of the Trust Board. Its purpose is to assure the Trust Board and the Chief Executive that high quality care is provided to patients throughout the Trust.

2. Authority

- 2.1. The Board of Directors hereby resolves to establish a Committee of the Board to be known as the Clinical Governance Committee (the Committee).
- 2.2. The Committee is a standing committee of the Board of Directors (the Board).
- 2.3. A non-executive Committee of the Trust Board of Directors has no executive powers, other than those specifically delegated in these Terms of Reference
- 2.4. The Committee is authorized to monitor, scrutinize and where appropriate, investigate any quality activity considered to be within its terms of reference

3. Membership and Attendance

Membership

- 3.1. The Committee shall be appointed by the Board of Directors and shall consist of:
 - Two Non-Executive Directors
 - Medical Director, Director of Nursing (joint Lead executive)
 - Chief Operating Officer
- 3.2. The designated members of the committee (or nominated deputies) are expected to attend all meetings. The designated Non-Executive Directors are expected to attend 75% of the scheduled committee meetings as a minimum. Attendance will be monitored and non-attendance of more than 2 meetings will be followed up by the chair.
- 3.3. A Non-Executive Director shall be appointed as Chair of the Committee.
- 3.4. Each member must nominate a deputy to attend in their place when they are unable to. These nominated deputies will have voting rights and be counted towards the quorum.

Quorum

- 3.5. Quorum shall be at least half the members being present, including at least one Non-Executive Director member or nominated deputy.
- 3.6. Any one member of the committee can request that a matter coming before the committee be referred to the Board for decision.

Attendance

- 3.7. Meetings of the Committee shall normally be attended by:
 - Any nominated deputy attending in place of a designated Committee member.
 - Other Non-Executive Directors and Executive Directors are invited to contact the Chairman in advance if they wish to attend a CGC meeting.
 - The PA to the Director of Nursing and Medical Director will act as Secretary to the Committee.
 - Governor observer

- The Director of Corporate Governance shall attend each meeting to provide advice to the Directors and to facilitate the formal evaluation of the Committee's performance.

4. Roles and Responsibilities (not delegated unless otherwise stated)

4.1. The function of the Committee is to ensure:

- 4.1.1.** That the Board establishes and maintains compliance with health care standards including, but not restricted to, standards specified by the Secretary of State, the Care Quality Commission and statutory regulators of health care professionals (including NHS Improvement)
- 4.1.2.** Provision of assurance that high quality care is provided to patients throughout the Trust, actively engaging with patients, staff and other key stakeholders as appropriate.
- 4.1.3.** There is clear accountability for quality of care throughout the Trust including but not restricted to, systems and processes for escalating and resolving quality issues including escalating them to the Board where appropriate
- 4.1.4.** Support for the Trust's objective to strive for continuous quality improvement and outcomes, through the Care and Innovation objectives.
- 4.1.5.** Consideration of the clinical risks to the Trust's ability to achieve high quality care and continuous quality improvement through review of the Care and Innovation sections of the Board Assurance Framework

4.2. The duties of the committee are described in relation to its assigned area of responsibility under the following headings:

4.2.1. Development and Review

- Agree the annual quality plan (quality account priorities) and monitor progress.
- Extend the Boards monitoring and scrutiny of the standards of quality, compliance and performance of Trust services
- Make recommendations to the Board on opportunities for improvement in the quality of services
- Support and encourage quality improvement where opportunities are identified
- Working in conjunction with the Audit Committee, Workforce Committee and Finance and Performance Committee, cross-referencing data and ensuring alignment of the Board assurances derived from the activities of each committee
- Review the Trust's Annual Quality Report prior to submission to the Trust's Board of Directors for approval
- Monitor the status of the Trust's quality objectives as set out in the Annual Plan
- Review the quality indicator report (forming part of the Integrated Performance Report) prior to inclusion in the Trust Integrated Performance Report.
- Consider relevant regional and national benchmarking statistics when assessing the performance of the Trust

- Receive Quality Impact Assessment reviews for significant cost improvement schemes and their potential impact on quality, patient experience, and patient safety
- Provide oversight of relevant Internal Audit recommendations as directed by the Audit Committee

4.2.2. Review of Trust activity in assigned area

Patient Safety:

- Agree the annual safety plan and monitor progress.
- Ensure risks to patients are minimised through application of a comprehensive risk management system in accordance with the risk management strategy. Identify areas of significant risk, set priorities and agree actions using the Assurance Framework and Corporate Risk Register process.
- Monitor and review the clinical risks in the Assurance Framework and corporate risk register as per the risk management strategy and policy.
- Assure that there are processes in place that safeguard adults and children within the trust and review the annual safeguarding adult and children's reports prior to submission to Trust Board
- Receive and review bi-annual reports from the Director of Infection Prevention and Control.

Clinical Effectiveness / Clinical Outcomes:

- Ensure that care is based on evidence of best practice and national guidance.
- Assure the implementation of all new procedures and technologies according to Trust policies
- Identify and monitor any gaps in the delivery of effective clinical care ensuring progress is made to improve these areas, in all specialties.
- Review the Annual Clinical Audit plan and receive a bi-annual report on progress with the plan.

Patient Experience:

Assure that the Trust has reliable, real time, up to date information about what it is like to be a patient experiencing care in this hospital, to identify areas for improvement and ensure that these improvements are made. This will be provided through a comprehensive patient engagement programme. This will be achieved through:

- Review of the patient experience quarterly report
- Agree the annual patient experience/engagement plan and monitor progress.
- Receipt of reports regarding patient experience and engagement and review the results and outcomes of local and national patient surveys

Learning:

- Ensure the Trust is outward looking and incorporates learning and recommendations from external bodies into practice with mechanisms to monitor their delivery
- Request reports to monitor against action plans arising from Serious Incidents, complaints and Never Events to ensure Trust-wide learning.

4.2.3. Policy monitoring and review

Ensure the research programme and governance framework is implemented and monitored.

5. Conduct of Business

Administration

- 5.1. The PA to the Director of Nursing and Medical Director shall be Secretary to the Committee
- 5.2. The Committee shall be supported administratively by the PA to the Director of Nursing and Medical Director whose duties in this respect will include:
 - agreement of agendas with Chair and attendees and collation of papers
 - taking the minutes
 - keeping a record of actions, matters arising and issues to be carried forward
 - advising the Committee on pertinent issues/areas

The Head of Clinical Effectiveness will provide an escalation report to the Board of Directors following each meeting, in the public session where possible; agreed with the Committee Chair.

Frequency

- 5.3. The Committee must consider the frequency and timing of meetings needed to allow it to discharge all of its responsibilities.
- 5.4. Meetings will be held at least nine times per year, with additional meetings where necessary.

Notice of meetings

- 5.5. An agenda of items to be discussed will be forwarded to each member of the Committee and any other person required to attend, no later than five working days before the date of the meeting. Supporting papers will be sent to Committee members and to other attendees as appropriate, at the same time
- 5.6. In normal circumstances, a minimum notice period of two weeks must be given for any other meetings of the Committee. Emergency meetings can be arranged, at shorter notice, if this is approved and evidenced as such, by the majority of the members of the Committee.

Reporting

- 5.7. Minutes of Committee meetings will be recorded; and will normally be confirmed as accurate at the next meeting of the Committee.
- 5.8. The Chair of the Committee shall draw to the attention of the Board any issues that require disclosure or escalation to the full Board. The Committee shall also raise any significant concerns in relation to the business undertaken directly with the Board in a timely manner through the Board escalation report template.

5.9. Reporting arrangements into the Committee from Sub-Committees

The following groups and committees report to the Clinical Governance Committee:

- Clinical Management Board (Minutes and raising concerns)
- Infection Prevention and Control Committee (Minutes and raising concerns)
- Clinical Risk Group (Minutes and raising concerns)
- Children and Young People's Quality & Safety Board (Minutes and raising concerns)
- Integrated Safeguarding Committee (Minutes and raising concerns) NB: quarterly reports presented to the CGC.
- Organ Donation Committee (minutes and annual report)
- Safety Steering Group

6. Review

6.1. These Terms of Reference will be subject to an annual review. The Committee shall conduct an annual self-assessment on the performance of its duties as reflected within its Terms of Reference and report any conclusions and recommendations for change to the Board.

6.2. As part of this assessment, the Committee shall consider whether or not it receives adequate and appropriate support in fulfilment of its role and whether or not its current workload is manageable.

6.3. These terms of reference were approved by the Clinical Governance Committee with amendments and ratified by the Board of Directors on **xxxxxx**.

Finance & Performance Committee

Terms of Reference

Document Change Control				
Date of version	Version number	Type of Revision Major/minor	Description of Revisions	Author
April 2018	1	Approved version	Approved by the Trust Board of Directors	
February 2019	2	Major	All sections revised	

Date Adopted	
Review Frequency	Annual
Terms of Reference Drafting	Director of Corporate Governance
Review and Approval	Finance & Performance Committee
Adoption and ratification	Trust Board

1. Purpose

- 1.1. The Committee is established to provide the Board of Directors with assurance on the trust's financial and operational performance. The Committee also supports the Board's strategic direction and stewardship of the Trust's finances, investments and sustainability.

2. Authority

- 2.1. The Board of Directors hereby resolves to establish a Committee of the Board to be known as the Finance & Performance Committee (the Committee).
- 2.2. The Committee is a non-executive committee of the Board and has no executive powers, other than those specifically delegated in these terms of reference.
- 2.3. The Committee may take any legal or other professional advice with regard to the financial performance of the Trust as necessary.
- 2.4. The Committee is authorized by the Board to review, monitor, and where appropriate, investigate any financial matter within its terms of reference, and seek such information as it requires facilitating this activity.

3. Membership and Attendance

Membership

- 3.1. The Committee shall be appointed by the Board of Directors and shall consist of:

- Four non-Executive Directors
- Chief Executive
- Director of Finance (Lead Executive)
- Chief Operating Officer
- Director of O.D. & People

- 3.2. A Non-Executive Director shall be appointed as Chair of the Committee.

- 3.3. The designated members of the committee (or nominated deputies) are expected to attend all meetings. The designated Non-Executive Directors are expected to attend 75% of the scheduled committee meetings as a minimum. Attendance will be monitored and non-attendance of more than 2 meetings will be followed up by the chair.

- 3.4. Each member may nominate a deputy to attend in their place when they are unable to. These nominated deputies will have voting rights and be counted towards the quorum.

Quorum

- 3.5. Quorum shall be at least half the members being present, including at least one Non-Executive Director member.

- 3.6. Any one member of the committee can request that a matter coming before the committee be referred to the Board for decision.

Attendance

- 3.7. Meetings of the Committee shall normally be attended by:

Finance & Performance Committee Terms of Reference

- Core members defined in para 3.1 above
- Deputy Director of Finance
- Other directors and other staff by invitation
- Governor observer

The Director of Corporate Governance shall attend each meeting to provide advice to the Directors and to facilitate the formal evaluation of the Committee's performance.

4. Roles and responsibilities

The aim of the Finance and Performance committee is to provide an objective view of the financial and operational performance, and financial strategy of the Trust, together with an understanding of the risks and assumptions within the Trust plans and projections.

The Committee will routinely consider four key reports in detail:

- The monthly performance report
- The monthly finance report,(including forecast outturn report quarterly)
- The monthly contracting monitoring report
- The monthly savings/transformation report

The duties of the committee can be categorised as follows:

Reporting

- To oversee the ongoing development of the Integrated Performance Report.
- To seek assurance that the measures incorporated in the Board report meet the requirements of external stakeholders.
- To seek assurance that the underpinning systems and processes for data collection and management are robust and provide relevant, timely and accurate information to support operational management of the organisation.
- Monitor the effectiveness of the Trust's financial and operational performance reporting systems, ensuring that the Board is assured of continued compliance through its annual reporting, reporting by exception where required.
- To review in detail via a deep dive any major performance variations, in order to obtain assurance on behalf of the Board as to the effectiveness of corrective actions and associated governance arrangements.
- To consider changes to the Trust reporting requirements under any new regulatory arrangements.

Financial and Operational performance management

- To undertake high-level, exception based monitoring of the delivery of operational and financial performance to ensure that the Trust is operating in line with its annual

Finance & Performance Committee Terms of Reference

business plan objectives and, where not, satisfy itself that appropriate action is being taken by Executive Directors;

- To take an overview of the Trust's performance against financial and performance objectives (including delivery of recovery and transformation plans) ensuring that resources are being appropriately managed to deliver effective and efficient services, receiving advice regarding remedial action being taken as necessary by the Executive Team and ensure regular reports are provided to the Board of Directors.
- Review forecast performance against operational targets and improvement trajectories, escalating issues of non-delivery to the Board, and monitoring against achievement of any national funding (e.g. Provider sustainability funding).
- Monitor identification of schemes within the Cost Improvement Programme and overall forecast delivery, receiving advice regarding remedial action being taken as necessary by the Executive Team and ensure regular reports are provided to the Board of Directors.
- Review operational performance in relation to information technology, information governance, data quality and estates and facilities.

Income and Contracts management

- Review the Trust contracting approach with key commissioners
- Monitor in-year income against contract and levels of risk, including commissioner challenges, accrued income, fines and penalties, and income disputes.
- Review arrangements for non-activity related income streams, particularly CQUIN, to understand alignment with Trust clinical priorities and levels of income risk.
- Consider material opportunities to grow new commercial income streams and market share of existing services.

Annual Trust planning cycle

- To consider the Trust's medium & long term financial strategy, in relation to both revenue and capital.
- To oversee the Trust's business planning process and agree principles and approach for internal budget setting and the development of directorate business plans, including workforce plans, linked to the Trust's Corporate Objectives.
- To ensure that the Trust has an appropriate Recovery and Transformation Programme in place and provide Board level oversight of its delivery
- Consider proposals for Commercial and Business Development activities in accordance with Standing Financial instructions.

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- Review the process for developing the transformation plan and for the oversight and delivery of the programme within the Trust. Consider and recommend any major transformation programmes that the Trust should undertake.
- Review the annual CIP and transformation plan to provide assurance that delivery risk is minimised and productivity and efficiency maximised, in particular that contingency, phasing and risk mitigation plans are appropriate and that savings programmes are realistic and deliverable.
- Receive benchmarking and other information (for example from Carter metrics) to assess Trust productivity and ensure targeting or efficiency programmes.
- Review the Trust procurement strategy, systems and arrangements for obtaining best value. Monitor progress against the NHS standards of Procurement within the Trust.

Capital management

- Review the strategic five year capital programme and the annual capital budgets and recommend as appropriate to the Board of Directors;
- To consider the financial proposals for investment in the estate and technology to ensure alignment with Trust strategy.
- Approve capital business cases in accordance with the Trust's Detailed Scheme of Delegation (DSoD).

Treasury management

- To review the cash position of the Trust and the related treasury management policies of the Trust;
- Review Trust finance applications including loan applications.

Risk Management

- The Committee shall ensure the Trust has robust financial and operational risk management systems and processes in place.

Other

- To review any matter referred to this committee by the Board of Directors;
- To make arrangements as necessary to ensure that all Board members maintain an appropriate level of knowledge and understanding of key financial issues affecting the Trust.
- To notify the Audit Committee of any statutory reporting concerns or system weaknesses identified.

5. Conduct of Business

Administration

- 5.1. The Corporate Governance Manager shall be Secretary to the Committee
- 5.2. The Committee shall be supported administratively by the Corporate Governance Manager, whose duties in this respect will include:
- agreement of agendas with Chair and attendees and collation of papers
 - taking the minutes
 - keeping a record of actions, matters arising and issues to be carried forward
 - advising the Committee on pertinent issues/areas
 - provision of a highlight report of the key business undertaken to the Board of Directors following each meeting, in the public session where possible in conjunction with the Committee Chair.

Frequency

- 5.3. The Committee must consider the frequency and timing of meetings needed to allow it to discharge all of its responsibilities.
- 5.4. Meetings will be held at least twelve times per year, with additional meetings where necessary.

Notice of meetings

- 5.5. An agenda of items to be discussed will be forwarded to each member of the Committee and any other person required to attend, no later than five working days before the date of the meeting. Supporting papers will be sent to Committee members and to other attendees as appropriate, at the same time
- 5.6. In normal circumstances, a minimum notice period of two weeks must be given for any other meetings of the Committee. Emergency meetings can be arranged, at shorter notice, if this is approved and evidenced as such, by the majority of the members of the Committee.

Reporting

- 5.7. Minutes of Committee meetings will be recorded; and will normally be confirmed as accurate at the next meeting of the Committee.
- 5.8. The Chair of the Committee shall draw to the attention of the Board any issues that require disclosure or escalation to the full Board. The Committee shall also raise any significant concerns in relation to the business undertaken directly with the Board in a timely manner.
- 5.9. The Committee will report annually on the performance of its duties as reflected within its Terms of Reference.

6. Review

- 6.1. These Terms of Reference will be subject to an annual review. The Committee shall conduct an annual self-assessment on the performance of its duties as reflected within its Terms of Reference and report any conclusions and recommendations for change to the Board.

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- 6.2. As part of this assessment, the Committee shall consider whether or not it receives adequate and appropriate support in fulfilment of its role and whether or not its current workload is manageable.
- 6.3. These terms of reference were reviewed

Workforce Committee Terms of Reference

Document Change Control				
Date of version	Version number	Type of Revision Major/minor	Description of Revisions	Author
April 2018	1	Approved version	Approved by the Trust Board of Directors	
February 2019	2	Major	All sections revised	

Date Adopted	April 2018
Review Frequency	Annual
Terms of Reference Drafting	Director of Corporate Governance
Review and Approval	Trust Board
Adoption and ratification	Trust Board

1. Purpose and function

1.1 The purpose of the Committee is to ensure that the Trust has a workforce strategy in place that recognises the importance of all of the people who work within the Trust, and that will enable it to recruit and retain sufficient numbers of people with the necessary skills, training and motivation to deliver its clinical objectives. Specifically:

- That the Trust has a clear understanding of its strategic workforce needs and that plans are in place to deliver these;
- That the Board receive assurance that all legislative and regulatory requirements relating to the workforce are met;
- That workforce risks are understood by the Board and that appropriate mitigating actions have been identified and are being implemented.

1.2 To achieve this, the Committee shall:

- Support the development and monitoring of a workforce strategy
- Champion workforce issues ensuring adequate oversight of all workforce areas by the Board.

1.3 The Committee shall discharge this function on behalf of the Board of Directors by:

- Monitoring key workforce metrics to ensure that the expected standards are being delivered
- Receiving reports to provide assurance around compliance with legislation and regulations
- Considering workforce plans and improvement plans on behalf of the Board

2. Authority

2.1. The Board of Directors hereby resolves to establish a Committee of the Board to be known as the Workforce Committee (the Committee).

2.2. The Committee is a standing committee of the Board of Directors (the Board).

2.3. The Committee is a Non-Executive Committee and has no Executive powers.

3. Membership and Attendance

Membership

3.1. The Committee shall be appointed by the Board of Directors and shall consist of:

- Three Non-Executive Directors
- Director of Organisational Development (OD) & People (Lead Executive)
- Medical Director
- Director of Nursing

3.2. A Non-Executive Director shall be appointed as Chair of the Committee.

3.3. The designated members of the committee (or nominated deputies) are expected to attend all meetings. The designated Non-Executive Directors are expected to attend 75% of the scheduled committee meetings as a minimum. Attendance will be monitored and non-attendance of more than 2 meetings will be followed up by the chair.

- 3.4. Each member must nominate a deputy to attend in their place when they are unable to. These nominated deputies will have voting rights and be counted towards the quorum.

Quorum

- 3.5. Quorum shall be at least half the members being present, including at least one Non-Executive Director member or nominated deputy.
- 3.6. Any one member of the committee can request that a matter coming before the committee be referred to the Board for decision.

Attendance

- 3.7. Meetings of the Committee shall normally be attended by:

Deputy Director of OD & People	Deputy Director of Nursing
Associate Director of Education, Inclusion, Communication and Engagement	
Director of Medical Education	
And others by invitation	

The Director of Corporate Governance shall attend each meeting to provide advice to the Directors and to facilitate the formal evaluation of the Committee's performance.

4. Roles and Responsibilities (not delegated unless otherwise stated)

- 4.1. Developing and advising the Board on a workforce strategy taking into account relevant best practice and alignment with strategic objectives for the Trust
- 4.2. Oversight and monitoring of the People section of the Board Assurance Framework to ensure appropriate risk management
- 4.3. Oversight of the delivery of the HR operating plan and associated policy management which includes but is not restricted to:
- Equality and Diversity
 - Staff engagement
 - Staff well-being
 - Health and Safety
 - Performance management
 - Workforce planning
 - Management and Leadership Development
 - Organisational development
 - Medical and clinical education
 - Apprenticeships
 - Essential training
 - Recruitment and retention
 - Talent management
 - ESR optimization
 - E-rostering
 - Bullying and harassment
- 4.4. Oversight of the development and delivery of the People Strategy and people aspect of the Clinical Strategy

- 4.5. Oversight and development of actions in response to local and National staff surveys
- 4.6. Monitoring an agreed set of HR related Key Performance Indicators
- 4.7. Receipt and review of the Workforce Report prior to submission to Trust Board as part of the Integrated Performance Report
- 4.8. Oversee the implementation of Internal Audit recommendations as directed by the Audit Committee
- 4.9. To receive and review reports of the Guardian of Safe Working on the Board's behalf
- 4.10. To receive and review reports of the Freedom to Speak up Guardian
- 4.11. To receive and review Safe Staffing reports

5. Conduct of Business

Administration

- 5.1. The PA to the Director of OD and People shall be Secretary to the Committee
- 5.2. The Committee shall be supported administratively by the PA to the Director of OD and People whose duties in this respect will include:
 - agreement of agendas with Chair and attendees and collation of papers
 - taking the minutes
 - keeping a record of actions, matters arising and issues to be carried forward
 - advising the Committee on pertinent issues/areas
 - provision of a highlight report of the key business undertaken to the Board of Directors following each meeting, in the public session where possible.

Frequency

- 5.3. The Committee must consider the frequency and timing of meetings needed to allow it to discharge all of its responsibilities.
- 5.4. Meetings will be held at least six times per year, with additional meetings where necessary.

Notice of meetings

- 5.5. An agenda of items to be discussed will be forwarded to each member of the Committee and any other person required to attend, no later than five working days before the date of the meeting. Supporting papers will be sent to Committee members and to other attendees as appropriate, at the same time
- 5.6. In normal circumstances, a minimum notice period of two weeks must be given for any other meetings of the Committee. Emergency meetings can be arranged, at shorter notice, if this is approved and evidenced as such, by the majority of the members of the Committee.

Reporting

- 5.7. Minutes of Committee meetings will be recorded; and will normally be confirmed as accurate at the next meeting of the Committee.
- 5.8. The Chair of the Committee shall draw to the attention of the Board any issues that require disclosure or escalation to the full Board through use of the Board Escalation Report template. The Committee shall also raise any significant concerns in relation to the business undertaken directly with the Board in a timely manner.

Workforce Committee Terms of Reference

- 5.9. The Committee will report annually on the performance of its duties as reflected within its Terms of Reference.
- 5.10. The Committee will receive, for oversight and information, the minutes of the following committees:
- Medical Education and Training Committee
 - Diversity and Inclusion Committee
 - Health and Safety Committee
 - JCC
 - JNC
 - Safe Staffing Steering Group

6. Review

- 6.1. These Terms of Reference will be subject to an annual review. The Committee shall conduct an annual self-assessment on the performance of its duties as reflected within its Terms of Reference and report any conclusions and recommendations for change to the Board.
- 6.2. As part of this assessment, the Committee shall consider whether or not it receives adequate and appropriate support in fulfilment of its role and whether or not its current workload is manageable.
- 6.3. These terms of reference were approved by the Workforce Committee with amendments on ~~26-March-2018~~ and ratified by the Board of Directors on ~~12-April 2018~~.

Strategy Committee

Terms of Reference

Document Change Control				
Date of version	Version number	Type of Revision Major/minor	Description of Revisions	Author
March 2018	1	Approved version	Approved by the Trust Board of Directors	Director of Corporate Development
March 2019	2	Minor	Inclusion of oversight of the Estates Strategy	Director of Corporate Governance

Date Adopted	March 2018
Review Frequency	Annual
Terms of Reference Drafting	Director of Corporate Development
Review and Approval	Strategy Committee
Adoption and ratification	Board of Directors

1. Purpose

The Committee is established to provide the Board of Directors with assurance on development of the Trust strategy and particularly progress with developing new models of care, many of which will be related to the whole site redevelopment project.

2. Authority

- 2.1. The Board of Directors hereby resolves to establish a Committee of the Board to be known as the Strategy Committee ("the Committee").
- 2.2. The Committee is a standing committee of the Board of Directors (the Board).

3. Membership and Attendance

Membership

- 3.1. The Committee shall be appointed by the Board of Directors and shall consist of:

- 2 Non-Executive Directors
- Chief Executive Officer
- Director of Corporate Development
- Director of Finance
- Director of Nursing / Medical Director

3.2. A Non-Executive Director shall be appointed Chair of the Committee.

3.3. Two clinical members of staff shall be invited to be in attendance

3.4. Each member must nominate a deputy to attend in their place when they are unable to. These deputies will have voting rights.

Quorum

3.5. Quorum shall be at least half the members being present, including at least one Non-Executive Director.

3.6. Any one member of the committee can request that a matter coming before the committee be referred to the Board for decision.

4. Roles and Responsibilities (not delegated unless otherwise stated)

4.1. The duties of the Committee can be described as follows:

4.1.1. Strategy Development:

- To oversee the development of the Trust strategy, embracing all matters of long-term, medium-term and short-term planning. To ensure the alignment of all aspects of the Trust's strategy and planning, in relation to operational, financial, technical and human resource planning
- To consider the impact of major external changes and the possible impact on the organisation's strategy, including the impact of STP-wide developments
- To monitor strategic risks and assess the degree to which the strategy needs to be adapted to address those risks

4.1.2. Monitoring of Delivery of the Strategy

- To consider performance against agreed plans KPIs and on a three times a year provide feedback to the Board of Directors on the effectiveness of strategy implementation in meeting the Trust's objectives, linked to presentation of the Board Assurance Framework.

4.1.3. Review of Major Projects

- To oversee the development of major schemes, linking in with the Finance & Performance Committee and the Outstanding Every Time Board on the transformational aspects of such projects, and advise the Board on progress with those schemes. The projects to include:
 - The Salisbury campus programme and how the site can be adapted to facilitate a major clinical transformation programme and to bring on site a range of services and industries from different sectors (Estates Strategy).
 - The development of new models of care taking forward opportunities to transform how services are provided and delivering services which are

more integrated with other health and care providers in line with the Trust strategy.

- Development of the Trust's Digital Strategy and subsequent monitoring of delivery against the strategy

5. Conduct of Business

Administration

- 5.1. The Head of Corporate Governance shall be Secretary to the Committee and shall attend to take minutes of the meeting and provide appropriate support to the Chairman and Committee members.
- 5.2. The Committee shall be supported administratively by the Head of Corporate Governance, whose duties in this respect will include:
 - agreement of agendas with Chair and attendees and collation of papers
 - taking the minutes
 - keeping a record of matters arising and issues to be carried forward
 - advising the Committee on pertinent issues/areas
 - provision of a highlight report of the key business undertaken to the Board of Directors following each meeting, in the public session where possible.

Frequency

- 5.3. The Committee must consider the frequency and timing of meetings needed to allow it to discharge all of its responsibilities. Meetings will be held at least six times per year, with additional meetings where necessary.

Notice of meetings

- 5.4. An agenda of items to be discussed will be forwarded to each member of the Committee and any other person required to attend, no later than five working days before the date of the meeting. Supporting papers will be sent to Committee members and to other attendees as appropriate, at the same time.
- 5.5. In normal circumstances, a minimum notice period of two weeks must be given for any other meetings of the Committee. Emergency meetings can be arranged, at shorter notice, if this is approved and evidenced as such, by the majority of the members of the Committee.

Reporting

- 5.6. Formal minutes of Committee meetings will be recorded; and will normally be confirmed as accurate at the next meeting of the Committee.
- 5.7. The Chair of the Committee shall draw to the attention of the Board any issues that require disclosure to the full Board. The Committee shall also raise any significant concerns in relation to the business undertaken directly with the Board in a timely manner.
- 5.8. The Committee will report to the Board of Directors annually on the performance of its duties as reflected within its Terms of Reference.
- 5.9. The Committee will report to the Board of Directors after six months on its effectiveness in meeting responsibilities as reflected within this Terms of Reference.

6. Review

- 6.1. These Terms of Reference will be subject to an annual review. The Committee shall conduct an annual self-assessment on the performance of its duties as reflected within its Terms of Reference and report any conclusions and recommendations for change to the Board.
- 6.2. As part of this assessment, the Committee shall consider whether or not it receives adequate and appropriate support in fulfilment of its role and whether or not its current workload is manageable.

Subsidiary governance Committee: Terms of Reference

1. Purpose

The Committee is established to provide the Board of Directors with assurance on the appropriate management of the Trust's wholly owned subsidiary companies and where the Trust has a shareholding or interest in a company (known as related company/entity).

Date Adopted	15/03/2019
Review Frequency	Annual
Terms of Reference Drafting	Director of Finance
Review and Approval	Trust Board
Adoption and ratification	Trust Board

2. The committee is established to:

- Ensure that where the Trust has an interest, or shareholding, the Trust has appropriate oversight and governance

3. Authority

3.1. The Board of Directors hereby resolves to establish a Committee of the Board of Directors to be known as the Subsidiary Governance Committee (the Committee). The Committee has no executive powers other than those specifically delegated in these Terms of Reference.

3.2. The Committee is a standing committee of the Board of Directors (the Board).

3.3. The Committee is authorised to:

- Perform any of the activities within its terms of reference;
- Obtain outside professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary; and
- Consider and make recommendations to the Board of Directors any and all items of which they should be aware to fulfil their responsibility

4. Membership and Attendance

Membership

4.1. The Committee shall be appointed by the Board of Directors and shall consist of:

2 Non-Executive Directors

Independent Chairman of OML and STL

Director of Finance

Director of Organisational Development and People.

A Non-Executive Director shall be appointed as Chair of the Committee. In the absence of the Chair, a Non-Executive Committee member will perform this role.

4.2. Each member must nominate a deputy to attend in their place when they are unable to. These nominated deputies will have voting rights and be counted towards the quorum.

Quorum

4.3. Three voting members of the Board of Directors (at least one Executive Director and one Non-Executive Director). A nominated Deputy for the Director of Finance must be in attendance if the Director of Finance is absent.

Attendance (non-voting members)

4.4. Meetings of the Committee shall be attended by:

- Director of Procurement and commercial services
- Director of Corporate Governance
- Specialist expertise as required

Attendance by Other Trustees

4.5. Any member of the Board of Directors can attend.

4.6. Note: All Board of Directors will be sent copies of the agenda for each meeting and may attend the meeting should they wish to do so.

5. Roles and Responsibilities

The duties of the Committee can be categorised as follows:

5.1. Ensuring the Trust has a clear strategy for the use and development of subsidiary and related companies/entities.

Subsidiary Governance Committee Terms of Reference

- 5.2. Maintaining a clear view of the subsidiary level risk profile and exposure (operational, reputational and financial) across the group profile.
- 5.3. Ensuring the Trust has a clear governance framework and structure for oversight of any related company/entity. This framework will ensure:
- That any related company/entity identifies and evaluates all potential commercial opportunities in line with its agreed strategy.
 - That any related company/entity complies with its relevant industry regulatory framework.
 - That the related company/entity achieves the planned financial and operational performance levels.
 - That the related company/entity has due regard for the issue of public accountability in the context of ethical responsibilities, corporate and social responsibility, statutes and other regulations e.g. tax.
 - That the related company/entity has appropriate governance mechanisms in place (including SFI's, business planning process).
 - The process for appointing the senior leadership team (Managing Director, Non-Executive Directors).

6. Conduct of Business

Administration

The Director of Corporate Governance is a member of the committee and has corporate responsibility for:

- 6.1. Liaising with the chair on all aspects of the work of the committee, including providing advice.
- 6.2. Ensuring the committee acts in accordance with standing orders and scheme of reservation and delegation.
- 6.3. Identifying an officer to undertake the role of secretary.

Frequency

- 6.4. The Committee must consider the frequency and timing of meetings needed to allow it to discharge all of its responsibilities.
- 6.5. Meetings will be held no less than four times per year, with additional meetings where necessary.

Notice of meetings

Subsidiary Governance Committee Terms of Reference

- 6.6. An agenda of items to be discussed will be forwarded to each member of the Committee and any other person required to attend, no later than three working days before the date of the meeting. Supporting papers will be sent to Committee members and to other attendees as appropriate, at the same time
- 6.7. In normal circumstances, a minimum notice period of two weeks must be given for any other meetings of the Committee. Emergency meetings can be arranged, at shorter notice, if this is approved and evidenced as such, by the majority of the members of the Committee.

Reporting

- 6.8. Minutes of Committee meetings will be recorded; and will normally be confirmed as accurate at the next meeting of the Committee.
- 6.9. The Chair of the Committee shall draw to the attention of the Board of Directors any issues that require disclosure to the full Board. The Committee shall also raise any significant concerns in relation to the business undertaken directly with the Board in a timely manner.
- 6.10. The Committee will report annually to the Board of Directors on the performance of its duties as reflected within its Terms of Reference.
- 6.11. Any items of specific concern or which require the Board of Directors approval will be subject to a separate report.

7. Review

- 7.1. These Terms of Reference will be subject to an annual review. The Committee shall conduct an annual self-assessment on the performance of its duties as reflected within its Terms of Reference and report any conclusions and recommendations for change to the Board.
- 7.2. As part of this assessment, the Committee shall consider whether or not it receives adequate and appropriate support in fulfilment of its role and whether or not its current workload is manageable.