

Meeting Title	Board of Directors		
Date	08.11.18	Agenda item	Bo.11.18.33

Audit and Assurance Committee Annual Report 2017/18

Presented by	Barrie Senior, Chair of the Audit and Assurance Committee		
Author	Barrie Senior, Chair of the Audit and Assurance Committee and Jacqui Maurice, Head of Corporate Governance		
Lead Director	John Holden, Director of Strategy and Integration		
Purpose of the paper	Good practice requires that the Board of Directors (the Board) should review the performance of its Committees annually to determine whether they have been effective, and whether further development work is required. The annual report serves to summarise the activities of the Audit and Assurance Committee during and in respect of 2017/18 and sets out how it has complied with its terms of reference.		
Key control	N/A		
Action required	For approval		
Previously discussed at/ informed by	Audit and Assurance Committee		
Previously approved at:	Committee/Group	Date	
	Audit and Assurance Committee	30 October 2018	

Background

The Audit and Assurance Committee is a committee of the Board. The purpose of the Committee is to:

- 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 Trust's objectives.
- Ensure an effective Internal Audit function
- Review the work and findings of the External Auditor and consider the implications of, and management's responses to, their work
- Review the findings of other significant assurance functions
- Review reports and positive assurances from Executive Directors and managers
- Review the Annual Report, Financial Statements and Quality Report before their submission to the Board for approval
- Report to the Board on the Committee's key findings.

The attached annual report details how the Committee has met its responsibilities during the reporting period, working within the bounds of its terms of reference. During the period in question the Committee believes that it took reasonable steps to perform its duties as delegated by the Board and mandated in its then current terms of reference.

Recommendation

The Board of Directors is asked to receive the Audit and Assurance Committee Annual Report 2017/18

Audit and Assurance Committee Annual Report 2017/18

1. Introduction

Good practice requires that the Board of Directors (the Board) should review the performance of its Committees annually to determine whether they have been effective, and whether further development work is required.

This annual report summarises the activities of the Audit and Assurance Committee (the Committee) during and in respect of 2017/18 and sets out how it has complied with its terms of reference.

The report does not refer to the Committee's activities in April and May of 2017 in respect of 2016/17 year end reporting: these matters were reported in the Committee's 2016/17 Annual Report.

2. Role of the Audit Committee

The Audit and Assurance Committee is a committee of the Board. The purpose of the Committee is to:

- 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 Trust's objectives.
- Ensure an effective Internal Audit function
- Review the work and findings of the External Auditor and consider the implications of, and management's responses to, their work
- Review the findings of other significant assurance functions
- Review reports and positive assurances from Executive Directors and managers
- Review the Annual Report, Financial Statements and Quality Report before their submission to the Board for approval
- Report to the Board on the Committee's key findings.

The terms of reference in place during the reporting period are attached at appendix A.

The Committee's terms of reference are reviewed annually and approved by the Board.

3. Membership and attendance record

From April 2017 to May 2018, the Committee met nine times. Membership and attendance is recorded in the table below:

MEMBERS	16.5.17	24.5.17	1.8.17	3.10.17	5.12.17	6.2.18	3.4.18	18.5.18	23.5.18	TOTAL
Mr David Munt (Chairman)	✓	✓	✓	✓						4 of 4
Mr Barrie Senior (Chairman)					✓	✓	✓	✓	✓	5 of 5
Dr Trevor Higgins	✓	✓	x	✓	✓	✓	x	✓	✓	7 of 9
Mrs Selina Ullah	x	✓	✓	✓	✓	✓	✓	✓	✓	8 of 9
✓ = Attended X = Apologies sent										
	Denotes period when not a member of the Committee									

Audit and Assurance Committee meetings are attended by the Director of Finance, an Assistant Director of Finance, and the Trust Secretary. Other senior executives are invited to attend meetings when appropriate to discuss specific matters related to their roles. The Chief Executive attends at least one meeting per year. Representatives of both Internal and External Audit also attend the meetings.

The minutes from the meetings of the Audit and Assurance Committee, along with reports from the Audit and Assurance Committee Chairman, highlighting the key items discussed are presented at the public meetings of the Board.

4. A summary of the work of the Committee, in line with the Terms of Reference and Annual Work plan

The Committee considered and gained assurance from the following:

Governance, Risk Management and Internal Control

- Board Assurance Framework Process
- Clinical Audit Annual Report 2017/18
- Clinical Audit High Priority Work Plan 2017/18
- Cyber Security Update
- Standing Orders (SOs), Standing Financial Instructions (SFIs) and the Scheme of Delegation
- Fire Safety Report
- Annual Security Report 2016/17
- Exception Reports relating to Special Payments and Single Tender Waivers
- Annually Reported Physical Assaults 2016/17
- Electronic Patient Record (EPR) go-live Process
- Clinical Correspondence Electronic Circulation Assurance
- Draft Annual Governance Statement 2017/18

Internal Audit and Local Counter Fraud Service (LCFS)

- Annual Review of Internal Audit Performance
- Internal Audit Plan 2017/18
- Internal Audit Progress Reports, including individual internal audit review report summaries (significant assurance) and full reports (limited/no assurance)
- Internal Audit Follow-Up reports
- Head of Internal Audit Opinion 2017/18
- Local Counter Fraud Service Annual Plan 2017/18
- Local Counter Fraud Service update reports
- Local Counter Fraud Service Annual Report 2017/18

External Audit

- Appointment of External Auditor update
- Annual Review of External Audit Performance
- Review of arrangements for use of External Auditors for Non-Audit Purposes
- External Audit Annual Plan 2017/18
- External Audit – Sector Development Reports
- External Audit ISA260 report 2017/18
- External Audit report – Quality Report 2017/18

Quality Assurance functions

- CQC Compliance Process
- Deloitte Well-led Review Action Plan
- New Guidance from NHS England: Conflicts of Interest
- Information Commissioner's Office Best Practice Visit Update

Financial Reporting

- Annual Report & Quality Report 2017/18 - Timetable for Production
- Foundation Trust Annual Reporting Manual 2017/18
- Draft Annual Accounts 2017/18
- Draft Annual Report & Quality Report 2017/18
- Draft Letter of Representation 2017/18

Reporting

- Audit and Assurance Committee Annual Report 2016/17
- Audit and Assurance Committee Annual Self-Assessment
- Audit and Assurance Committee Terms of Reference – review and update
- Audit and Assurance Committee Work Plan 2017/18

5. Internal Audit (IA) and Local Counter Fraud Service (LCFS)

Internal Audit and Local Counter Fraud Services are provided by Audit Yorkshire (previously West Yorkshire Audit Consortium). The Director of Finance is a member of the Audit Yorkshire Board which oversees Audit Yorkshire at a strategic level.

In respect of 2017/18, the Committee considered and reviewed the following reporting from Internal Audit:

- Internal Audit Plan 2017/18
- LCFS Annual Plan 2017/18
- Internal Audit Progress reports
- Internal Audit Follow-up Reports
- LCFS Update Reports
- Internal Audit Charter
- Internal Audit Annual Report & Head of Internal Audit Opinion 2017/18
- LCFS Annual Report 2017/18

An Internal Audit Charter formally defines the purpose, authority and responsibility of internal audit activity. This document was updated, reviewed and approved by the Audit and Assurance Committee in August 2017.

The Audit and Assurance Committee approved the planning methodology to be used by Internal Audit to create the Internal Audit Plan for 2017/18, and gave formal approval to the Plan in April 2017.

The conclusions as well as all findings and recommendations of finalised Internal Audit reports are shared with the Audit and Assurance Committee. The Committee can, and does, challenge Internal Audit on assurances provided, and requests additional information, clarification and follow-up work if considered necessary. A system whereby all internal audit recommendations are followed-up on a quarterly basis is in place. Progress towards the implementation of agreed recommendations is reported (including full details of all outstanding recommendations) to the Executive Management Team and the Audit and Assurance Committee on a quarterly basis. This was an area of focus for the

Committee during the year and Trust management have worked hard to ensure that the process for responding to Internal Audit recommendations has been improved.

The LCFS Plan 2017/18 was reviewed and approved by the Audit and Assurance Committee. The Local Counter-Fraud Specialist presented regular reports detailing progress towards achievement of the Plan, as well as summaries of investigations undertaken.

5.1 Head of Internal Audit Opinion

The Head of Internal Audit is required to provide an annual opinion, based upon and limited to the internal audit work performed, on the overall adequacy and effectiveness of the organisation's risk management, control and governance processes. (i.e. the organisation's system of internal control). This was received by the Committee in May 2018 and a copy of this opinion was included in the Trust's 2017/18 Annual Report and Accounts.

The opinion was that "Significant Assurance can be given. There is a generally sound system of internal control, designed to meet the organisation's objectives, and that controls are generally being applied consistently."

A total of 49 audit reports were issued relating to the 2017/18 Internal Audit Operational Plan, of which 49 (100%) were finalised prior to reporting to the 23 May 2018 Audit and Assurance Committee meeting.

5.2 Limited / No Assurance Opinion Reports 2017/2018

The Head of Internal Audit did find certain weaknesses in the design and/or inconsistent application of controls in certain areas which put the achievement of particular objectives at risk. Whilst a 'significant assurance' overall opinion was provided, one "No Assurance" and 11 "Limited Assurance" reports were issued in 2017/18. These related to:

- MRSA Follow Up
- Cost Improvement Plan
- Private Patients
- Intravenous Cannulation
- Consent; Human Tissue
- Waste Segregation. *(No assurance was initially provided following the first audit. IA performed another review in April 2018 where Limited Assurance was provided)*
- Cash Handling
- Short Stay Ward
- Clinical Audit (Divisional)
- Business Continuity
- Waste Management

The Committee has ensured that remedial actions in respect of these audit findings have been pursued.

The Head of Internal Audit Opinion contributed to the Board's assessment of the effectiveness of the Foundation Trust's system of internal control and to the completion of its Annual Governance Statement 2017/18.

5.3 Review of the performance of Internal Audit

An annual review of the performance of Internal Audit was performed on 1 August 2017. The Committee concluded that the Internal Audit service provided was of an acceptable standard.

In October 2018 the Audit Committee will once again review the performance of Audit Yorkshire, the Trust's internal audit provider. The report on their performance will be included within the annual report from the Committee in respect of 2018/19.

5.4 LCFS Annual Report 2017/18

The LCFS Annual Report 2017/18 was received by the Committee in May 2018 and provided a report on the work carried out against the LCFS Plan 2017/18. During the year, the Committee received regular reports detailing progress towards achievement of the Plan, as well as summaries of investigations undertaken.

During the year the Trust has ensured that the LCFS has had all the necessary support to enable them to perform their role efficiently, effectively and promptly. In order for NHS Counter Fraud Authority to derive a clear picture of the work conducted, the Trust is required to submit an annual Self-Review Tool (SRT). The SRT is intended to enable the Trust to produce a summary of the anti-fraud, bribery and corruption work it conducted over the previous financial year. A review of the SRT identified that the Trust had fully met 19 of the standards, partially met two of the standards and recorded a neutral/not applicable response against two standards.

The LCFS is working with the Trust to look at the standards where the Trust is less than fully compliant and to improve the compliance levels prior to the submission of the 2018/19 SRT.

6. External Audit / Financial Reporting

6.1 Appointment of External Auditor

KPMG LLP concluded their work as the Trust's auditors at the end of May 2017.

Deloitte LLP was appointed as the Trust's External Auditor with effect from 1 June 2017 following the presentation of a recommendation to the Council of Governors from the Chair of the Audit and Assurance Committee in May 2017. The full process for the appointment of the External Auditor is reported upon in the Trust's Annual Report and Accounts 2017/18.

The appointment of Deloitte LLP was made in accordance with the Code of Audit Practice for NHS Foundation Trusts, issued by the National Audit Office on behalf of the Comptroller and Auditor General.

6.2 Key reports from External Audit

During and in respect of 2017/18, the Committee considered and reviewed the following reporting from the External Auditors.

- External Audit Annual Plan 2017/18
- Bradford Sector Developments Reports
- External Audit ISA 260 Report 2017/18
- External Audit Report – Quality Report 2017/18

The Audit Committee received and approved an External Audit Plan for 2017/2018 in October 2017. The Plan identified significant inherent audit risks related to:

- Revenue recognition related to CQUIN and STF income
- EPR system impairment, and
- Management override of controls

The Plan identified key audit judgements relating to:

- Revenue recognition
- Going concern applicability
- Value for money considerations

The Committee received the 2017/2018 External Audit Report (including the ISA 260 Report) in May 2018. The report confirmed that no significant audit issues had arisen in respect of the significant inherent audit risks and key audit judgements listed above. The report further confirmed that no audit adjustments or disclosure deficiencies had been identified. An unmodified audit opinion was given on the Trust's accounts for 2017/2018.

As regards the Quality Report, the External Auditors confirmed the compliance and consistency of the Report contents. Whilst an unmodified opinion was expressed as regards the A&E 4 hour wait / Emergency Care Standard indicator, a modified opinion was expressed with regard to referral to treatment (RTT) due to limitations on data quality.

Following the Committee meetings in May 2018, the Committee made recommendations to the Board of Directors to approve the final Audited Accounts, Annual Report, Annual Governance Statement and Quality Report for 2017/2018.

6.3 Use of External Audit to provide non-audit services

Any proposal for the use of the External Auditors to provide non-audit services is reported to, and dependent upon the nature and/or cost of the services prior approved by, the Audit and Assurance Committee. There were two such engagements in 2017/18, which were in respect of audit related assurance services (£6,000) and other assurance services (£32,000).

6.4 Review of the Performance of the External Auditor

The Committee reviewed the performance of the outgoing External Auditor, KPMG, at its meeting on 1 August 2017. The Committee concluded that the service provided had been of an acceptable standard.

In October 2018 the Audit Committee will review the performance of Deloitte in their first year as the Trust's External Auditors. The report on their performance will be included within the annual report from the Committee in respect of 2018/19.

7. Committee Working Arrangements / Reporting

The Committee keeps under review its own working arrangements and its effectiveness. It remains mindful of the need to ensure that its remit fits appropriately with the other committees of the Board, and of the Board itself.

The Committee carried out an annual self-assessment in August 2017. This resulted in CQC compliance and security reporting being added to the Committee's terms of reference and annual work plan. The revised terms of reference were approved by the Board in September 2017.

The Committee carried out an annual self-assessment process in May 2018. The assessment was carried out with reference to guidance included within the HFMA NHS Audit Committee Handbook (4th Edition). The outcomes from the assessment were reported and resultant actions agreed upon at the meeting of the Audit and Assurance Committee held in August 2018. These outcomes will result in enhancements to the Committee's terms of reference and resultant work plan in the following areas:

- The relationships between the Committee and other committees of the Board are to be amended and clarified such that the Committee will, on behalf of the Board, become the consolidator and assessor of assurance provided by other committees in respect of their individual areas of concern.
- Consideration will be given to expanding Committee membership from three to four, and to including a member with relevant clinical expertise and experience.
- The Committee will receive and consider at least annually the adequacy and effectiveness of the Trust's assurance framework, risk management strategy and Trust-wide risk management policies and procedures.
- The Committee will at least annually receive and assess evidence to demonstrate that the Trust is and remains in compliance with all relevant regulatory requirements.
- The Committee will at least annually seek assurance regarding the quality of all key Trust data.
- The Committee will clarify the respective roles of the Committee and of the Quality Committee with regard to Clinical Audit and thereafter operate accordingly.
- The Committee will seek at least annually assurance from all relevant third parties that deliver key functions to the Trust.
- The Committee will seek assurance at least annually regarding the satisfactory management of clinical risks arising from financial pressures.
- The Committee will annually review evidence relating to the Trust's 'Fitness to Function'
- The Committee will at least annually seek assurance regarding the effectiveness of the Trust's Freedom to Speak Up arrangements.

8. Reporting

The Committee provided reports to each Trust Board Meeting in Public detailing all key matters arising in each of the Committee's meetings. These were supplemented by the provision of approved minutes of each Committee meeting, when available.

9. Conclusion

Whilst recognising the planned enhancements to the Committee's terms of reference set out in 7 above, the Committee believes that during 2017/18 it took reasonable steps to perform its duties as delegated by the Board and mandated in its then current terms of reference.

Barrie A Senior, FCA
Audit and Assurance Committee Chairman
23 October 2018

Audit and Assurance Committee – Terms of Reference

1. Constitution

The Board hereby resolves to establish a Committee of the Board to be known as the Audit and Assurance Committee (The Committee). 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. Membership

The Committee shall be appointed by the Board from amongst the non-executive directors of the Trust and shall consist of not less than three members. A quorum shall be two members. One of the members will be appointed Chair of the Committee by the Board. At least one member of the Committee shall have recent and relevant financial experience. The Chairman of the organisation shall not be a member of the Committee.

3. Attendance

The Director of Finance and appropriate Internal and External Audit representatives shall normally attend meetings. However, at least once a year the Committee should meet privately with the External and Internal Auditors.

The Chief Executive and other executive directors should be invited to attend, but particularly when the Committee is discussing areas of risk or operation that are the responsibility of that director.

The Chief Executive should be invited to attend, at least annually, to discuss with the Committee the process for assurance that supports the Annual Governance Statement.

In addition to the above a representative of the local counter fraud service and governor representatives may be invited

The Trust Secretary shall attend to provide appropriate support to the Chair and committee members.

4. Frequency

Meetings shall be held not less than three times a year. The External Auditor or Head of Internal Audit may request a meeting if they consider that one is necessary.

5. Authority

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 all employees are directed to co-operate with any request made by the Committee. 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 and expertise if it considers this necessary.

6. Duties

The duties of the Committee can be categorised as follows:

6.1 Governance, Risk Management and Internal Control

The Committee shall review the establishment and maintenance of an effective system of integrated governance, risk management and internal control, across the whole of the organisation's activities (both clinical and non-clinical), that supports the achievement of the organisation's objectives. The Committee will maintain an oversight of the foundation trust's general risk management structures and ensure appropriate information flows to the audit committee in relation to the trust's overall internal control and risk management position.

In particular, the Committee will review the adequacy of:

- The processes related to all risk and control disclosure statements (in particular the Annual Governance Statement and declarations of compliance with the Care Quality Commission's Registration Criteria), together with any accompanying Head of Internal Audit statement, external audit opinion or other appropriate independent assurances, prior to endorsement by the Board.
- The underlying assurance processes that indicate the degree of the achievement of corporate priorities, the effectiveness of the management of principal risks and the appropriateness of the above disclosure statements.
- The policies for ensuring compliance with relevant regulatory, legal and code of conduct requirements.
- The policies and procedures for all work related to fraud and corruption as set out in Secretary of State Directions and as required by NHS Protect (previously known as the NHS Counter Fraud and Security Management Service).
- The arrangements by which staff of the Foundation Trust may raise concerns about possible improprieties in matters of financial reporting and control, clinical quality, patient safety or other matters.
- In carrying out this work the Committee will primarily utilise the work of Internal Audit, External Audit and other assurance functions, but will not be limited to these audit functions. It will also seek reports and assurances from Executive Directors and managers as appropriate, concentrating on the overarching systems of integrated governance, risk management and internal control, together with indicators of their effectiveness.
- This will be evidenced through the Committee's use of an effective Assurance Framework to guide its work and that of the audit and assurance functions that report to it.
- The Committee will review the Foundation Trust's Corporate Risk Register and the seek assurance that the processes for maintaining it are robust.
- The Committee will monitor corporate governance including codes of conduct, standing orders, standing financial instructions and maintenance of registers of interest, ensuring appropriate standards are set and compliance with them is monitored

6.2 Internal Audit

The Committee shall ensure that there is an effective Internal Audit function established by management that meets mandatory NHS Internal Audit Standards and provides appropriate independent assurance to the Audit Committee, Chief Executive and Board. This will be achieved by:

- Consideration of the provision of the Internal Audit service, the cost of the audit and any questions of resignation and dismissal.
- Review and approval of the Internal Audit strategy, operational plan and more detailed programme of work, ensuring that this is consistent with the audit needs of the organisation as identified in the Assurance Framework.

- Consideration of the major findings of Internal Audit work (and management's response), and ensure co-ordination between the Internal and External Auditors to optimise audit resources. Monitor progress on the timely implementation of recommendations raised by Internal Audit.
- Ensuring that the Internal Audit function is adequately resourced and has appropriate standing within the organisation.
- Annual review of the effectiveness of Internal Audit.

6.3 External Audit

The Committee shall oversee a market testing exercise for the appointment of an auditor at least once every five years. It will be responsible for reviewing and monitoring the External Auditor's independence and objectivity.

The Committee shall review the work and findings of the External Auditor and consider the implications and management's responses to their work. This will be achieved by:

- Assessing the Auditor's work and fees on an annual basis to ensure the work is of a sufficiently high standard and that the fees are reasonable. The Committee shall make recommendations to the Council of Governors with respect to the appointment, reappointment or removal of the auditor.
- Approval of the External Audit engagement letter.
- Discussion and agreement with the External Auditor, before the audit commences, of the nature and scope of the audit as set out in the Annual Plan, and ensure coordination, as appropriate, with other External Auditors in the local health economy.
- Discussion with the External Auditor of their local evaluation of audit risks and assessment of the Trust and associated impact on the audit fee.
- Review all External Audit reports, including agreement of the ISA 260 Report before submission to the Board and any work carried outside the annual audit plan, together with the appropriateness of management responses. Progress against the implementation of recommendations highlighted in External Audit reports will be monitored by the Committee.

The Committee shall assist the Council of Governors to develop a policy on the engagement of the external auditor to supply non-audit services and shall periodically review its implementation.

6.4 Quality Assurance Functions

The Committee shall review the findings of other significant assurance functions, both internal and external to the organisation, and consider the implications to the governance of the organisation.

These will include, but will not be limited to, any reviews by Department of Health Arm's Length Bodies or Regulators/Inspectors (e.g., Care Quality Commission (CQC), NHS Litigation Authority, etc.), professional bodies with responsibility for the performance of staff or functions (e.g. Royal Colleges, accreditation bodies, etc.). For the purpose of independent reviews and inquiries the Committee will monitor and seek assurance that processes are in place and action plans are implemented. It is the role of the Chief Executive to nominate an Executive Director to lead the process for the management of high level inquiries.

The Committee has a role in reviewing the work of the Charitable Funds Committee, Quality Committee including clinical risk management and clinical audit, Finance and Performance Committee, Workforce Committee, Partnership Committee and Major Projects Committee.

As necessary the Committee will review performance indicators and examine any other matter referred and initiate investigation.

6.5 Management

The Committee shall request and review reports and positive assurances from Executive Directors and managers on the overall arrangements for governance, risk management and internal control. They may also request specific reports from individual functions within the organisation (e.g. clinical audit) as they may be appropriate to the overall arrangements.

6.6 Financial Reporting

The Committee shall review the Annual Report, Quality Report and Financial Statements before submission to the Board, focusing particularly on:

- The wording in the Annual Governance Statement and other disclosures relevant to the Terms of Reference of the Committee.
- Changes in, and compliance with, accounting policies and practices.
- Unadjusted mis-statements in the financial statements.
- Major judgemental areas.
- Significant adjustments resulting from the audit.

The Committee should also ensure that the systems for financial reporting to the Board, including those of budgetary control, are subject to review as to completeness and accuracy of the information provided to the Board.

6.7 Standing orders, standing financial instructions and standards of business conduct

- The Committee will review on behalf of the board of directors the operation of, and proposed changes to, the standing orders and standing financial instructions, the constitution, codes of conduct and standards of business conduct; including maintenance of registers.
- The Committee will examine the circumstances of any significant departure from the requirements of any of the foregoing, and whether those departures relate to a failing, an overruling or a suspension.
- The Committee will review the scheme of delegation.

7. Reporting

The minutes of Committee meetings shall be formally recorded and submitted to the Board of Directors. The Chair of the Committee shall draw to the attention of the Board of Directors any issues that require disclosure to the full Board of Directors, or require executive action.

The Committee will report to the Board of Directors annually on its work in support of the Annual Governance Statement, specifically commenting on the fitness for purpose of the Assurance Framework, the completeness and embeddedness of risk management in the organisation, the integration of governance arrangements and the appropriateness of the self-assessment against the Care Quality Commission's Registration Criteria.

The Committee will report to the Council of Governors any matters in respect of which it considers that action or improvement is needed and making recommendations as to the steps to be taken.

8. Links with Other Committees

This Committee with the Quality Committee, Finance and Performance Committee, Workforce Committee, Partnerships Committee and Major Projects Committee have a shared responsibility to provide assurance to the Board of Directors. They need to work collaboratively to ensure all aspects of governance are covered and that the Board of Directors receives comprehensive assurance on the Foundation Trust's business and activities.

9. Other Matters

The Committee shall be supported administratively by the Trust Secretary, whose duties in this respect will include:

- Agreement of agenda with Chairman and attendees and collation of papers
- Ensure minutes are recorded and keeping a record of matters arising and issues to be carried forward
- Advising the Committee on pertinent areas.

At the request of the Committee Chair, the Committee may hold meetings by telephone, video link or by email exchange. Normal rules relating to quoracy will apply to the functioning of such a meeting. These meetings will be deemed as standard meetings of the Committee and shall be minuted accordingly.

10. Review of Terms of Reference

The Terms of Reference shall be reviewed annually by the Board of Directors.