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| Meeting Title | Board of Directors | | |
| Date | 12.09.19 | Agenda item | Bo.9.19.33 |

Board of Directors Standing Orders

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| Presented by | Tanya Claridge, Director of Governance and Corporate Affairs | | |
| Author | Jacqui Maurice, Head of Corporate Governance | | |
| Lead Director | Dr Max McClean, Chairman | | |
| Purpose of the paper | Review of the Board Standing Orders. | | |
| Action required | For approval | | |
| Previously discussed at/ informed by | <ul style="list-style-type: none"> - Audit and Assurance Committee, 16 April 2019 - Board of Directors, 9 May 2019 - Audit and Assurance Committee, 20 July 2019 | | |
| Previously approved at: | Committee/Group | Date | |
| | Audit and Assurance Committee | 30 July 2019 | |

Background

Annually the Board of Directors undertakes a self-assessment of the way the Board and the Board Committees operate. This review is designed to identify opportunities for change and improvement in, for instance the way that the risk and assurance is managed throughout the Governance infrastructure of the Trust.

Analysis

A programme of Board and Board Committee self- assessment was completed during Quarter 3 2018/19, which led to a number of changes to the Terms of Reference of several of the Board Committees. These changes have been discussed at all Board Committees, the Audit and Assurance Committee and the Board of Directors, the last being approved by the Board of Directors at its closed meeting in March 2019. As a result the Standing Orders of the Board were considered by the Board in May 2019 where the Board of Directors approved the addition of the amended Terms of Reference to the Standing Orders of the Board of Directors.

The AAC undertook a scheduled review of the Board Standing Orders on 30 July 2019.

The changes recommended are presented in 'track changes'. These include;

- Amendments required to the front cover
- References throughout the document to 'Chairman' and their replacement with 'Chairperson'
- The addition of the revised Terms of Reference for the Board Nominations and Remuneration Committee following their approval by the Board of Directors on 11 July 2019.
- Amendments to Committee Terms of Reference (as required) to reflect Executive Director title change.

The AAC approved the changes presented and noted that the Board Standing Orders will be subject to further major review in-year to take account of the adoption of the Trust's Wholly Owned Subsidiary. Following this review, and in line with the approval process, the Board Standing Orders will be re-presented to the AAC for review and approval and the AAC will subsequently make a recommendation to the Board of Directors for approval.

Recommendation

The Board of Directors is asked to approve the current changes to the Board Standing Orders and to note that a further major review will take place to take account of the adoption of the Trust's Wholly owned subsidiary.

Regulation, Legislation and Compliance relevance

NHS Improvement: (please tick those that are relevant)

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| <input type="checkbox"/> Risk Assessment Framework <input checked="" type="checkbox"/> Code of Governance | <input type="checkbox"/> Quality Governance Framework <input checked="" type="checkbox"/> Annual Reporting Manual |
| Care Quality Commission Domain: Well Led | |
| Care Quality Commission Fundamental Standard: Good Governance | |
| NHS Improvement Effective Use of Resources: Choose an item. | |
| Other (please state): | |

| Relevance to other Board of Director's Committee: (please select all that apply) | | | | | |
|---|-------------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|---|
| Workforce | Quality | Finance & Performance | Partnerships | Major Projects | Other (please state) - Charitables Committee - Nominations and Remuneration Committee |
| <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |