

## Standing Orders

### Board of Directors

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## FOREWORD

The National Health Service Act 2006 as amended by the Health and Social Care Act 2012 and the Foundation Trust's Constitution require that all the powers of the Foundation Trust are exercisable by the Board on its behalf. The purpose of these Standing Orders is to provide a framework within which the Board and its committees and the officers to whom individual powers of the Board are delegated can perform their role properly, with due propriety and in accordance with sound principles of corporate governance.

The Board will discharge its responsibilities by direct decision or delegation to a Committee or the Chief Executive and the powers so delegated may be sub-delegated in accordance with these Standing Orders. In acting under delegated powers, it is the duty of any committee or the Chief Executive to report to the Board any serious impediments encountered in discharging their responsibilities.

These documents, together with Standing Financial Instructions, provide a regulatory and business framework for the conduct of the Board. All Executive and Non-Executive Directors, and all members of staff, should be aware of the existence of these documents and, where necessary, be familiar with the detailed provisions.

## INTRODUCTION

### Statutory Framework

The Bradford Teaching Hospitals NHS Foundation Trust ('the Foundation Trust') is a Public Benefit Corporation which, was established on 1 April 2004, by the granting of Authorisation by Monitor.

The Foundation Trust's head office is at Trust Headquarters, Chestnut House, Bradford Royal Infirmary, Duckworth Lane, Bradford BD9 6RJ or such other place as the Board shall decide.

The principle places of business of the Foundation Trust are:

- Bradford Royal Infirmary, Duckworth Lane, Bradford BD9 6RJ
- St Luke's Hospital, Little Horton Lane, Bradford BD5 0NA

The Foundation Trust also runs programmes from the Listening for Life Centre and the Bradford Institute for Health Research unit, based in the grounds of the Bradford Royal Infirmary.

The statutory functions conferred on the Foundation Trust are set out in the National Health Service Act 2006 as amended by the Health and Social Care Act 2012 and in the Foundation Trust's Provider Licence issued by Monitor.

As a Public Benefit Corporation the Foundation Trust has specific powers to contract in its own name and to act as a corporate trustee. In the latter role it is accountable to the Charity Commission for those funds deemed to be charitable.

### NHS Framework

The Foundation Trust's Constitution requires the Board, in consultation with the Council of Governors, to adopt Standing Orders for the regulation of their proceedings and business. The Foundation Trust must also adopt Standing Financial Instructions (SFIs) as an integral part of Standing Orders (SOs) setting out the responsibilities of individuals.

### Delegation of Powers

The Foundation Trust has powers to delegate and make arrangements for delegation. The Standing Orders (SOs) set out the detail of these arrangements.

Under the Standing Order relating to the Arrangements for the Exercise of Functions (SO 4) the Board is given powers to make arrangements for the exercise, on behalf of the Foundation Trust, of any of its functions by a committee, sub-committee or joint committee appointed by virtue of SO 5, or by an officer of the Trust, in each case subject to such restrictions and conditions as the Board thinks fit or in accordance with the terms of the constitution and the terms of authorisation

Delegated powers are covered in a separate document (Reservation of Powers to the Board and Scheme of Delegation). This document has effect as if incorporated into the Standing Orders.

## 1 INTERPRETATION AND DEFINITIONS

- 1.1 Unless otherwise stated, words and expressions contained in these Standing Orders, shall bear the same meaning as in the National Health Service Act 2006 as amended by the Health and Social Care Act 2012.

'the 2006 Act' is the National Health Service Act 2006 as amended by the Health and Social Care Act 2012

'the 2012 Act' is the Health and Social Care Act 2012.

'the Board' shall mean the Board of Directors as constituted in accordance with the Foundation Trust's Constitution.

'ACCOUNTABLE OFFICER' means the Officer responsible and accountable for funds entrusted to the Trust. He/she shall be responsible for ensuring the proper stewardship of public funds and assets. In accordance with the Act, this shall be the Chief Executive.

'COUNCIL OF GOVERNORS' shall mean the Council of Governors as constituted in accordance with the Foundation Trust's Constitution.

'~~CHAIRMAN~~CHAIRPERSON' means the person appointed by Council of Governors (in accordance with the Constitution) to be ~~Chairman~~Chairperson of the Foundation Trust. The expression 'the ~~Chairman~~Chairperson' shall be deemed to include the Vice-~~Chairman~~Chairperson of the Trust if the ~~Chairman~~Chairperson is absent from the Council of Governors meeting or is otherwise unavailable.

'CHIEF EXECUTIVE' shall mean the Chief Officer of the Foundation Trust or in his absence his designated deputy.

'COMMITTEE' shall mean a committee appointed by the Board.

'COMMITTEE MEMBERS' shall be persons formally appointed by the Board to sit on or to chair specific committees.

'CONSTITUTION' shall mean the constitution attached to the Authorisation with any variations from time to time approved the Council of Governors

'DEPUTY ~~CHAIRMAN~~CHAIRPERSON' means the Non-Executive Director appointed by the Board under Standing Order 2.9.

'DIRECTOR' shall mean a member of the Board.

'DIRECTOR OF FINANCE' shall mean the Chief Finance Officer of the Foundation Trust.

'FOUNDATION TRUST' means the Bradford Teaching Hospitals NHS Foundation

Trust.

'FUNDS HELD ON TRUST' shall mean those funds which the Foundation Trust held at its date of incorporation, receives on distribution by statutory instrument, or chooses subsequently to accept under powers derived under S.90 of the NHS Act 1977 as amended and S.22 of the 2006 Act. Such funds may or may not be charitable.

'MEMBER' means a member of the Foundation Trust.

'MONITOR' means the body corporate known as Monitor, as provided by section 61 of the Health and Social Care Act 2012.

'MOTION' means a formal proposition to be discussed and voted on during the course of a meeting.

'NOMINATED OFFICER' means an officer charged with the responsibility for discharging specific tasks within Standing Orders and Standing Financial Instructions.

'OFFICER' means an employee of the Foundation Trust and, where the context permits, it shall be deemed to include employees of third parties contracted to the Foundation Trust when acting on behalf of the Foundation Trust.

'SECRETARY TO THE FOUNDATION TRUST' means a person whose function shall be to provide advice on corporate governance issues to the Board, Council of Governors and the [ChairmanChairperson](#).

'SFIs' means Standing Financial Instructions.

'SOs' means Standing Orders.

'VICE-[CHAIRMANCHAIRPERSON](#)' means the public or patient governor appointed by the Council of Governors in accordance with the Constitution to preside at meetings of the Council of Governors in the [ChairmanChairperson](#)'s absence.

## 2.0 THE BOARD

- 2.1 All business shall be conducted in the name of the Foundation Trust.
- 2.2 All funds received in trust shall be in the name of the Foundation Trust as corporate trustee. In relation to funds held on trust, powers exercised by the Foundation Trust as corporate trustee shall be exercised separately and distinctly from those powers exercised as a Foundation Trust.
- 2.3 The Foundation Trust has the functions conferred on it by the 2006 Act, the Authorisation and the Constitution.
- 2.4 Directors acting on behalf of the Foundation Trust as a corporate trustee are acting as quasi-trustees. Accountability for charitable funds held on trust is to the Charity Commission.
- 2.5 The Foundation Trust has resolved that certain powers and decisions may only be

exercised or made by the Board in formal session. These powers and decisions are set out in 'Reservation of Powers to the Board' and have effect as if incorporated into the Standing Orders.

## 2.6 **Composition of the Board**

The composition of the Board shall be as set out in paragraph 8.1.2 of the Constitution.

## 2.7 **Appointment of the [ChairmanChairperson](#) and Directors**

The [ChairmanChairperson](#) and Non-Executive Directors are appointed by the Council of Governors in accordance with paragraphs 8.1.5 to 8.1.6 of the Constitution.

The Chief Executive shall be appointed in accordance with paragraph 8.2.2 of the Constitution and other Executive Directors shall be appointed in accordance with paragraph 8.2.3 of the Constitution.

## 2.8 **Terms of Office of the [ChairmanChairperson](#) and Directors**

The regulations governing the period of tenure of office of the [ChairmanChairperson](#) and Directors and the termination or suspension of office of the [ChairmanChairperson](#) and Directors are contained in the Constitution.

## 2.9 **Appointment of Deputy [ChairmanChairperson](#)**

For the purpose of enabling the proceedings of the Foundation Trust to be conducted in the absence of the [ChairmanChairperson](#), the directors may appoint a Non-Executive Director from amongst them to be Deputy [ChairmanChairperson](#) for such a period, not exceeding the remainder of his/her term as Non-Executive Director, as they may specify on appointing him/her.

2.10 Any Non-Executive Director so elected may at any time resign from the office of Deputy [ChairmanChairperson](#) by giving notice in writing to the [ChairmanChairperson](#) and the Directors may thereupon appoint another Non-Executive Director as Deputy [ChairmanChairperson](#) in accordance with SO paragraph 2.9.

## 2.11 **Powers of Deputy [ChairmanChairperson](#)**

Where the [ChairmanChairperson](#) has died or has otherwise ceased to hold office or where he/she has been unable to perform his/her duties as [ChairmanChairperson](#) owing to illness, absence or any other cause, references to the [ChairmanChairperson](#) in these Standing Orders shall, so long as there is no [ChairmanChairperson](#) able to perform his/her duties, be taken to include references to the Deputy [ChairmanChairperson](#).

## 2.12 **Appointment of Senior Independent Director**

The Directors may, in consultation with the Council of Governors, appoint a Non-Executive Director to be Senior Independent Director for such a period, not exceeding the remainder of his/her term as Non-Executive Director, as they may specify on appointing him/her. The Senior Independent Director may also be the Deputy [ChairmanChairperson](#).

2.13 Any Non-Executive Director so elected may at any time resign from the office of Senior Independent Director by giving notice in writing to the [ChairmanChairperson](#) and the directors may thereupon appoint another Non-Executive Director as Senior Independent Director in accordance with paragraph SO paragraph 2.12.

2.14 The Senior Independent Director shall be available to Members and Governors if



they have concerns which contact through the normal channels has failed to resolve or for which such contact is inappropriate.

### **3.0 MEETINGS OF THE BOARD**

#### **3.1 Admission of the Public and Press**

Meetings of the Board shall be open to the public and press.

The Board may, by resolution, exclude the public and press from a meeting (whether during the whole or part of the proceedings) whenever publicity would be prejudicial to the public interest or the interest of the Foundation Trust by reason of the confidential nature of the business to be transacted or for other special reasons stated in the resolution and arising from the nature of that business or the proceedings.

#### **3.2 Calling meetings**

Ordinary meetings of the Board shall be held at such times and in such places as the Board may determine.

3.3 In exceptional circumstances, and with the agreement of the [ChairmanChairperson](#), Board members may attend via remote working facilities. Normal rules relating to quoracy will apply to the functioning of such a meeting.

3.4 The [ChairmanChairperson](#) may call a meeting of the Board at any time. If the [ChairmanChairperson](#) refuses to call a meeting after a requisition for that purpose, signed by at least one third of the whole number of Directors, has been presented to him/her, or if, without so refusing, the [ChairmanChairperson](#) does not call a meeting within seven days after such requisition has been presented to him/her, such one third or more directors may forthwith call a meeting.

#### **3.5 Notice of meetings**

Before each meeting of the Board, a notice of the meeting, specifying the business proposed to be transacted at it, and signed by the [ChairmanChairperson](#) or by an officer authorised by the [ChairmanChairperson](#) to sign on his behalf, shall be delivered to every Director, or sent by post to the usual residence or business address of such director, so as to be available to him/her at least three clear days before the meeting.

3.6 Notice to Directors of meetings of the Board shall be given by post or otherwise delivered to the director by fax or email if the director has so requested.

3.7 Lack of service of the notice on any Director shall not affect the validity of a meeting.

3.8 In the case of a meeting called by Directors in default of the [ChairmanChairperson](#), the notice shall be signed by those Directors and no business shall be transacted at the meeting other than that specified in the notice.

3.9 A notice shall be presumed to have been served at the time at which the notice would be delivered in the ordinary course of the post.

#### **3.10 Setting the agenda**

The Board may determine that certain matters shall appear on every agenda for a

meeting of the Board and shall be addressed prior to any other business being conducted. Such matters may be identified within these Standing Orders or following subsequent resolution shall be listed in an Appendix to the Standing Orders.

- 3.11 A Director desiring a matter to be included on an agenda shall make his/her request in writing to the [ChairmanChairperson](#) or Secretary to the Foundation Trust at least three clear business days before notice of the meeting is given. Requests made less than three days before the notice is given may be included on the agenda at the discretion of the [ChairmanChairperson](#).
- 3.12 **[ChairmanChairperson](#) of meetings**  
The [ChairmanChairperson](#) of the Foundation Trust or, in their absence, the Deputy [ChairmanChairperson](#), is to chair meetings of the Board.
- 3.13 If the [ChairmanChairperson](#) is absent from a meeting temporarily on the grounds of a declared conflict of interest, the Deputy [ChairmanChairperson](#), if present, shall preside. If the [ChairmanChairperson](#) and Deputy [ChairmanChairperson](#) are absent, or are disqualified from participating, such Non-Executive Director as the Directors present shall choose, shall preside.
- 3.14 **Frequency of meetings**  
Meetings of the Board shall be held as frequently as business to be transacted requires, and in any event not less than six times per annum.
- 3.15 The Foundation Trust will publicise and hold an annual public meeting in accordance with the NHS Act 2006, Schedule 7, paragraph 28.
- 3.16 **Notices of motion**  
A Director desiring to move or amend a motion shall send a written notice thereof at least ten clear days before the meeting to the [ChairmanChairperson](#) or Secretary to the Foundation Trust, who shall insert in the agenda for the meeting all notices so received subject to the notice being permissible under the appropriate regulations. This paragraph shall not prevent any motion being moved during the meeting, without notice, on any business mentioned on the agenda subject to SO paragraph 3.10.
- 3.17 **Withdrawal of motion or amendments**  
A motion or amendment once moved and seconded may be withdrawn by the proposer with the concurrence of the seconder and the consent of the [ChairmanChairperson](#).
- 3.18 **Motion to rescind a resolution**  
Notice of motion to amend or rescind any resolution (or the general substance of any resolution) which has been passed within the preceding six calendar months shall bear the signature of the Directors who gave it and also the signature of four other Directors. When any such motion has been disposed of by the Board, it shall not be competent for any Director other than the [ChairmanChairperson](#) to propose a motion to the same effect within six months. However, the [ChairmanChairperson](#) may do so if he/she considers it appropriate.
- 3.19 **Motions**  
The mover of a motion shall have a right of reply at the close of any discussion on the motion or any amendment thereto.

3.20 When a motion is under discussion or immediately prior to discussion it shall be open to a director to move:

- An amendment to the motion
- The adjournment of the discussion or the meeting
- That the meeting proceed to the next business
- The appointment of an ad hoc committee to deal with a specific item of business
- That the motion now be put

No amendment to the motion shall be admitted if, in the opinion of the ~~Chairman~~[Chairperson](#) of the meeting, the amendment negates the substance of the motion.

3.21 **~~Chairman~~[Chairperson](#)'s ruling**

Statements of Directors made at meetings of the Board shall be relevant to the matter under discussion at the material time, and the decision of the ~~Chairman~~[Chairperson](#) of the meeting on questions of order, relevance, regularity and any other matters shall be observed at the meeting. Save as permitted by law, at any meeting the person presiding shall be the final authority on the interpretation of Standing Orders (on which he/she should be advised by the Chief Executive).

3.22 **Voting**

Every question put to a vote at a meeting shall be determined by a majority of the votes of the directors present and voting on the question and, in the case of any equality of votes, the person presiding shall have a second or casting vote.

3.23 All questions put to the vote shall, at the discretion of the ~~Chairman~~[Chairperson](#) of the meeting, be determined by oral expression or by a show of hands. A paper ballot may also be used if a majority of the Directors present so request.

3.24 If at least one third of the Directors present so request, the voting (other than by paper ballot) on any question may be recorded to show how each Director present voted or whether he/she abstained.

3.25 If a Director so requests, his/her vote shall be recorded by name upon any vote (other than by paper ballot).

3.26 In no circumstances may an absent Director vote by proxy. Absence is defined as being absent at the time of the vote.

3.27 An Officer who has been appointed in accordance with 8.2.5 of the Constitution as an Executive Director in an acting capacity, shall be treated in all respects for the purposes of these Standing Orders as an Executive Director. During the period the officer acts in that capacity and he/she shall be entitled to vote at meetings of the Board. An Officer attending the Board to represent an Executive Director during a period of incapacity or temporary absence without formal acting up status may not exercise the voting rights of the Executive Director. An Officer's status when attending a meeting shall be recorded in the minutes.

3.28 **Minutes**

The minutes of the proceedings of a meeting shall be drawn up and submitted for

agreement at the next ensuing meeting where they will be signed by the person presiding at it.

3.29 No discussion shall take place upon the minutes except upon their accuracy or where the ~~Chairman~~Chairperson considers discussion appropriate. Any amendment to the minutes shall be agreed and recorded at the next meeting.

3.30 Minutes of meetings will be taken and circulated in accordance with Directors' wishes. Where providing a record of a public meeting the minutes shall be made available to the public.

**3.31 Suspension of Standing Orders**

Except where this would contravene any statutory provision or any direction made by Monitor any one or more of the Standing Orders may be suspended at any meeting, provided that at least two thirds of Board members are present, including one Executive Director and one Non-Executive Director, and that a majority of those present vote in favour of suspension.

3.32 A decision to suspend Standing Orders shall be recorded in the minutes of the meeting.

3.33 A separate record of matters discussed during the suspension of Standing Orders shall be made and shall be available to the Directors.

3.34 No formal business may be transacted while Standing Orders are suspended.

**3.35 Variation and amendment of Standing Orders**

These Standing Orders shall be amended only if:

- the variation proposed does not contravene a statutory provision; and
- unless presented by the ~~Chairman~~Chairperson or Chief Executive, a notice of motion under Standing Order 3.16 has been given; and
- at least two thirds of the directors are present; and
- no fewer than half the total of the Foundation Trust's Non-Executive Directors vote in favour of amendment.

**3.36 Record of attendance**

The names of the Directors present at the meeting shall be recorded in the minutes and form a register of attendance.

**3.37 Quorum**

No business shall be transacted at a meeting of the Board unless at least one third of the whole number of Directors are present including at least one Executive Director and one Non-Executive director.

3.38 An officer in attendance for an Executive Director but without formal acting up status may not count towards the quorum.

3.39 If a Director has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of the declaration of a conflict of interest (see Standing Order 6 or 7) he/she shall no longer count towards the

quorum. If a quorum is then not available for the discussion and/or the passing of a resolution on any matter, that matter may not be discussed further or voted upon at that meeting. Such a position shall be recorded in the minutes of the meeting. The meeting must then proceed to the next business.

#### **4 ARRANGEMENTS FOR THE EXERCISE OF FUNCTIONS BY DELEGATION**

- 4.1 The Board may make arrangements for the exercise, on behalf of the Foundation Trust, of any of its powers by a Committee of Directors or by the Chief Executive, in each case in accordance with these Standing Orders and subject to such restrictions and conditions as the Board thinks fit.

Where a function is delegated to another NHS body, the Foundation Trust has responsibility to ensure that the proper delegation is in place. In other situations, i.e. delegation to Committees, Sub Committees or Officers, the Foundation Trust retains full responsibility.

##### **4.2 Emergency Powers**

The powers which the Board has retained to itself within these Standing Orders (SO 2.5) may in an emergency be exercised by the Chief Executive and the ~~Chairman~~Chairperson after having consulted at least two Non-Executive Directors. The exercise of such powers by the Chief Executive and the ~~Chairman~~Chairperson shall be reported in the next formal meeting of the Board in public session, for ratification.

##### **4.3 Delegation to Committees**

The Board may agree from time to time to the delegation of powers to be exercised by a Committee, which it has formally constituted. The ~~Chairman~~Chairperson, membership and Terms of Reference of a Committee shall be determined by the Board.

##### **4.4 Delegation to Officers**

Any powers of the Board not expressly reserved to the Board or delegated to a Committee will be delegated to the Chief Executive.

The Chief Executive shall determine which powers are retained by the Chief Executive and shall delegate the remainder to an Executive Director or another Officer. Any power of the Foundation Trust not reserved to the Board or the Council of Governors shall be exercised by the Chief Executive.

- 4.5 The Chief Executive shall prepare a Scheme of Delegation identifying his/her proposals which shall be considered and approved by the Board.

- 4.6 Nothing in the Scheme of Delegation shall impair the discharge of the direct accountability to the Board of the Director of Finance or other Executive Director to provide information and advise the Board in accordance with any directions of NHS Improvement, the Audit Code and the Constitution.

- 4.7 The arrangements made by the Board as set out in the 'Reservation of Powers to the Board and Scheme of Delegation' shall have effect as if incorporated in these Standing Orders.

## 5 COMMITTEES

### 5.1 Appointment of Committees

The Board may appoint Committees with a membership wholly of Directors to exercise any of its powers.

5.2 The Board may appoint Committees consisting wholly or partly of members who are not Directors for any purpose, which is calculated or likely to contribute to or assist it in the exercise of its powers, but may not delegate the exercise of any of its powers to such a Committee. The power to appoint Committees under this paragraph is delegated to the Chief Executive, where the Chief Executive is authorised to discharge the powers on behalf of the Board.

5.3 These Standing Orders shall apply to Committees, save that:

- The quorum of a Committee shall be two, or such greater figure as may be specified by the Board or Chief Executive as appropriate; and
- Minutes of Committees shall be presented to the next meeting of the Board or to the Chief Executive as appropriate, except in the case of the Remuneration Committee, where its recommendations will be circulated to the ~~Chairman~~[Chairperson](#), Chief Executive and Non-Executive Directors only.

5.4 The Board shall have the following standing committees: an Audit and Assurance Committee (to comply with paragraph 19 of the Authorisation and paragraph 8.4.3 of the Constitution); a Nominations and Remuneration Committee (to comply with paragraphs 8.4.7 and 8.4.8 of the Constitution); a Finance and Performance Committee, Integrated Governance and Risk Committee, ~~—~~Workforce Committee, Partnerships Committee, Major Projects Committee and a Quality Committee. Appointment of Committees shall be in accordance with paragraph 4.3 of these Standing Orders.

5.5 Committees may not delegate their powers to a sub-Committee unless authorised by the Board or the Chief Executive as appropriate.

### 5.6 Confidentiality

At all times Directors and other members of Committees must:

- Comply with the Foundation Trust's policies on confidentiality and data protection;
- Abide by and respect the Foundation Trust's contractual obligations of confidentiality; and
- Keep confidential the Foundation Trust's intellectual property rights and information regarding its business and commercial interests.

Nothing in this paragraph prevents the disclosure of confidential information in accordance with any overriding power of a Director, the Foundation Trust's Anti-Fraud, Bribery and Corruption Policy or the Foundation Trust's Whistle Blowing policy.

5.7 A member of a Committee shall not disclose a matter dealt with by, or brought

before, the Committee without its permission until the Committee shall have reported to the Board or shall otherwise have concluded on that matter.

- 5.8 A Director or a member of a Committee shall not disclose any matter reported to the Board or otherwise dealt with by the committee, notwithstanding that the matter has been reported or action has been concluded, if the Board or Committee shall resolve that it is confidential.

## 6 DECLARATIONS OF INTERESTS AND REGISTER OF INTERESTS

### 6.1 Declarations of Interests

In accordance with paragraph 10.1 of the Constitution, Directors are required to declare formally any direct or indirect ~~pecuniary~~ interest and any other interest, which is relevant and material to the business of the Foundation Trust. The responsibility for declaring an interest is solely that of the Director concerned and should be in line with NHS England guidance. Interests should be entered into the register:

- Within twenty-eight days of appointment;
- If arising later, within twenty-eight days of becoming aware of the interest.

In addition, if the Director is present at any meeting of the Board and has an interest in any matter which is the subject of consideration, the Director shall at that meeting and as soon as possible after its commencement disclose the fact.

- 6.2 In accordance with paragraph 7.14.2 of the Constitution, any travelling or other expenses or allowances payable to a Director shall not be treated as a pecuniary interest.

- 6.3 If Directors have any doubt about the relevance of an interest, this should be discussed with the ~~Chairman~~Chairperson, Chief Executive or Secretary to the Foundation Trust.

- 6.4 Directors' directorships of companies likely or possibly seeking to do business with the NHS should be published in the Foundation Trust's Annual Report. The information should be kept up to date for inclusion in succeeding Annual Reports.

### 6.5 Register of Interests

Any declarations of interests made shall be recorded in a register of interests kept in accordance with paragraph 11.1 of the Constitution. Any interest declared at a meeting shall also be recorded in the minutes of the meeting.

- 6.6 The register will be available to the public online. Where a person is not able to access this they may be provided with a copy or extract from the register. If the person requesting a copy or extract is not a Member of the Foundation Trust then a charge may be made for doing so.

## 7 STANDARDS OF BUSINESS CONDUCT

### 7.1 Policy

Staff must comply with the guidance contained in the Foundation Trust's policy on

Business Conduct.

The following provisions should be read in conjunction with this document:

**7.2 Interests of Officers in Contracts**

If it comes to the knowledge of a Director or an Officer that a contract in which he/she has any pecuniary interest, not being a contract to which he/she is himself/herself a party, has been, or is proposed to be, entered into by the Foundation Trust, he/she shall, at once, give notice in writing to the [ChairmanChairperson](#), Chief Executive or Secretary to the Foundation Trust of the fact that he/she is interested therein. In the case of married persons or persons living together as partners, the interest of one partner shall, if known to the other, be deemed to be also the interest of that partner.

7.3 A Director or Officer must also declare to the [ChairmanChairperson](#), Chief Executive or Secretary to the Foundation Trust any other employment or business or other relationship of his/hers that conflicts, or which it might reasonably be predicted could conflict, with the interests of the Foundation Trust.

**7.4 Canvassing of, and Recommendations by, Directors in relation to Appointments**

Canvassing of Directors or members of an Appointments Committee directly or indirectly for any appointment under the Foundation Trust shall disqualify the candidate for such appointment. The contents of this paragraph of the Standing Orders shall be included in application forms or otherwise brought to the attention of candidates.

7.5 A Director shall not canvass for any person for any permanent appointment in the Foundation Trust. Nothing in these Standing Orders prevents a director or Committee member from providing a reference for a candidate, provided the referee is not sitting on the Appointments Committee.

7.6 Informal discussions outside Appointments Panels or Committees, whether solicited or unsolicited, should be declared to the Panel or Committee.

**7.7 Relatives of Directors or Officers**

Candidates for any staff appointment shall when making application disclose in writing whether they are related to any Director or employee of the Foundation Trust. Failure to disclose any relative/relationship shall disqualify a candidate and, if appointed, render him/her liable to instant dismissal.

7.8 The Directors and every Officer shall disclose to the [ChairmanChairperson](#) or Chief Executive any relationship with a candidate of whose candidature that Director or Officer is aware. It shall be the duty of the [ChairmanChairperson](#) or Chief Executive to report to the Board any such disclosure made.

7.9 On appointment, Directors (and prior to acceptance of an appointment in the case of Executive Directors) should disclose to the Foundation Trust whether they are related to any other Director or employee of the Foundation Trust.

7.10 Where the relationship of an Officer or another Director to a Director is disclosed, the Standing Order headed 'Declarations of Interests and Register of Interests' (SO 6) shall apply.



## **8 CUSTODY OF SEAL AND SEALING OF DOCUMENTS**

### **8.1 Custody of Seal**

The common seal of the Foundation Trust shall be kept by the Secretary to the Foundation Trust in a secure place.

### **8.2 Sealing of Documents**

The seal of the Foundation Trust shall not be fixed to any document nor shall any document intended to take effect as a deed be signed on behalf of the Foundation Trust unless the sealing or such signature has been authorised by a resolution of the Board, a Committee or an Officer to whom the appropriate power has been delegated.

8.3 Before any building, engineering, property or capital document is sealed or signed as a deed, it must be approved and signed by the Director of Finance (or an Officer nominated by him/her) and authorised and countersigned by the Chief Executive (or an Officer nominated by him/her who shall not be within the originating directorate).

### **8.4 Register of Sealing and other Deeds**

An entry of every document sealed or signed as a deed shall be made and numbered consecutively in a book provided for that purpose and kept by the Secretary to the Foundation Trust. Each entry shall be signed by those who attest the seal or sign the document as a deed. The fixing of the Foundation Trust's seal shall be attested by, and the documents to be signed as a deed shall be signed by, any two Directors or one director and the Secretary to the Foundation Trust. A report of all sealings and signatures of documents as a deed shall be made to the Board by the Secretary to the Foundation Trust as and when required. The report shall contain details of the seal number, the description of the document and the date of sealing or signature.

## **9 SIGNATURE OF DOCUMENTS**

9.1 Where the signature of any document will be a necessary step in legal proceedings involving the Foundation Trust, unless any enactment otherwise requires or authorises, it shall be signed by the Chief Executive or the Director or Officer nominated by the Chief Executive.

9.2 Contracts for the sale or disposal of land or any interest in land or other property, which are to be completed by deed shall be signed by the Chief Executive, but only after the transaction has been authorised in accordance with paragraph SO 8.3. Other contracts and documents requiring signature, on behalf of the Foundation Trust, shall be signed by the Chief Executive or other Officer nominated by the Chief Executive.

## **10 DISPUTE RESOLUTION**

### **10.1 Dispute Resolution between Board and Council of Governors**

In the case of a dispute between the Board and the Council of Governors, the procedure described in paragraph 18.2 of the Constitution will be followed. Within twenty-eight days of either the Board or Council of Governors resolving that a dispute exists with the other, the Secretary to the Foundation Trust shall call a joint meeting of both bodies to be held as soon as reasonably practicable within three

months of the resolution. The joint meeting shall be held under the Foundation Trust's Board' Standing Orders, but the provisions of these Standing Orders in relation to interests shall apply to Governors attending the joint meeting as they apply to a Council of Governors meeting.

The joint meeting shall be chaired by the [ChairmanChairperson](#) and the agenda shall be agreed by him with the Chief Executive. The joint meeting shall either recommend a formula for resolving the dispute which the Board and Council of Governors shall receive and consider formally as soon as practicable, or, if possible, shall agree the issues that separate the Board and Council of Governors and possible ways forward.

If either body resolves to refer the issue to mediation, the [ChairmanChairperson](#) and Vice- [ChairmanChairperson](#) on behalf of the Council of Governors and the Chief Executive and the Deputy [ChairmanChairperson](#) of the Board shall meet within twenty-eight days of such resolution to agree a mediator. In default of agreement, either body may resolve to refer the dispute to arbitration.

If either body resolves to refer a dispute to arbitration, those referred to in the preceding sub-paragraph may agree an arbitrator. If this is not done within twenty-eight days of such resolution, the Secretary of the Foundation Trust on the instructions of either body shall refer the dispute to the Chartered Institute for Arbitrators to be finally resolved by arbitration.

The existence of the dispute shall not prejudice the duty of the Board in the exercise of the Foundation Trust's powers on its behalf.

#### 10.2 **Dispute Resolution between a Member and the Foundation Trust**

This dispute resolution procedure, as part of these Standing Orders, formally approved by the Council of Governors under paragraph 18.1 of the Constitution, will be used to determine any dispute between a Member and the Foundation Trust. This procedure shall not be used for disputes:

- Arising from decisions of the [ChairmanChairperson](#) of a meeting in accordance with Standing Orders;
- Arising from decisions under paragraphs 6.5 and 6.6 of the Constitution; or
- In respect of which there exists a remedy under a policy or procedure of the Foundation Trust.

The last category includes patient complaints, or matters relating to grievance, dispute or disciplinary procedures involving staff.

10.3 Any Member who has a dispute with the Foundation Trust under paragraph 18.1 of the Constitution, which the Member has been unable to resolve in discussion with the Secretary to the Foundation Trust and which has arisen from the provisions of the Constitution, shall notify the Secretary to the Foundation Trust of the nature of the dispute in writing.

10.4 Within twenty-eight days of receiving written notice of a dispute under Standing Order 10.2, the Secretary to the Foundation Trust in consultation with the [ChairmanChairperson](#) shall decide if the dispute is one arising within paragraph 18.1 of the Constitution and Standing Order 10.2 and, if so, whether the dispute raises issues of a sufficiently substantial nature to reasonably require resolution under this procedure. If not, the Member shall be notified in writing that the Foundation Trust will

take no further action on the dispute. If so, the Secretary to the Foundation Trust will arrange a meeting between the Member and a Non-Executive Director, at which the Secretary to the Foundation Trust will be present, to resolve the dispute informally. If this is unsuccessful, the following procedure should be adopted.

- 10.5 The Secretary to the Foundation Trust will convene a Committee chaired by a Non-Executive Director to consider the dispute and make recommendations to the Board. If the recommendations of the Committee are accepted by the Board, the Member will be informed and the dispute will be considered as resolved. If the Board rejects the Committee's recommendations, it may authorise the reference of the dispute to a process of dispute resolution.
- 10.6 The recommendations of this Committee will be presented to the Council of Governors and on acceptance of these recommendations by a majority vote, the matter shall be considered as resolved.
- 10.7 If the recommendations of the Committee are not accepted by the Council of Governors, the appointment of mutually agreed mediators may be sought. Should mediation fail, the dispute will be determined through reference to the terms of the Arbitration Act 1996.

## **11 MISCELLANEOUS**

### **11.1 Standing Orders to be given to Directors and Officers**

It is the duty of the Chief Executive to ensure that existing Directors and Officers and all new appointees are notified of and understand their responsibilities within Standing Orders and Standing Financial Instructions. Updated copies shall be issued to staff designated by the Chief Executive. New designated Officers shall be informed in writing and shall receive copies where appropriate of Standing Orders.

### **11.2 Documents having the standing of Standing Orders**

Standing Financial Instructions and the Reservation of Powers to the Board and Scheme of Delegation shall have effect as if incorporated into Standing Orders.

### **11.3 Review of Standing Orders**

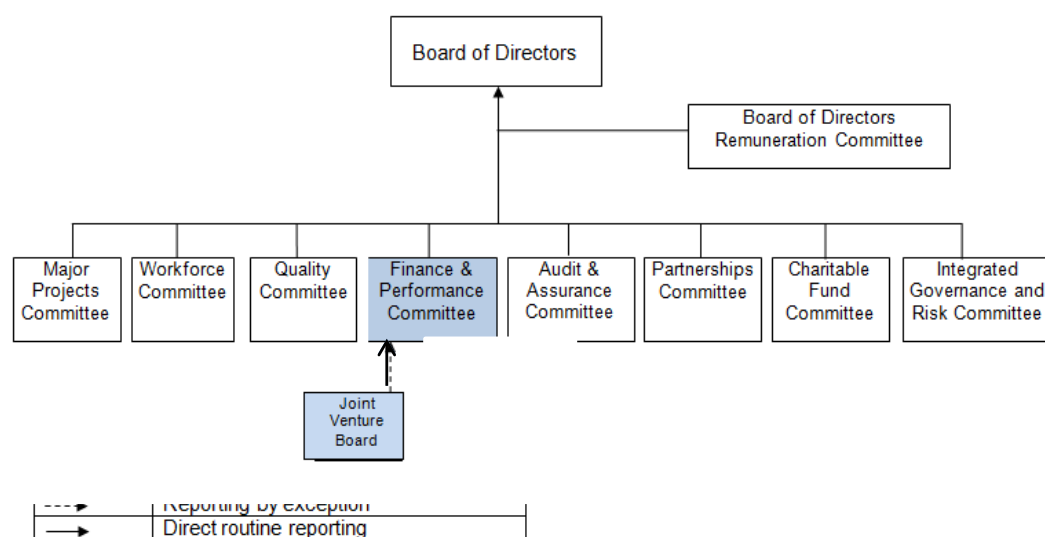
Standing Orders shall be reviewed annually by the Board. The requirement for review extends to all documents having effect as if incorporated in Standing Orders.

### **11.4 Accounting Officer**

The Accounting Officer is responsible for ensuring the proper stewardship of public funds and assets. For this Foundation Trust it shall be the Chief Executive.

## Finance and Performance Committee

### TERMS OF REFERENCE



The purpose of the Committee is to provide the Foundation Trust's Board with an objective and independent review (including relevant strategic risks and associated assurance) of the management of assets and resources in relation to the achievement of financial targets, business objectives and the financial stability of the Foundation Trust, and the effective management of all performance related matters.

Trust Strategic Objectives		Committee Role
1	To provide outstanding care for patients	Acknowledge
2	To deliver our financial plan and key performance targets	Oversight and assure
3	To be in the top 20% of employers	Acknowledge
4	To be a continually learning organisation	Acknowledge
5	To collaborate effectively with local and regional partners	Acknowledge

Version	Issued to	Date	Comments	Review date
0.2	Finance and Performance Committee	28/11/2018	Addition of associate NED, title changes	28/11/2018
0.3	Audit and Assurance Committee	4/12/2018		4/12/2018
0.4	Finance and Performance Committee	6/12/2018		13/12/2018
0.4	Reviewed post AAC ToR review	03/01/2019	Change in organogram Specified relationship with AAC	
Final Draft	Board Of Directors (with Tracked changes between v0.3-0.4)	4/1/2019		

## 1. Authority, Accountability and Responsibility

- 1.1 The Trust Board hereby resolves to establish a Committee of the Board to be known as the Finance and Performance Committee (the Committee).
- 1.2 The Committee is a standing committee of the Trust's Board (the Board). Its constitution and terms of reference shall be as set out below, subject to amendment at future Board meetings.
- 1.3 The Committee is authorised by the Board to act and investigate any activity within its terms of reference. All members of staff are directed to co-operate with any request made by the Committee.
- 1.4 The Committee is authorised by the Board to instruct professional advisers and request the attendance of individuals and authorities from outside the Trust with relevant experience and expertise if it considers this necessary or expedient to the exercise of its functions.
- 1.5 The Committee shall embed the Foundation Trust's vision, standards, priorities and requirements, e.g. equality and human rights, through the conduct of its business.
- 1.6 The requirements for the conduct of business as set out in the Foundation Trust Board's Standing Orders are equally applicable to the operation of the Committee.

## 2. Purpose, objective and principal duties

- 2.1 The purpose of the Committee is to provide the Foundation Trust's Board with an objective and independent review (including relevant strategic risks and associated assurance) of the management of assets and resources in relation to the setting and achievement of financial targets, business objectives and the financial stability of the Foundation Trust, and the effective management of all performance related matters.
- 2.2 The objective of the Committee is to enable the Foundation Trust Board to obtain assurance that the arrangements for the management and development of finance and performance matters are effective and that appropriate governance structures, processes and controls are in place for the Trust to:
  - Promote the effective use of resources (including the effective use of data from the Model Hospital)
  - Identify, prioritise and manage risk associated with financial or clinical performance
  - Ensure that the Trust is aligned to the statutory and regulatory requirements relating to finance and performance
- 2.3 The principal duties of the Committee are:
  - To receive and review the strategic objectives allocated to it by the Board of Directors, agreeing the key controls and identifying any areas where routine and additional assurance is required within its work-plan and what type of assurance is required.
  - To receive and review the Board's Risk Appetite statement at each meeting and apply it to their review of the risks and assurance associated with the Trust's Strategic Objectives.

- To receive and review the Strategic Risks (with a risk score of 12 or more) or any other risks identified or being managed by the Trust allocated to it by the Board of Directors in the context of the Board Assurance Framework, monitoring progress made in mitigating those risks through the work of the Integrated Governance and Risk Committee, identifying any areas where additional assurance is required, and escalating to the Board of Directors as agreed by the Committee.
- To report, as per the agreed memorandum of understanding (see Appendix 1) to the Audit and Assurance Committee and to provide assurance to the Trust Board on the adequacy of control and mitigation against such risks.
- Following consideration of the assurances received through the discharge of its operational responsibilities, agree the level of confidence the Committee has in relation to the achievement of the strategic objectives allocated to it and provide the associated rationale for inclusion within the Board Assurance Framework.

### 3. Operational Responsibilities

3.1 The Committee is responsible for providing the Trust Board with assurance on all aspects of finance and performance, including delivery, governance and risk management, including compliance with the relevant regulatory standards

3.2 The Committee will discharge its responsibility through:

- Having oversight and scrutiny of the development and maintenance of the Foundation Trust's medium- and long-term financial strategy
- Having oversight and scrutiny of the development and delivery of the Foundation Trust's annual plan and integrated business plan
- Reviewing and monitoring financial plans and their link to operational performance
- Having oversight and scrutiny of financial risk evaluation, measurement, and management
- Having oversight and scrutiny of the risks and assurance associated with the impact of financial and performance pressures on the quality of care
- Scrutiny and approval of business cases (within delegated limits)
- Approval and oversight of the Capital Programme
- Reviewing and monitoring the performance of the Bradford Improvement Programme
- Reviewing the performance of the Foundation Trust in achieving National Standards, Contractual Indicators (National and Local) and Trust-defined indicators
- Receiving, considering and approving the annual reference cost submission ensuring appropriate application of costing methodologies
- Approving and keeping under review the Foundation Trust's investment policy in relation to treasury management (to include cash investments and all other elements of working capital)
- Making recommendations to the Audit and Assurance Committee concerning the annual programme of Internal Audit work and to work with the Audit and Assurance Committee to ensure effective scrutiny of the risks and systems of internal control related to finance and performance matters.

### 4. Membership

4.1 The Chair of the Committee (“the Chair”) will be a nominated Non-Executive Director. In their absence, the meeting will be chaired by the Deputy Chair, who will be a nominated Non-Executive Director.

4.2 The membership of the Committee shall comprise:

Title	Role
Non-Executive Director	Chair To ensure the Committee functions properly, that there is full participation during meetings, that all relevant matters are discussed and that effective decisions are made and carried out.
Non-Executive Director/Associate Non-Executive Director	Deputy Chair. To provide independent oversight and challenge to the Executive Directors
Non-Executive Director	To provide independent oversight and challenge to the Executive Directors
Non-Executive Director/Associate Non-Executive Director	To provide independent oversight and challenge to the Executive Directors
Chief Operating Officer	To support the purpose and aims of the Committee and to agree decisions, actions and provide input and feedback on management issues related to the agenda and work-plan
Director of Finance	To support the purpose and aims of the Committee and to agree decisions, actions and provide input and feedback on management issues related to the agenda and work-plan
Director of Strategy and Integration	To support the purpose and aims of the Committee and to agree decisions, actions and provide input and feedback on management issues related to the agenda and work-plan
Chief Digital and Informatics Officer	To support the purpose and aims of the Committee and to agree decisions, actions and provide input and feedback on management issues related to the agenda and work-plan

4.3 The membership of the Committee will be reviewed on an annual basis.

4.4 The Director Governance and Corporate Affairs o(or deputy) will be in attendance at the meetings

## 5. Quorum and attendance

5.1 A quorum shall consist of no less than two Non-Executive Directors, The Director of Finance or Deputy Director of Finance and one further Executive Director (or his or her nominated Deputy) and include as a minimum the Chair or Deputy Chair of the Committee.

5.2 Members should attend at least 75% of meetings within any calendar year. Attendance will be monitored and addressed by the Chair.

5.3 The Chairperson and the Chief Executive of the Foundation Trust Board reserves the right to attend any of the Committee's meetings as an ex-officio member.

5.4 The Chair of the Audit and Assurance Committee may attend a meeting of the Committee as an observer on an annual basis

- 5.5 Should any member be unavailable to attend, they may nominate a deputy, with full voting rights, to attend in their place subject to the agreement of the Chair.
- 5.6 The Committee may ask any of those who are in attendance but who are not members to withdraw to enable a full and frank discussion of particular matters.
- 5.7 Where the Committee is not quorate, the meeting should be rearranged within 2 weeks.

## 6. Frequency of meetings

- 6.1 The Committee will meet monthly and shall agree a schedule of meetings at least 12 months in advance. Additional meetings will be arranged as determined by the Chair of the Sub-Committee.
- 6.2 At the request of the 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 documented accordingly.

## 7. Standing Items

- 7.1 Board Assurance Framework
- 7.2 Strategic Risks relevant to the Committee
- 7.3 Finance & Performance Dashboard
- 7.4 Exception reports from established Sub-Committees
- 7.5 Matters to share with other Board Committees
- 7.6 Matters to Escalate to the Strategic Risk Register
- 7.7 Matters to Escalate to the Board of Directors
- 7.8 Items for Corporate Communications

## 8. Agenda and papers

- 8.1 The Director of Governance and Corporate Affairs will hold an agenda setting meeting with the Chair and/or the Deputy Chair at least 2 weeks before the meeting date.
- 8.2 The agenda will be based around the Committee's work plan, matters arising and requests from The Board of Directors, other Board Committees or the Committee's Sub-Committees to consider specific issues. Following approval, the agenda and timetable for papers will be circulated to all Committee members.
- 8.3 Agenda items along with accompanying papers to be submitted to the Committee secretary one week prior to meeting dates.
- 8.4 The agenda and papers for meetings will be distributed five working days in advance of the meeting.
- 8.5 The minutes, highlight report and action log will be circulated to members within seven days of the meeting to check the accuracy.
- 8.6 Members must forward amendments to the Committee secretary within the next seven days.



## 9. Reporting

9.1 The Committee will receive written update reports following each meeting of the Sub- Committees below which details the business undertaken on its behalf. Sub Committees reporting to the Committee are:

~~9.1.1 Finance and Performance Oversight Committee~~  
~~9.1.2~~ 9.1.1 Joint Venture Board

9.2 The Committee Chair shall report formally, regularly and on a timely basis to the Board of Directors on the Committee's activities by:

- 9.2.1 Providing a written update report (including detailed commentary on the assurance received and risks identified in relation to the key controls identified within the Board Assurance Framework) following each meeting and the presentation of an annual report for each of its operational responsibilities including the relevant content for the Foundation Trust Quality Account.
  - 9.2.2 Bringing to the Board of Director's specific attention any significant matter under consideration by the Committee.
  - 9.2.3 Ensuring appropriate escalation arrangements are in place to alert the Foundation Trust Board Chair, Chief Executive or Chairs of other relevant Committees of any urgent/critical matters that may compromise the delivery of the Foundation Trust's Strategic Objectives.
  - 9.2.4 Providing a report, as per the memorandum of understanding (see Appendix 1), to each meeting of the Audit and Assurance Committee, focused on the assurance related to the management of key risks within its terms of reference using the summary of the Strategic objective(s) used to populate the Board Assurance Framework.
- 9.3 If, through the course of Committee business an issue is raised which needs immediate escalation, or action taken, which is outside of the remit of the Committee this should be escalated to the appropriate Executive meeting, via the chair, for discussion and action.

## 10. Secretarial support

- 10.1 Secretarial support will be provided through the Office of Governance and Corporate Affairs.

## 11. Review Date

- 11.1 These terms of reference and operating arrangements shall be reviewed on at least an annual basis by the Committee for approval by the Board of Directors.

## 12. Links to other groups

- 12.1 The Committee, through its Chair and members, shall work closely with the Board's other Committees to provide advice and assurance to the Board of Directors through the:

- 12.1.1 Joint planning and co-ordination of Board and Committee business.
- 12.1.2 Sharing of Information through consistent reporting to the Board of Directors and other Board Committees, both by exception and in routine reports.
- 12.2 In doing so, the Committee shall contribute to the integration of governance across the organisation, enabling the incorporation of all sources of assurance into the Board's overall Board Assurance framework.
- 12.3 The Committee, may, subject to the approval of the Board of Directors, establish task and finish groups to carry out on its behalf specific aspects of Committee business.
- 12.4 The Committee can formally request attendance at its meeting the following individuals to support discussion and decision making:
  - Chairs of other Board Committees
  - Chairs of its Sub-Committees

**The Audit and Assurance Committee will receive**

- The Terms of Reference of the Committee
- The Agenda and Minutes of each Committee
- A short report on business conducted
- The Board Assurance Framework and associated strategic risks

**The Audit and Assurance Committee will use**

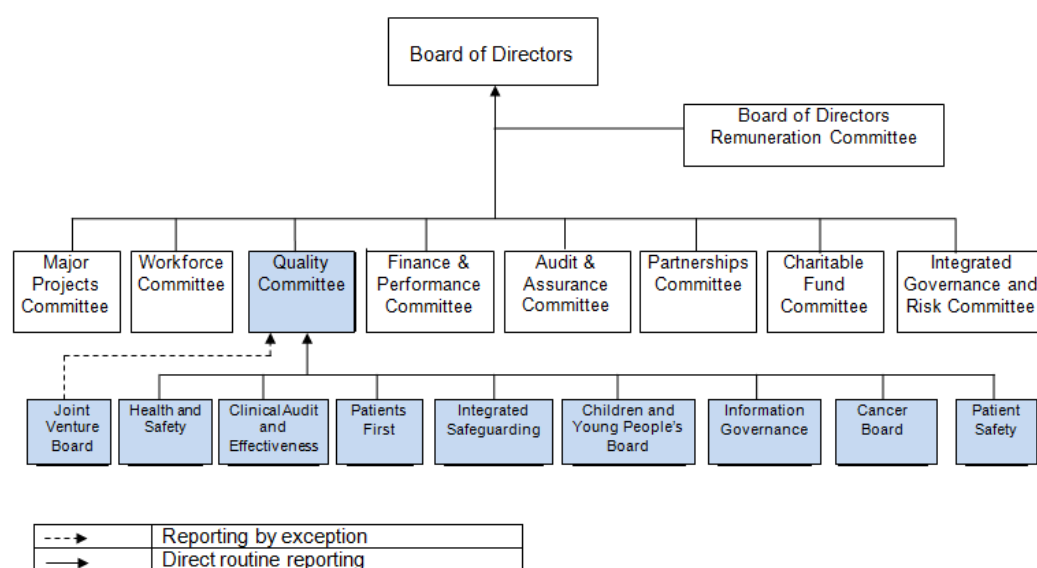
- The internal audit work plan
- The data quality work plan
- Existing documentation in relation to risk management and annual planning processes
- Occasional observation of the Committee

**With the purpose of answering the following key questions in relation assurance associated with the conduct and function of all Board Committees:**

- 1) Is there clear ownership and responsibility for all areas of the Board Assurance Framework across Board Committees?
- 2) Is there clear ownership of all strategic risks scored equal to or greater than 12 across Board Committees?
- 3) Are Committees receiving robust assurance that all risks scored equal or greater than 12 relevant to their terms of reference are being effectively managed?
- 4) Is there clear ownership and responsibility for the clinical strategy (including supporting strategies and delivery plans) across the Committees?
- 5) Are there effective processes in place to construct and maintain the Board Assurance Framework?
- 6) Are there effective processes in place to maintain the clinical strategy and supporting strategies?
- 7) Are processes in place in the organisation to ensure that risks are identified in the organisation and escalated as appropriate to the strategic risk register?
- 8) Does the annual planning process align to the strategy, strategic risk and the Board Assurance Framework?
- 9) Is there evidence that Committees are covering all their responsibilities in their meeting cycles?
- 10) Are there codified and well understood approaches to assurance being applied consistently by Committees?
- 11) Are data being used by Committees for evidence both accurate and timely?

## Quality Committee

### TERMS OF REFERENCE



The purpose of the Quality Committee is to provide the Foundation Trust Board with an objective and independent review (including relevant strategic risks and associated assurance) of the quality of the care the Foundation Trust provides. This remit includes a focus on the Care Quality Commission (CQC) domains of safe, effective, caring, responsive and well led, and on also on the effectiveness of quality governance and risk management (including health and safety) systems

Trust Strategic Objectives		Committee Role
1	To provide outstanding care for patients	Oversight and assure
2	To deliver our financial plan and key performance targets	Acknowledge
3	To be in the top 20% of employers	Acknowledge
4	To be a continually learning organisation	Oversight and assure
5	To collaborate effectively with local and regional partners	Acknowledge

Version	Issued to	Date	Comments	Review date
0.2	Quality Committee	28/11/2018	Addition of associate NED, title changes	28/11/2018
0.3	Audit and Assurance Committee	4/12/2018		4/12/2018
0.4	Quality Committee	6/12/2018		13/12/2018
0.4	Reviewed post AAC ToR review	03/01/2019	Change in organogram Specified relationship	

Final Draft	Board Of Directors (with Tracked changes between v0.3-0.4)	4/1/2019	with AAC	
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### 13. Authority, Accountability and Responsibility

- 13.1 The Trust Board hereby resolves to establish a Committee of the Board to be known as the Quality Committee (the Committee).
- 13.2 The Committee is a standing committee of the Trust's Board (the Board). Its constitution and terms of reference shall be as set out below, subject to amendment at future Board meetings.
- 13.3 The Committee is authorised by the Board to act and investigate any activity within its terms of reference. All members of staff are directed to co-operate with any request made by the Committee.
- 13.4 The Committee is authorised by the Board to instruct professional advisers and request the attendance of individuals and authorities from outside the Trust with relevant experience and expertise if it considers this necessary or expedient to the exercise of its functions.
- 13.5 The Committee shall embed the Foundation Trust's vision, standards, priorities and requirements, e.g. equality and human rights, through the conduct of its business.
- 13.6 The requirements for the conduct of business as set out in the Foundation Trust Board's Standing Orders are equally applicable to the operation of the Committee.

### 14. Purpose, objective and principal duties

- 14.1 The purpose of the Quality Committee is to provide the Foundation Trust Board with an objective and independent review (including relevant strategic risks and associated assurance) of the quality of the care the Foundation Trust provides. This remit includes a focus on the Care Quality Commission (CQC) domains of safe, effective, caring, responsive and well led, and on also on the effectiveness of quality governance and risk management (including health and safety) systems.
- 14.2 The objective of the Committee is to enable the Foundation Trust Board to obtain assurance that high standards of care are provided and that adequate and appropriate governance structures, processes and controls are in place throughout the Trust to:
- Promote safety, high quality patient care across the Foundation Trust
  - Identify, prioritise and manage risk arising from clinical care
  - Ensure the effective and efficient use of resources through evidence based clinical practice
  - Ensure that the Trust is aligned to the statutory and regulatory requirements relating to quality and safety
  - Protect the health, safety and wellbeing of Trust employees
  - Ensure effective information governance across the Trust's functions.
- 14.3 The principal duties of the Committee are:
- To receive and review the strategic objectives related to quality allocated to it by the Board of Directors, agreeing the key controls

and identifying any areas where routine and additional assurance is required within its work-plan and what type of assurance is required.

- To receive and review the Board's Risk Appetite statement at each meeting and apply it to their review of the risks and assurance associated with the Trust's Strategic Objectives.
- To receive and scrutinise the Strategic Risks (with a risk score of 12 or more) or any other risks identified or being managed by the Trust allocated to it by the Board of Directors in the context of the Board Assurance Framework, monitoring progress made in mitigating those risks through the work of the Integrated Governance and Risk Committee, identifying any areas where additional assurance is required.
- To report to the Audit and Assurance Committee, as per the memorandum of understanding (see Appendix 1) and provide assurance to the Trust Board on the adequacy of control and mitigation against such risks.
- Following consideration of the assurances received through the discharge of its operational responsibilities, agree the level of confidence the Committee has in relation to the achievement of the strategic objectives allocated to it and provide the associated rationale for inclusion within the Board Assurance Framework.

## 15. Operational Responsibilities

- 15.1 The Quality Committee is responsible for providing the Trust Board with assurance on all aspects of quality including delivery, governance, clinical risk management, information governance, research & development; and the regulatory standards of quality and safety.
- 15.2 The Committee will discharge this responsibility through:
- Assuring that safety, effectiveness, and patient experience across all the Foundation Trust's services is compliant with the CQC's Fundamental Standards of Quality and Safety
  - To review and monitor delivery of the Foundation Trust's Quality Plan and any supporting implementation plans
  - Contributing to and overseeing the development of the Foundation Trust's annual Quality Report
  - Determining and monitoring the programme of clinical risk management and clinical audit
  - Having oversight and scrutiny of the risks and assurance associated with the impact of financial and performance pressures on the quality of care
  - Reviewing and assuring processes for quality impact assessment of Trust developments and cost improvement schemes.
  - To review reports about compliance with external quality standards, including the Fundamental Standards of Quality and Safety, NHS Trust Litigation Authority requirements, Health and Safety legislation and regulation, and to review the adequacy of relevant formal Trust disclosure statements prior to endorsement by the Foundation Trust Board.
  - Having oversight and scrutiny of the programme of work to move the CQC rating of the Foundation Trust to 'good' or 'outstanding'

- Informing the development of the corporate objectives and priorities for inclusion in divisional annual plans
- Having oversight and scrutiny of the Foundation Trust's Information Governance arrangements.
- To make recommendations to the Audit Committee concerning the annual programme of Internal Audit work and to work with the Audit Committee to ensure effective scrutiny of the risks and systems of internal control related to matters of quality and safety.

3.3 The Committee will also review all aspects of quality within the Foundation Trust through examination of:

- Serious Incidents, Infection Prevention and Control, Safeguarding, Patient Experience, mortality and other relevant reports
- Regular highlight reports from the Sub-Committees
- National reviews and inquiries which involve systems failure.

## 16. Membership

16.1 The Chair of the Committee ("the Chair") will be a nominated Non-Executive Director. In their absence, the meeting will be chaired by the Deputy Chair, who will be a nominated Non-Executive Director.

16.2 The membership of the Committee shall comprise:

Title	Role
Non-Executive Director	Chair To ensure the Committee functions properly, that there is full participation during meetings, that all relevant matters are discussed and that effective decisions are made and carried out.
Non-Executive Director	Deputy Chair. To provide independent oversight and challenge to the Executive Directors
Non-Executive Director	To provide independent oversight and challenge to the Executive Directors
Non-Executive Director/Associate Non-Executive Director	To provide independent oversight and challenge to the Executive Directors
Chief Nurse	To support the purpose and aims of the Committee and to agree decisions, actions and provide input and feedback on management issues related to the agenda and work-plan
Chief Medical Officer	To support the purpose and aims of the Committee and to agree decisions, actions and provide input and feedback on management issues related to the agenda and work-plan
Chief Digital and Informatics Officer	To support the purpose and aims of the Committee and to agree decisions, actions and provide input and feedback on management issues related to the agenda and work-plan
Director of Governance & Corporate Affairs	To support the purpose and aims of the Committee and to agree decisions, actions and provide input and feedback on management issues related to the agenda and work-plan To support the Chair of the Committee in ensuring that the Committee functions properly

16.3 The membership of the Committee will be reviewed on an annual basis.

## 17. Quorum and attendance

- 17.1 A quorum shall consist of no less than two Non-Executive Directors and two Executive Directors (or their nominated Deputies) and must include as a minimum the Chair or Deputy Chair of the Committee.
- 17.2 Members should attend at least 75% of meetings within any calendar year. Attendance will be monitored and addressed by the Chair.
- 17.3 The Chairperson and the Chief Executive of the Foundation Trust Board reserves the right to attend any of the Committee's meetings as an ex-officio member.
- 17.4 The Chair of the Audit and Assurance Committee may attend a meeting of the Committee as an observer on an annual basis.
- 17.5 Should any member be unavailable to attend, they may nominate a deputy, with full voting rights, to attend in their place subject to the agreement of the Chair.
- 17.6 The Committee may ask any of those who are in attendance but who are not members to withdraw to enable a full and frank discussion of particular matters.
- 17.7 Where the Committee is not quorate, the meeting should be rearranged within 2 weeks.

#### 18. Frequency of meetings

- 18.1 The Committee will meet monthly and shall agree a schedule of meetings at least 12 months in advance. Additional meetings will be arranged as determined by the Chair of the Committee.
- 18.2 At the request of the 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 documented accordingly.

#### 19. Standing Items

- 19.1 Board Assurance Framework
- 19.2 Strategic Risks relevant to the Committee
- 19.3 Quality Dashboard
- 19.4 Exception reports from established Sub-Committees
- 19.5 Matters to share with other Board Committees
- 19.6 Matters to Escalate to the Strategic Risk Register
- 19.7 Matters to Escalate to the Board of Directors
- 19.8 Items for Corporate Communications

#### 20. Agenda and papers

- 20.1 The Director of Governance and Corporate Affairs will hold an agenda setting meeting with the Chair and/or the Deputy Chair at least 2 weeks before the meeting date.



- 20.2 The agenda will be based around the Committee's work plan, matters arising and requests from The Board of Directors, other Board Committees or the Committee's Sub-Committees to consider specific issues. Following approval, the agenda and timetable for papers will be circulated to all Committee members.
- 20.3 Agenda items along with accompanying papers to be submitted to the Committee secretary one week prior to meeting dates.
- 20.4 The agenda and papers for meetings will be distributed five working days in advance of the meeting.
- 20.5 The minutes, highlight report and action log will be circulated to members within seven days of the meeting to check the accuracy.
- 20.6 Members must forward amendments to the Committee secretary within the next seven days.

## 21. Reporting

- 21.1 The Committee will receive written update reports following each meeting of the Sub Committees below which details the business undertaken on its behalf. Sub Committees reporting to the Committee are:
  - 21.1.1 Patient Safety
  - 21.1.2 Patients First
  - 21.1.3 Information Governance
  - 21.1.4 Health and Safety
  - 21.1.5 Clinical Audit and Effectiveness
  - 21.1.6 Children and Young People's Board
  - 21.1.7 Cancer Board
  - 21.1.8 Integrated Safeguarding
  - 21.1.9 Joint Venture Board (By exception)
- 21.2 The Committee Chair shall report formally, regularly and on a timely basis to the Board of Directors on the Committee's activities by:
  - 21.2.1 Providing a written update report (including detailed commentary on the assurance received and risks identified in relation to the key controls identified within the Board Assurance Framework) following each meeting and the presentation of an annual report for each of its operational responsibilities including the relevant content for the Foundation Trust Quality Account
  - 21.2.2 Bringing to the Board of Director's specific attention any significant matter under consideration by the Committee.
  - 21.2.3 Ensuring appropriate escalation arrangements are in place to alert the Foundation Trust Board Chair, Chief Executive or Chairs of other relevant Committees of any urgent/critical matters that may compromise the delivery of the Foundation Trust's Strategic Objectives.
  - 21.2.4 Providing a report to each meeting, as per the agreed memorandum of understanding (See Appendix 1), of the Audit and Assurance Committee, focused on the management of key risks within its terms of reference using the

summary of the Strategic objective(s) used to populate the Board Assurance Framework.

- 21.3 If, through the course of Committee business an issue is raised which needs immediate escalation, or action taken, which is outside of the remit of the Committee this should be escalated to the appropriate Executive meeting, via the chair, for discussion and action.

## 22. Secretarial support

- 22.1 Secretarial support will be provided through the Office of Governance and Corporate Affairs.

## 23. Review Date

- 23.1 These terms of reference and operating arrangements shall be reviewed on at least an annual basis by the Committee for approval by the Board of Directors.

## 24. Links to the Board, Board Committees and other groups

- 24.1 The Committee, through its Chair and members, shall work closely with the Board's other Committees to provide advice and assurance to the Board of Directors through the:
- 24.1.1 Joint planning and co-ordination of Board and Committee business.
  - 24.1.2 Sharing of Information through consistent reporting to the Board of Directors and other Board Committees, both by exception and in routine reports.
- 24.2 In doing so, the Committee shall contribute to the integration of governance across the organisation, enabling the incorporation of all sources of assurance into the Board's overall Board Assurance framework.
- 24.3 The Committee, may, subject to the approval of the Board of Directors, establish task and finish groups to carry out on its behalf specific aspects of Committee business.
- 24.4 The Committee can formally request attendance at its meeting the following individuals to support discussion and decision making:
- Chairs of other Board Committees
  - Chairs of its Sub-Committees.

## Appendix 1: Memorandum of Understanding relating to the relationship between the Audit and Assurance Committee and the Quality Committee

### The Audit and Assurance Committee will receive

- The Terms of Reference of the Board Committee
- The Agenda and Minutes of each Board Committee
- A short report on business conducted
- The Board Assurance Framework and associated strategic risks

### The Audit and Assurance Committee will use

- The internal audit work plan
- The data quality work plan
- Existing documentation in relation to risk management and annual planning processes
- Occasional observation of Committees

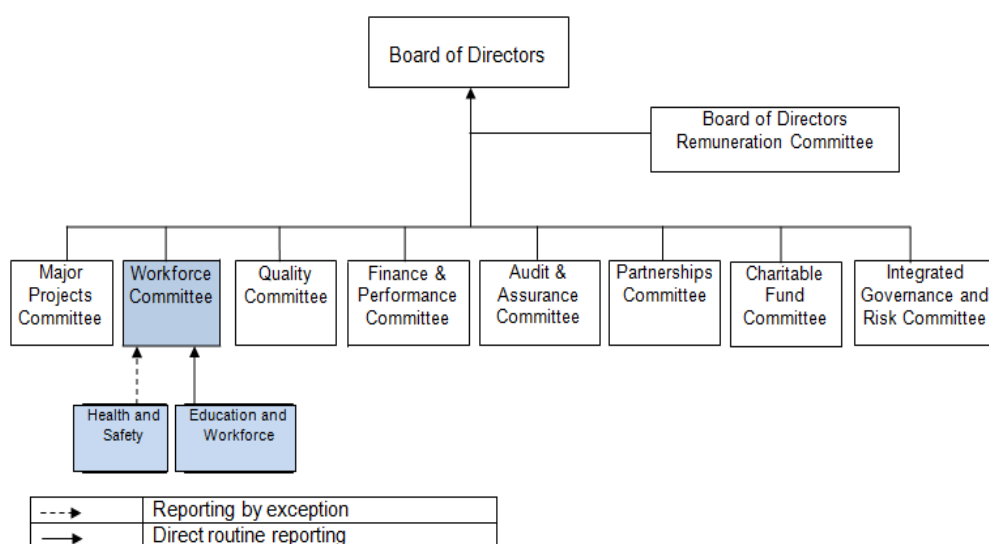
### With the purpose of answering the following key questions in relation assurance associated with the conduct and function of all Board Committees:

- 12) Is there clear ownership and responsibility for all areas of the Board Assurance Framework across Board Committees?
- 13) Is there clear ownership of all strategic risks scored equal to or greater than 12 across Board Committees?
- 14) Are Committees receiving robust assurance that all risks scored equal or greater than 12 relevant to their terms of reference are being effectively managed?
- 15) Is there clear ownership and responsibility for the clinical strategy (including supporting strategies and delivery plans) across the Committees?
- 16) Are there effective processes in place to construct and maintain the Board Assurance Framework?
- 17) Are there effective processes in place to maintain the clinical strategy and supporting strategies?
- 18) Are processes in place in the organisation to ensure that risks are identified in the organisation and escalated as appropriate to the strategic risk register?
- 19) Does the annual planning process align to the strategy, strategic risk and the Board Assurance Framework?
- 20) Is there evidence that Committees are covering all their responsibilities in their meeting cycles?
- 21) Are there codified and well understood approaches to assurance being applied consistently by Committees?
- 22) Are data being used by Committees for evidence both accurate and timely?

Annex 3

## Workforce Committee

### TERMS OF REFERENCE



The purpose of the Workforce Committee is to provide the Foundation Trust Board with an objective and independent review (including relevant strategic risks and associated assurance) of the effectiveness of the workforce management arrangements for the Trust.

Trust Strategic Objectives		Committee Role
1	To provide outstanding care for patients	Acknowledge
2	To deliver our financial plan and key performance targets	Acknowledge
3	To be in the top 20% of employers	Oversight and assure
4	To be a continually learning organisation	Acknowledge
5	To collaborate effectively with local and regional partners	Acknowledge

Version	Issued to	Date	Comments	Review date
0.2	Workforce Committee	28/11/2018	Addition of associate NED, title changes	28/11/2018
0.3	Audit and Assurance Committee	4/12/2018		4/12/2018
0.4	Reviewed post AAC ToR review	03/01/2019	Change in organogram Specified relationship	

Final Draft	Board Of Directors (with Tracked changes between v0.3-0.4)	4/1/2019	with AAC	
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## 25. Authority, Accountability and Responsibility

- 25.1 The Trust Board hereby resolves to establish a Committee of the Board to be known as the Workforce Committee (the Committee).
- 25.2 -The Committee is a standing committee of the Trust's Board (the Board). Its constitution and terms of reference shall be as set out below, subject to amendment at future Board meetings.
- 25.3 -The Committee is authorised by the Board to act and investigate any activity within its terms of reference. All members of staff are directed to co-operate with any request made by the Committee.
- 25.4 -The Committee is authorised by the Board to instruct professional advisers and request the attendance of individuals and authorities from outside the Trust with relevant experience and expertise if it considers this necessary or expedient to the exercise of its functions.
- 25.5 -The Committee shall embed the Foundation Trust's vision, standards, priorities and requirements, e.g. equality and human rights, through the conduct of its business.
- 25.6 -The requirements for the conduct of business as set out in the Foundation Trust Board's Standing Orders are equally applicable to the operation of the Committee.

## 26. Purpose, objectives and principal duties

- 26.1 -The purpose of the Workforce Committee is to provide the Foundation Trust Board with an objective and independent review (including relevant strategic risks and associated assurance) of the effectiveness of the workforce management arrangements for the Trust.
- 26.2 -The objective of the Committee is to enable the Foundation Trust Board to obtain assurance that high standards of workforce management are in place across the organisation and that adequate and appropriate governance structures, processes and controls are in place to
- Protect the health, safety and well-being of Foundation Trust employees
  - Protect the safety and the effectiveness- of care provided through the oversight of workforce planning, staffing levels, appraisal and training and development.
- 26.3 -The principal duties of the Committee are:
- To receive and review the strategic objectives allocated to it by the Board of Directors, agreeing the key controls and identifying any areas where routine and additional assurance is required within its work-plan and what type of assurance is required.
  - To receive and review the Board's Risk Appetite statement at each meeting and apply it to their review of the risks and assurance associated with the Trust's Strategic Objectives.
  - -To receive and review the Strategic Risks (with a risk score of 12 or more) or any other risks identified or being managed by the Trust allocated to it by the Board of Directors in the context of the Board Assurance Framework, monitoring progress made in mitigating those risks through the work of the Integrated Governance and

Risk Committee, identifying any areas where additional assurance is required, and escalating to the Board of Directors as agreed by the Committee

- To report, as per the agreed memorandum of understanding (see Appendix 1) to the Audit and Assurance Committee and to provide assurance to the Trust Board on the adequacy of control and mitigation against such risks.
- -Following consideration of the assurances received through the discharge of its operational responsibilities, agree the level of confidence the Committee has in relation to the achievement of the strategic objectives allocated to it and provide the associated rationale for inclusion within the Board Assurance Framework.

## 27. Operational Responsibilities

27.1 The Committee will maintain a strategic oversight of all workforce related strategies, such as:

- Workforce Planning
- Recruitment and Retention
- Appraisal, performance and performance management
- Education, Training and Development
- Staff engagement, morale and motivation
- Health and Wellbeing
- Organisational Development
- Advancing Practice
- Human Resources policies and procedures
- Safe Working Hours
- Freedom to Speak Up
- Leadership Capacity

27.2 The Committee will be responsible for:

- Providing assurance on staffing levels.
- Ensuring and assuring the delivery of the Foundation Trust's People's Strategy and reporting to the Board on an annual programme of work to implement the strategy.
- Monitoring the results of the staff survey and overseeing the development and implementation of resultant action plans to drive improvement.
- Ensuring that the Trust is compliant with relevant legislation and regulations relating to workforce matters.

## 28. Membership

28.1 The Chair of the Committee ("the Chair") will be a nominated Non-Executive Director. In their absence, the meeting will be chaired by the Deputy Chair, who will be a nominated Non-Executive Director.

28.2 -The membership of the Committee shall comprise:

Title	Role
Non-Executive Director	Chair To ensure the Committee functions properly, that there is full participation during meetings, that all relevant matters are discussed and that effective decisions are made and carried out.
Non-Executive Director	Deputy Chair. To provide independent oversight and challenge to the Executive Directors
Non-Executive Director	To provide independent oversight and challenge to the Executive Directors
Chief Nurse	To support the purpose and aims of the Committee and to agree decisions, actions and provide input and feedback on management issues related to the agenda and work-plan

Title	Role
<del>Medical Director</del> <del>Chief Medical Officer</del>	To support the purpose and aims of the Committee and to agree decisions, actions and provide input and feedback on management issues related to the agenda and work-plan
Director of Human Resources	To support the purpose and aims of the Committee and to agree decisions, actions and provide input and feedback on management issues related to the agenda and work-plan

28.3 The membership of the Committee will be reviewed on an annual basis.

## 29. Quorum and attendance

- 29.1 A quorum shall consist of no less than two Non-Executive Directors and two Executive Directors (or their nominated Deputies) and must include as a minimum the Chair or Deputy Chair of the Committee.
- 29.2 Members should attend at least 75% of meetings within any calendar year. Attendance will be monitored and addressed by the Chair.
- 29.3 -The Chairperson and the Chief Executive of the Foundation Trust Board reserves the right to attend any of the Committee's meetings as an ex-officio member.
- 29.4 The Chair of the Audit and Assurance Committee may attend a meeting of the Committee as an observer on an annual basis.
- 29.5 -Should any member be unavailable to attend, they may nominate a deputy, with full voting rights, to attend in their place subject to the agreement of the Chair.
- 29.6 -The Committee may ask any of those who are in attendance but who are not members to withdraw to enable a full and frank discussion of particular matters.
- 29.7 Where the Committee is not quorate, the meeting should be rearranged within 2 weeks.

## 30. Frequency of meetings

- 30.1 -The Committee will meet monthly and shall agree a schedule of meetings at least 12 months in advance. Additional meetings will be arranged as determined by the Chair of the Sub-Committee.
- 30.2 -At the request of the 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 documented accordingly.

## 31. Standing Items

- 31.1 Board Assurance Framework
- 31.2 Strategic Risks relevant to the Committee
- 31.3 Workforce Dashboard
- 31.4 Exception reports from established Sub-Committees
- 31.5 Matters to share with other Board Committees
- 31.6 Matters to Escalate to the Strategic Risk Register
- 31.7 Matters to Escalate to the Board of Directors
- 31.8 Items for Corporate Communications

## 32. Agenda and papers

- 32.1 The Director of Governance and Corporate Affairs will hold an agenda setting meeting with the Chair and/or the Deputy Chair at least 2 weeks before the meeting date.
- 32.2 -The agenda will be based around the Committee's work plan, matters arising and requests from The Board of Directors, other Board Committees or the Committee's Sub-Committees to consider specific issues. Following approval, the agenda and timetable for papers will be circulated to all Committee members.
- 32.3 -Agenda items along with accompanying papers to be submitted to the Committee secretary one week prior to meeting dates.
- 32.4 -The agenda and papers for meetings will be distributed five working days in advance of the meeting.
- 32.5 -The minutes, highlight report and action log will be circulated to members within seven days of the meeting to check the accuracy.
- 32.6 -Members must forward amendments to the Committee secretary within the next seven days.

## 33. Reporting

- 33.1 The Committee will receive written update reports following each meeting of the Sub Committees below which details the business undertaken on its behalf. Sub Committees reporting to the Committee are:
  - 33.1.1 Education and Workforce
  - 33.1.2 Health & Safety (by exception)
- 33.2 -The Committee Chair shall report formally, regularly and on a timely basis to the Board of Directors on the Committee's activities by:
  - 33.2.1 Providing a written update report (including detailed commentary on the assurance received and risks identified in relation to the key controls identified within the Board Assurance Framework) following each meeting and the presentation of an annual report for each of its operational responsibilities including the relevant content for the Foundation Trust Quality Account
  - 33.2.2 Bringing to the Board of Director's specific attention any significant matter under consideration by the Committee.
  - 33.2.3 Ensuring appropriate escalation arrangements are in place to alert the Foundation Trust Board Chair, Chief Executive or Chairs of other relevant Committees of any urgent/critical matters that may compromise the delivery of the Foundation Trust's Strategic Objectives.
  - 33.2.4 Providing a report, as per the memorandum of understanding (see Appendix 1), to each meeting of the Audit and Assurance Committee, focused on the management of key risks within its terms of reference using the summary of the Strategic objective(s) used to populate the Board Assurance Framework



- 33.3 If, through the course of Committee business an issue is raised which needs immediate escalation, or action taken, which is outside of the remit of the Committee this should be escalated to the appropriate Executive meeting, via the chair, for discussion and action.

#### 34. Secretarial support

- 34.1 Secretarial support will be provided through the Office of Governance and Corporate Affairs.

#### 35. Review Date

- 35.1 These terms of reference and operating arrangements shall be reviewed on at least an annual basis by the Committee for approval by the Board of Directors

#### 36. Links to other groups

- 36.1 The Committee, through its Chair and members, shall work closely with the Board's other Committees to provide advice and assurance to the Board of Directors through the:

36.1.1 Joint planning and co-ordination of Board and Committee business.

36.1.2 Sharing of Information through consistent reporting to the Board of Directors and other Board Committees, both by exception and in routine reports.

- 36.2 – In doing so, the Committee shall contribute to the integration of governance across the organisation, enabling the incorporation of all sources of assurance into the Board's overall Board Assurance framework.

- 36.3 – The Committee, may, subject to the approval of the Board of Directors, establish task and finish groups to carry out on its behalf specific aspects of Committee business.

- 36.4 The Committee can formally request attendance at its meeting the following individuals to support discussion and decision making:
- Chairs of other Board Committees
  - Chairs of its Sub-Committees

#### Appendix 1: Memorandum of Understanding relating to the relationship between the Audit and Assurance Committee and the Workforce Committee

##### The Audit and Assurance Committee will receive

- The Terms of Reference of the Committee

- The Agenda and Minutes of each Committee
- A short report on business conducted
- The Board Assurance Framework and associated strategic risks

**The Audit and Assurance Committee will use**

- The internal audit work plan
- The data quality work plan
- Existing documentation in relation to risk management and annual planning  
—processes
- Occasional observation of the Committee

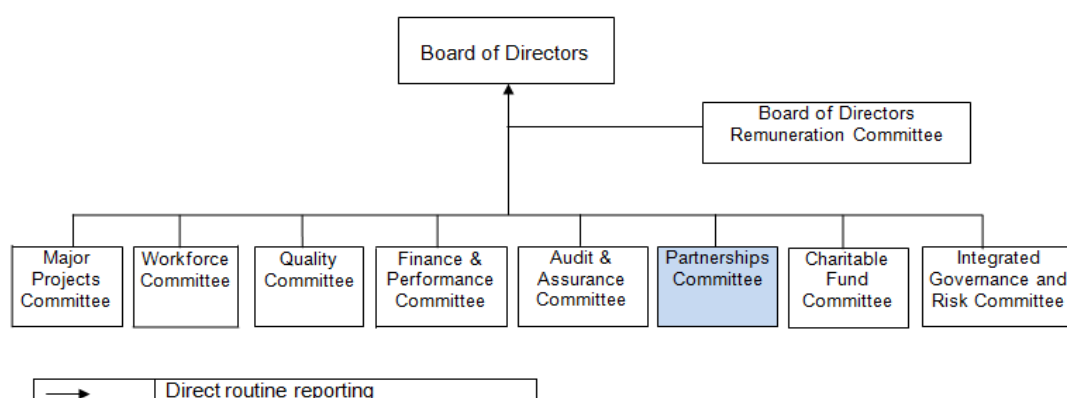
**With the purpose of answering the following key questions in relation assurance associated with the conduct and function of all Board Committees:**

- 23) Is there clear ownership and responsibility for all areas of the Board Assurance Framework across Board Committees?
- 24) Is there clear ownership of all strategic risks scored equal to or greater than 12 across Board Committees?
- 25) Are Committees receiving robust assurance that all risks scored equal or greater than 12 relevant to their terms of reference are being effectively managed?
- 26) Is there clear ownership and responsibility for the clinical strategy (including —supporting strategies and delivery plans) across the Committees)?
- 27) Are there effective processes in place to construct and maintain the Board —Assurance Framework?
- 28) Are there effective processes in place to maintain the clinical strategy and —supporting strategies?
- 29) Are processes in place in the organisation to ensure that risks are identified in the organisation and escalated as appropriate to the strategic risk register?
- 30) Does the annual planning process align to the strategy, strategic risk and the —Board Assurance Framework?
- 31) Is there evidence that Committees are covering all their responsibilities in their meeting cycles?
- 32) Are there codified and well understood approaches to assurance being applied consistently by Committees?
- 33) Are data being used by Committees for evidence both accurate and timely?

Annex 4

## Partnerships Committee

### TERMS OF REFERENCE



The purpose of the Partnerships Committee is to provide the Foundation Trust Board with an objective and independent review (including relevant strategic risks and associated assurance) of the management of partnerships and collaborative working for the Trust

Trust Strategic Objectives		Committee Role
1	To provide outstanding care for patients	Acknowledge
2	To deliver our financial plan and key performance targets	Acknowledge
3	To be in the top 20% of employers	Acknowledge
4	To be a continually learning organisation	Acknowledge
5	To collaborate effectively with local and regional partners	Oversight and assure

Version	Issued to	Date	Comments	Review date
0.2	Partnerships Committee (virtually)	28/11/2018		28/11/2018
0.2	Audit and Assurance Committee	04/12/2018		4/12/2018
0.3	Reviewed for consistency following AAC ToR review	03/1/2019	Organogram changed, specified relationship with AAC, Associate NED added	
Final Draft	Board of Directors (with tracked changes from 0.2 to	4/1/2018		

### 37. Authority, Accountability and Responsibility

- 37.1 The Trust Board hereby resolves to establish a Committee of the Board to be known as the Partnerships Committee (the Committee).
- 37.2 The Committee is a standing committee of the Trust's Board (the Board). Its constitution and terms of reference shall be as set out below, subject to amendment at future Board meetings.
- 37.3 The Committee is authorised by the Board to act and investigate any activity within its terms of reference. All members of staff are directed to co-operate with any request made by the Committee.
- 37.4 The Committee is authorised by the Board to instruct professional advisers and request the attendance of individuals and authorities from outside the Trust with relevant experience and expertise if it considers this necessary or expedient to the exercise of its functions
- 37.5 The Committee shall embed the Foundation Trust's vision, standards, priorities and requirements, e.g. equality and human rights, through the conduct of its business.
- 37.6 The requirements for the conduct of business as set out in the Foundation Trust Board's Standing Orders are equally applicable to the operation of the Committee.

### 38. Purpose, objectives and principal duties

- 38.1 The purpose of the Partnerships Committee is to provide the Foundation Trust Board with an objective and independent review (including relevant strategic risks and associated assurance) of the management of partnerships and collaborative working for the Trust.
- 38.2 The objective of the Committee is to enable the Foundation Trust Board to obtain assurance that arrangements for the management of partnerships and collaborative working are effective and that adequate and appropriate governance structures, processes and controls are in place throughout the Trust.
- 38.3 The principal duties of the Committee are:
- To receive and review the strategic objectives allocated to it by the Board of Directors, agreeing the key controls and identifying any areas where routine and additional assurance is required within its work-plan and what type of assurance is required.
  - To receive and review the Board's Risk Appetite statement at each meeting and apply it to their review of the risks and assurance associated with the Trust's Strategic Objectives.
  - To receive and review the Strategic Risks (with a risk score of 12 or more) or any other risks identified or being managed by the Trust allocated to it by the Board of Directors in the context of the Board Assurance Framework, monitoring progress made in mitigating those risks through the work of the Integrated Governance and Risk Committee, identifying any areas where

additional assurance is required, and escalating to the Board of Directors as agreed by the Committee.

- To report, as per the agreed memorandum of understanding (see Appendix 1), to the Audit and Assurance Committee and to provide assurance to the Trust Board on the adequacy of control and mitigation against such risks.
- Following consideration of the assurances received through the discharge of its operational responsibilities, agree the level of confidence the Committee has in relation to the achievement of the strategic objectives allocated to it and provide the associated rationale for inclusion within the Board Assurance Framework.

### 39. Operational Responsibilities

- 39.1 The Committee is responsible for maintaining a strategic oversight of all partnerships and collaborative working arrangements, providing assurance on appropriateness, due diligence and alignment with the Foundation Trust's strategy. This will include oversight and scrutiny of the following areas:
- "Vertical" Integration, including updates on Bradford Accountable Care system
  - "Horizontal" Integration, including updates on the West Yorkshire Association of Acute Trusts (WYAAT) and West Yorkshire and Harrogate Health and Care Partnership (WYHCP)
  - Bi-lateral collaboration between Airedale Foundation Trust and Bradford Teaching Hospitals NHS Foundation Trust.

### 40. Membership

- 40.1 The Chair of the Committee ("the Chair") will be a nominated Non-Executive Director. In their absence, the meeting will be chaired by the Deputy Chair, who will be a nominated Non-Executive Director.

- 40.2 The membership of the Committee shall comprise:

Title	Role
Non-Executive Director	Chair To ensure the Committee functions properly, that there is full participation during meetings, that all relevant matters are discussed and that effective decisions are made and carried out.
Non-Executive Director/Associate Non-Executive Director	Deputy Chair. To provide independent oversight and challenge to the Executive Directors
Non-Executive Director/ Associate Non-Executive Director	To provide independent oversight and challenge to the Executive Directors
Chief Executive	To support the purpose and aims of the Committee and to agree decisions, actions and provide input and feedback on management issues related to the agenda and work-plan
Director of Finance	To support the purpose and aims of the Committee and to agree decisions, actions and provide input and feedback on management issues related to the agenda and work-plan
<del>Medical-Director</del> Chief Medical Officer	To support the purpose and aims of the Committee and to agree decisions, actions and provide input and feedback on management issues related to the agenda and work-plan

Director of Strategy and Integration	To support the purpose and aims of the Committee and to agree decisions, actions and provide input and feedback on management issues related to the agenda and work-plan
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- 40.3 The membership of the Committee will be reviewed on an annual basis.

#### 41. Quorum and attendance

- 41.1 A quorum shall consist of no less than two Non-Executive Directors and two Executive Directors (or their nominated Deputies) and must include as a minimum the Chair or Deputy Chair of the Committee.
- 41.2 Members should attend at least 75% of meetings within any calendar year. Attendance will be monitored and addressed by the Chair.
- 41.3 The Chairperson and the Chief Executive of the Foundation Trust Board reserves the right to attend any of the Committee's meetings as an ex-officio member.
- 41.4 The Chair of the Audit and Assurance Committee may attend a meeting of the Committee as an observer on an annual basis.
- 41.5 Should any member be unavailable to attend, they may nominate a deputy, with full voting rights, to attend in their place subject to the agreement of the Chair.
- 41.6 The Committee may ask any of those who are in attendance but who are not members to withdraw to enable a full and frank discussion of particular matters.
- 41.7 Where the Committee is not quorate, the meeting should be rearranged within 2 weeks.

#### 42. Frequency of meetings

- 42.1 The Committee will meet bi-monthly and shall agree a schedule of meetings at least 12 months in advance. Additional meetings will be arranged as determined by the Chair of the Sub-Committee.
- 42.2 At the request of the 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 documented accordingly.

#### 43. Standing Items

- 43.1 Board Assurance Framework
- 43.2 Strategic Risks relevant to the Committee
- 43.3 Partnerships Dashboard
- 43.4 Exception reports from established Sub-Committees
- 43.5 Matters to share with other Board Committees
- 43.6 Matters to Escalate to the Strategic Risk Register
- 43.7 Matters to Escalate to the Board of Directors
- 43.8 Items for Corporate Communications

#### 44. Agenda and papers

- 44.1 The Director of Governance and Corporate Affairs will hold an agenda setting meeting with the Chair and/or the Deputy Chair at least 2 weeks before the meeting date.
- 44.2 The agenda will be based around the Committee's work plan, matters arising and requests from The Board of Directors, other Board Committees or the Committee's Sub-Committees to consider specific issues. Following approval, the agenda and timetable for papers will be circulated to all Committee members.
- 44.3 Agenda items along with accompanying papers to be submitted to the Committee secretary one week prior to meeting dates.
- 44.4 The agenda and papers for meetings will be distributed five working days in advance of the meeting.
- 44.5 The minutes, highlight report and action log will be circulated to members within seven days of the meeting to check the accuracy.
- 44.6 Members must forward amendments to the Committee secretary within the next seven days.

#### 45. Reporting

- 45.1 The Committee Chair shall report formally, regularly and on a timely basis to the Board of Directors on the Committee's activities by:
  - 45.1.1 Providing a written update report (including detailed commentary on the assurance received and risks identified in relation to the key controls identified within the Board Assurance Framework) following each meeting and the presentation of an annual report for each of its operational responsibilities including the relevant content for the Foundation Trust Quality Account.
  - 45.1.2 Bringing to the Board of Director's specific attention any significant matter under consideration by the Committee.
  - 45.1.3 Ensuring appropriate escalation arrangements are in place to alert the Foundation Trust Board Chair, Chief Executive or Chairs of other relevant Committees of any urgent/critical matters that may compromise the delivery of the Foundation Trust's Strategic Objectives.
  - 45.1.4 Providing a report as per the memorandum of understanding (see Appendix 1), to each meeting of the Audit and Assurance Committee, focused on the management of key risks within its terms of reference using the summary of the Strategic objective(s) used to populate the Board Assurance Framework.

- 45.2 If, through the course of Committee business an issue is raised which needs immediate escalation, or action taken, which is outside of the remit of the Committee this should be escalated to the appropriate Executive meeting, via the chair, for discussion and action.

#### 46. Secretarial support

- 46.1 Secretarial support will be provided through the Office of Governance and Corporate Affairs.

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#### 47. Review Date

- 47.1 These terms of reference and operating arrangements shall be reviewed on at least an annual basis by the Committee for approval by the Board of Directors.

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#### 48. Links to other groups

- 48.1 The Committee, through its Chair and members, shall work closely with the Board's other Committees to provide advice and assurance to the Board of Directors through the:
- 48.1.1 Joint planning and co-ordination of Board and Committee business.
  - 48.1.2 Sharing of Information through consistent reporting to the Board of Directors and other Board Committees, both by exception and in routine reports.
- 48.2 In doing so, the Committee shall contribute to the integration of governance across the organisation, enabling the incorporation of all sources of assurance into the Board's overall Board Assurance framework.
- 48.3 The Committee, may, subject to the approval of the Board of Directors, establish task and finish groups to carry out on its behalf specific aspects of Committee business.
- 48.4 The Committee can formally request attendance at its meeting the following individuals to support discussion and decision making:
- ———Chairs of other Board Committees.



**Appendix 1: Memorandum of Understanding relating to the relationship between the Audit and Assurance Committee and the Finance and Performance Committee**

**The Audit and Assurance Committee will receive**

- The Terms of Reference of the Committee
- The Agenda and Minutes of each Committee
- A short report on business conducted
- The Board Assurance Framework and associated strategic risks

**The Audit and Assurance Committee will use**

- The internal audit work plan
- The data quality work plan
- Existing documentation in relation to risk management and annual planning processes
- Occasional observation of the Committee

**With the purpose of answering the following key questions in relation assurance associated with the conduct and function of all Board Committees:**

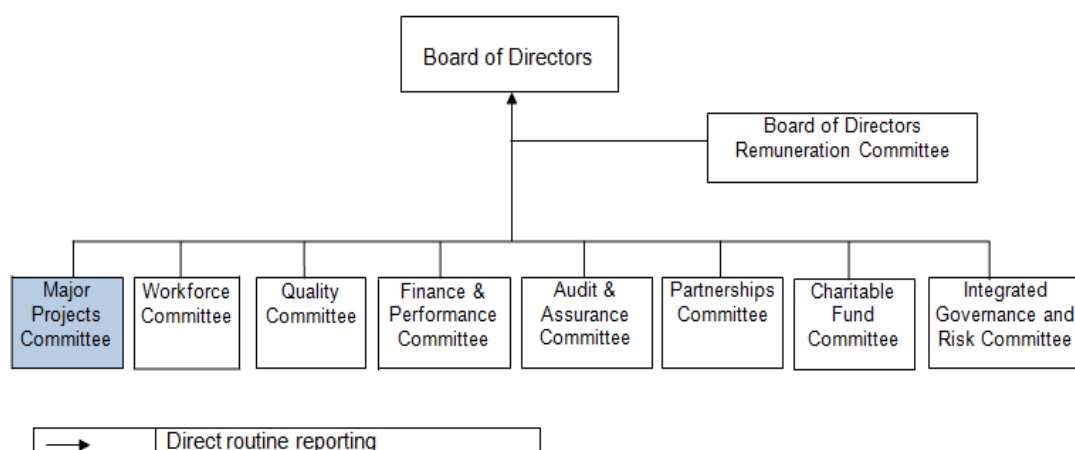
- 34) Is there clear ownership and responsibility for all areas of the Board Assurance Framework across Board Committees?
- 35) Is there clear ownership of all strategic risks scored equal to or greater than 12 across Board Committees?
- 36) Are Committees receiving robust assurance that all risks scored equal or greater than 12 relevant to their terms of reference are being effectively managed?
- 37) Is there clear ownership and responsibility for the clinical strategy (including supporting strategies and delivery plans) across the Committees?
- 38) Are there effective processes in place to construct and maintain the Board Assurance Framework?
- 39) Are there effective processes in place to maintain the clinical strategy and supporting strategies?
- 40) Are processes in place in the organisation to ensure that risks are identified in the organisation and escalated as appropriate to the strategic risk register?
- 41) Does the annual planning process align to the strategy, strategic risk and the Board Assurance Framework?
- 42) Is there evidence that Committees are covering all their responsibilities in their meeting cycles?
- 43) Are there codified and well understood approaches to assurance being applied consistently by Committees?
- 44) Are data being used by Committees for evidence both accurate and timely?



Annex 5

## Major Projects Committee

### TERMS OF REFERENCE



The purpose of the Committee is to provide the Foundation Trust Board with an objective and independent review (including relevant strategic risks and associated assurance) of the management of Major Projects (as defined by the Trust Board of Directors) being planned or implemented within the Foundation Trust.

Trust Strategic Objectives		Committee Role
1	To provide outstanding care for patients	Acknowledge
2	To deliver our financial plan and key performance targets	Acknowledge
3	To be in the top 20% of employers	Acknowledge
4	To be a continually learning organisation	Acknowledge
5	To collaborate effectively with local and regional partners	Acknowledge

Version	Issued to	Date	Comments	Review date
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0.2	Major Projects Committee	28/11/2018		28/11/2018
0.2	Audit and Assurance Committee	4/12/2018		4/12/2018
0.3	Reviewed post AAC ToR review	03/01/2019	Change in organogram Specified relationship with AAC	
Final Draft	Board Of Directors (with Tracked changes between v0.2-0.3)	4/1/2019		

#### 49. Authority, Accountability and Responsibility

- 49.1 The Trust Board hereby resolves to establish a Committee of the Board to be known as the Major Projects Committee (the Committee).
- 49.2 The Committee is a standing committee of the Trust's Board (the Board). Its constitution and terms of reference shall be as set out below, subject to amendment at future Board meetings.
- 49.3 The Committee is authorised by the Board to act and investigate any activity within its terms of reference. All members of staff are directed to co-operate with any request made by the Committee.
- 49.4 The Committee is authorised by the Board to instruct professional advisers and request the attendance of individuals and authorities from outside the Trust with relevant experience and expertise if it considers this necessary or expedient to the exercise of its functions.
- 49.5 The Committee shall embed the Foundation Trust's vision, standards, priorities and requirements, e.g. equality and human rights, through the conduct of its business.
- 49.6 The requirements for the conduct of business as set out in the Foundation Trust Board's Standing Orders are equally applicable to the operation of the Committee.

#### 50. Purpose and objectives

- 50.1 The purpose of the Committee is to provide the Foundation Trust Board with an objective and independent review (including relevant strategic risks and associated assurance) of the management of Major Projects being planned or implemented within the Foundation Trust.
- 50.2 The objective of the Committee is to enable the Foundation Trust Board to obtain assurance that all Major Projects are managed to a high standard, both in their design and implementation.
- 50.3 The principal duties of the Committee are:
- To receive and review the strategic objectives of the Foundation Trust and ensure decision making in relation to Major Projects is fully aligned
  - To receive and review the Board's Risk Appetite statement at each meeting and apply it to their review of the risks and assurance associated with the Trust's Strategic Objectives
  - To report, as per the agreed memorandum of understanding (see Appendix 1) to the Audit and Assurance Committee and provide

assurance to the Trust Board on the adequacy of control and mitigation against such risks.

- To receive and review the Strategic Risks (with a risk score of 12 or more) or any other risks identified or being managed by the Trust allocated to it by the Board of Directors in the context of the Board Assurance Framework, monitoring progress made in mitigating those risks through the work of the Integrated Governance and Risk Committee, identifying any areas where additional assurance is required, and escalating to the Board of Directors as agreed by the Committee.

## 51. Operational Responsibilities

51.1 The Committee is responsible for providing the Board with assurance on all aspects of the Major Project programme (which will be defined by the Board) including delivery, governance, risk management, information governance, research & development; and the relevant regulatory standards.

51.2 The Committee will discharge this responsibility through:

- Maintaining a strategic oversight of selected major projects underway in the Foundation Trust; the Board will determine those for inclusion.
- Maintaining strategic oversight of all major capital investment projects.
- Periodically reviewing the methodologies adopted for the programme management of major projects.
- Monitoring the implementation of major projects against the agreed plans, including an assessment of any deviation in costs, time and outcomes, and will ensure appropriate oversight of risk.

## 52. Membership

52.1 The Chair of the Committee (“the Chair”) will be a nominated Non-Executive Director. In their absence, the meeting will be chaired by the Deputy Chair, who will be a nominated identified Non-Executive Director.

52.2 The membership of the Committee shall comprise:

Title	Role
Non-Executive Director	Chair To ensure the Committee functions properly, that there is full participation during meetings, that all relevant matters are discussed and that effective decisions are made and carried out.
Non-Executive Director	Deputy Chair. To provide independent oversight and challenge to the Executive Directors
Non-Executive Director	To provide independent oversight and challenge to the Executive Directors
Non-Executive Director/Associate Non-Executive Director	To provide independent oversight and challenge to the Executive Directors
Chief Operating Officer	To support the purpose and aims of the Committee and to agree decisions, actions and provide input and feedback on management

Title	Role
	issues related to the agenda and work-plan
Director of Finance	To support the purpose and aims of the Committee and to agree decisions, actions and provide input and feedback on management issues related to the agenda and work-plan
Director of Strategy and Integration	To support the purpose and aims of the Committee and to agree decisions, actions and provide input and feedback on management issues related to the agenda and work-plan

52.3 The membership of the Committee will be reviewed on an annual basis.

52.4 The Director of Governance and Corporate Affairs (or deputy) will be in attendance at the meeting.

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### 53. Quorum and attendance

- 53.1 A quorum shall consist of no less than two Non-Executive Directors and two out of three Executive Directors (or their nominated Deputies) and must include as a minimum the Chair or Deputy Chair of the Committee.
- 53.2 The Non-Executive and Executive Director members should attend at least 75% of meetings within any calendar year. Attendance will be monitored and addressed by the Chair.
- 53.3 The Chairperson and the Chief Executive of the Foundation Trust Board reserves the right to attend any of the Committee's meetings as an ex-officio member.
- 53.4 The Chair of the Audit and Assurance Committee may attend a meeting of the Committee as an observer on an annual basis.
- 53.5 Should any member be unavailable to attend, they may nominate a deputy, with full voting rights, to attend in their place subject to the agreement of the Chair.
- 53.6 The Committee may ask any of those who are in attendance but who are not members to withdraw to enable a full and frank discussion of particular matters.
- 53.7 Where the Committee is not quorate, the meeting should be rearranged within 2 weeks.

### 54. Frequency of meetings

- 54.1 The Committee will meet monthly and shall agree a schedule of meetings at least 12 months in advance. Additional meetings will be arranged as determined by the Chair of the Committee.
- 54.2 At the request of the 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 documented accordingly.

## 55. Standing Items

- 55.1 Board Assurance Framework
- 55.2 Strategic Risks relevant to the Committee
- 55.3 Exception reports from established Sub-Committees
- 55.4 Matters to share with other Board Committees
- 55.5 Matters to Escalate to the Strategic Risk Register
- 55.6 Matters to Escalate to the Board of Directors
- 55.7 Items for Corporate Communications

## 56. Agenda and papers

- 56.1 The Director of Governance and Corporate Affairs will hold an agenda setting meeting with the Chair and/or the Deputy Chair at least 2 weeks before the meeting date.
- 56.2 The agenda will be based around the Committee's work plan, matters arising and requests from The Board of Directors, other Board Committees or the Committee's Sub-Committees to consider specific issues. Following approval, the agenda and timetable for papers will be circulated to all Committee members.
- 56.3 Agenda items along with accompanying papers to be submitted to the Committee secretary one week prior to meeting dates.
- 56.4 The agenda and papers for meetings will be distributed five working days in advance of the meeting.
- 56.5 The minutes, highlight report and action log will be circulated to members within seven days of the meeting to check the accuracy.
- 56.6 Members must forward amendments to the Committee secretary within the next seven days.

## 57. Reporting

- 57.1 The Committee Chair shall report formally, regularly and on a timely basis to the Board of Directors on the Committee's activities by:
  - 57.1.1 Providing a written update report (including detailed commentary on the assurance received and risks identified in relation to the key controls identified within the Board Assurance Framework) following each meeting and the presentation of an annual report for each of its operational responsibilities including the relevant content for the Foundation Trust Quality Account
  - 57.1.2 Bringing to the Board of Director's specific attention any significant matter under consideration by the Committee.
  - 57.1.3 Ensuring appropriate escalation arrangements are in place to alert the Foundation Trust Board Chair, Chief Executive or Chairs of other relevant Committees of any urgent/critical matters that may compromise the delivery of the Foundation Trust's Strategic Objectives.

57.1.4 Providing a report to each meeting of the Audit and Assurance Committee, as per the memorandum of understanding (see Appendix 1), focused on the management of key risks within its terms of reference using the summary of the Strategic objective(s) used to populate the Board Assurance Framework.

57.2 If, through the course of Committee business an issue is raised which needs immediate escalation, or action taken, which is outside of the remit of the Committee this should be escalated to the appropriate Executive meeting, via the chair, for discussion and action.

## 58. Secretarial support

58.1 Secretarial support will be provided through the Office of Governance and Corporate Affairs.

## 59. Review Date

59.1 These terms of reference and operating arrangements shall be reviewed on at least an annual basis by the Committee for approval by the Board of Directors.

## 60. Links to other groups

60.1 The Committee, through its Chair and members, shall work closely with the Board's other Committees to provide advice and assurance to the Board of Directors through the:

60.1.1 Joint planning and co-ordination of Board and Committee business.

60.1.2 Sharing of Information through consistent reporting to the Board of Directors and other Board Committees, both by exception and in routine reports.

60.2 In doing so, the Committee shall contribute to the integration of governance across the organisation, enabling the incorporation of all sources of assurance into the Board's overall Board Assurance framework.

60.3 The Committee, may, subject to the approval of the Board of Directors, establish task and finish groups to carry out on its behalf specific aspects of Committee business.

60.4 The Committee can formally request attendance at its meeting the following individuals to support discussion and decision making:

- Chairs of other Board Committees
- Chairs of its Sub-Committees



## Appendix 1: Memorandum of Understanding relating to the relationship between the Audit and Assurance Committee and the Major Projects Committee

### The Audit and Assurance Committee will receive

- The Terms of Reference of the Committee
- The Agenda and Minutes of each Committee
- A short report on business conducted
- The Board Assurance Framework and associated strategic risks

### The Audit and Assurance Committee will use

- The internal audit work plan
- The data quality work plan
- Existing documentation in relation to risk management and annual planning processes
- Occasional observation of the Committee

### With the purpose of answering the following key questions in relation assurance associated with the conduct and function of all Board Committees:

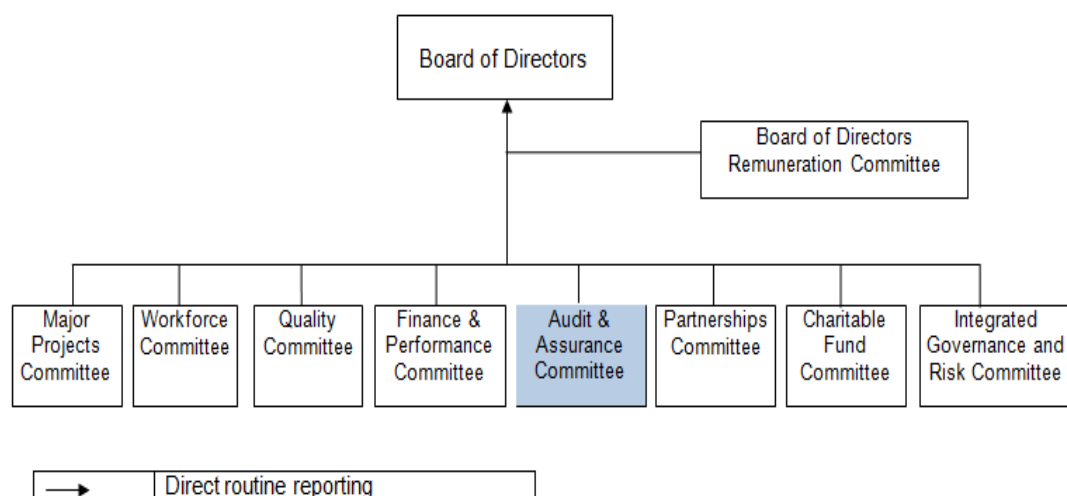
- 45) Is there clear ownership and responsibility for all areas of the Board Assurance Framework across Board Committees?
- 46) Is there clear ownership of all strategic risks scored equal to or greater than 12 across Board Committees?
- 47) Are Committees receiving robust assurance that all risks scored equal or greater than 12 relevant to their terms of reference are being effectively managed?
- 48) Is there clear ownership and responsibility for the clinical strategy (including supporting strategies and delivery plans) across the Committees?
- 49) Are there effective processes in place to construct and maintain the Board Assurance Framework?

- 50) Are there effective processes in place to maintain the clinical strategy and \_\_\_\_\_ supporting strategies?
- 51) Are processes in place in the organisation to ensure that risks are identified in the \_\_\_\_\_ organisation and escalated as appropriate to the strategic risk register?
- 52) Does the annual planning process align to the strategy, strategic risk and the \_\_\_\_\_ Board Assurance Framework?
- 53) Is there evidence that Committees are covering all their responsibilities in their \_\_\_\_\_ meeting cycles?
- 54) Are there codified and well understood approaches to assurance being applied \_\_\_\_\_ consistently by Committees?
- 55) Are data being used by Committees for evidence both accurate and timely?

Annex 6

## Audit & Assurance Committee

### TERMS OF REFERENCE



The purpose of the Audit and Assurance Committee is to provide an independent and objective view of internal control to Board of Directors and the Accountable Officer. It provides assurance regarding the comprehensiveness and the reliability of assurances on governance, risk management, the control environment and the integrity of financial statements.

Trust Strategic Objectives		Committee Role
1	To provide outstanding care for patients	Assure effective governance
2	To deliver our financial plan and key performance targets	Assure effective governance
3	To be in the top 20% of employers	Assure effective governance
4	To be a continually learning organisation	Assure effective governance
5	To collaborate effectively with local and regional partners	Assure effective governance

Version	Issued to	Date	Comments	Review date
01	Audit and Assurance Committee	30/10/18		30/10/18
02	Audit and Assurance Committee	04/12/18		04/12/18
03	Board of Directors	10/01/19		10/01/19
04	Audit and Assurance Committee	05/02/19		05/02/19

## 61. Authority, Accountability and Responsibility

- 61.1 The Trust Board of Directors hereby resolves to establish a Committee of the Board to be known as the Audit and Assurance Committee ('the Committee').
- 61.2 The Committee is a standing committee of the Trust's Board ('the Board'). Its constitution and terms of reference shall be as set out below, subject to amendment at future Board meetings.
- 61.3 The Committee is authorised by the Board to act and investigate any activity within its terms of reference. All members of staff are directed to co-operate with any request made by the Committee.
- 61.4 The Committee is authorised by the Board to instruct professional advisers and request the attendance of individuals and authorities from outside the Trust with relevant experience and expertise if it considers this necessary or expedient to the exercise of its functions
- 61.5 The Committee shall embed the Foundation Trust's vision, standards, priorities and requirements, e.g. equality and human rights, through the conduct of its business.
- 61.6 The requirements for the conduct of business as set out in the Foundation Trust Board's Standing Orders are equally applicable to the operation of the Committee.

## 62. Purpose and objectives

- 62.1 The purpose of the Audit and Assurance Committee is to provide an independent and objective view of internal control to Board of Directors and the Accountable Officer.
- 62.2 The objective of the Committee is to provide assurance on the adequacy of audit arrangements (internal and external) and on the implications of assurances provided in respect of risk and control, with a view to enabling the Board to assure itself of the effectiveness of the Trust's risk management system and procedures and its internal controls including business continuity and information technology.

**63. Principal Duties**

The Committee will advise the Board and Accountable Officer on:

**63.1 Integrated governance, risk management and internal control**

The Committee will 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 (clinical and non-clinical), that supports the achievement of the Trust's objectives. In particular, the Committee will review the adequacy and effectiveness of:

- All risk and control related disclosure statements (in particular the Annual Governance Statement), together with any accompanying Head of Internal Audit opinion, External Audit opinion or other appropriate independent assurances, prior to submission to the Board of Directors
- The underlying assurance processes that indicate the degree of achievement of the Trust's objectives, the effectiveness of the management of principal risks and the appropriateness of the above disclosure statement
- The policies and procedures for ensuring compliance with all relevant regulatory, legal and code of conduct requirements and any related reporting and self-certifications
- The policies and procedures for all work related to counter fraud, bribery and corruption as required by NHSCFA.

In carrying out this work the Committee will primarily utilise the work of Internal Audit, External Audit, other Board Committees and other assurance functions, but will not be limited to these sources. It will also seek reports and assurances from directors and managers as appropriate, concentrating on the over-arching 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 the audit and assurance functions that report to it.

As part of its integrated approach, the Committee will have effective relationships with other key committees so that it understands processes and linkages.

**63.2 Internal Audit:**

The Committee shall ensure that there is an effective Internal Audit function that meets the *Public Sector Internal Audit Standards, 2017* and provides appropriate independent assurance to the Committee, Accountable Officer and Board of Directors. This will be achieved by:

- Considering the provision of the Internal Audit service and the costs involved
- Reviewing and approving the strategic and annual Internal Audit plan, ensuring that this is consistent with the audit needs of the organisation as identified in the assurance framework.
- Considering the major findings of Internal Audit work (and management's responses) Ensuring coordination between the Internal and External Auditors to optimise the Trust's use of audit resources
- Ensuring that the Internal Audit function is adequately resourced and has appropriate standing within the Trust
- Monitoring the effectiveness of Internal Audit and carrying out an annual review.

**63.3 External Audit:**

The Committee shall review and monitor the External Auditors' independence and objectivity and the effectiveness of the external 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. This will be achieved by:

- Considering the appointment and performance of the External Auditors, as far as the rules governing the appointment permit (and make recommendations to the Board of Directors when appropriate)
- Discussing and agreeing with the External Auditors, before the audit commences, the nature and scope of the audit as set out in the External Audit annual plan
- Discussing with the External Auditors their evaluation of audit risks and assessment of the organisation and the impact on the audit fee
- Reviewing 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 of the annual External Audit plan, together with the appropriateness of management responses
- Ensuring that there is in place a clear and appropriate policy for the engagement of External Auditors to supply non-audit services.

**63.4 Other assurance functions**

The Committee shall review the findings of other significant assurance functions, both internal and external to the Trust, and consider the implications for the governance of the Trust. These will include, but will not be limited to, any reviews by Department of Health and Social Care arm's length bodies or regulators/inspectors - for example, the Care Quality Commission, NHS Resolution, etc. and professional bodies with responsibility for the performance of staff or functions - for example, Royal Colleges, accreditation bodies, etc.

The Committee will review the work of other Committees within the organisation, whose work can provide relevant assurance to the Audit and Assurance Committee's areas of responsibility.<sup>1</sup>

**63.5 Counter fraud**

The Committee shall satisfy itself that the Trust has adequate arrangements in place for the prevention and detection of fraud, bribery and corruption that meet NHSCFA's standards and shall review the outcomes of work in these areas. The Committee shall refer any suspicions of fraud, bribery and corruption to the NHS Counter Fraud Agency.

The Committee shall receive and consider reports arising from quality inspections by the NHSCFA.

**63.6 Management**

The Committee shall request and review reports, evidence and assurances from Board Committees, directors and managers on the overall arrangements for governance, risk management and internal control. The Committee may also request specific reports from individual functions within the Trust.

<sup>1</sup> The memorandum of understanding attached at Appendix 1 describes the expectations in relation to the interaction between Board Committees and the Audit and Assurance Committee and how this will be carried out in practice.

## 63.7 Financial reporting and control

The Committee shall monitor the integrity of the financial statements of the Trust and any formal announcements relating to its financial performance. The Committee will ensure that the systems for financial reporting to the Board of Directors, including those of budgetary control, are subject to review as to the completeness and accuracy of the information provided. The Committee shall review the Annual Report and Financial Statements before submission to the Board of Directors, focusing particularly on:

- The Annual Governance Statement and other disclosures relevant to the terms of reference of the Committee
- The quality of financial reports
- Changes in, and compliance with, accounting policies, practices and estimation techniques
- Explanations for significant variances
- Unadjusted misstatements in the financial statements
- Significant judgements in preparation of the financial statements
- Significant adjustments resulting from the audit
- The letter of management representation

As regards Standing Orders and Standing Financial Instructions, the Committee shall:

- Seek assurance regarding the Trust's compliance with Standing Orders and Standing Financial Instructions
- Consider any proposed changes to Standing Orders and Standing Financial Instructions and, as appropriate, make recommendations to the Board.

The Committee shall review schedules of losses and special payments, and review single source tenders.

The Committee shall receive, consider and derive assurance from reports relating to the Trust Charitable Funds Committee with regard to governance, risk management, control, audit and financial reporting.

## 63.8 Whistleblowing / Freedom to Speak Up

The Committee shall review the effectiveness of the arrangements in place for allowing staff to raise (in confidence) concerns about possible improprieties in financial control and reporting, clinical quality, or patient or staff safety or other matters and ensure that any such concerns are investigated proportionately and independently.

## 64. Membership

64.1 The Chair of the Committee ("the Chair") shall be appointed by the Board of Directors from amongst its Independent, Non-Executive Directors and shall consist of not less than three members. The Chair should have a financial qualification.

64.2 The membership of the Committee shall comprise:

Title	Role
Non-Executive Director	Chair To ensure the Committee functions properly, that there is full

Title	Role
	participation during meetings, that all relevant matters are discussed and that effective decisions are made and carried out.
Non-Executive Director	Deputy Chair. To provide independent oversight and challenge
Non-Executive Director	To provide independent oversight and challenge
<b>Attendees</b>	
Director of Finance	To support the purpose and aims of the Committee and to agree decisions, actions and provide input and feedback on management issues related to the agenda and work-plan
Director of Governance and Corporate Affairs	To support the purpose and aims of the Committee and to agree decisions, actions and provide input and feedback on management issues related to the agenda and work-plan To support the Chair of the Committee in ensuring that the Committee functions properly
Accountable Officer	To discuss annually with the Committee the process for assurance that supports the Annual Governance Statement. He or she shall also attend when the Committee considers the draft Annual Governance Statement and, the Annual Report and Accounts
Representative(s) from Internal audit	To support the purpose and aims of the Committee and to agree decisions, actions and provide input and feedback on management issues related to the agenda and work-plan
Representative(s) from external audit	To support the purpose and aims of the Committee and to agree decisions, actions and provide input and feedback on management issues related to the agenda and work-plan
Assigned Local Counter Fraud Specialist	To support the purpose and aims of the Committee and to agree decisions, actions and provide input and feedback on management issues related to the agenda and work-plan
Other Executive Directors/Directors	To support the purpose and aims of the Committee and to agree decisions, actions and provide input and feedback on management issues related to the agenda and work-plan as required by the Committee

64.3 The membership of the Committee will be reviewed on an annual basis.

64.4 The Head of Internal Audit and lead representative of External Audit shall have a right of direct access to the Chairperson of the Committee

## 65. Quorum and attendance

**5.1**—A quorum shall consist of two of the three Independent members and one of the members will be appointed Chairperson of the Committee by the Board of Directors. The Chairperson of the Trust shall not be a member of the Committee. The assigned Local Counter Fraud Specialist will attend a minimum of two Committee meetings a year.

65.1 Members should attend at least 75% of meetings within any calendar year. Attendance will be monitored and addressed by the Chair.

65.2 Should any member be unavailable to attend, they may nominate a deputy, with full voting rights, to attend in their place subject to the agreement of the Chair.

65.3 The Committee may ask any of those who are in attendance but who are not members to withdraw to enable a full and frank discussion of particular matters.



- 65.4 Where the Committee is not quorate, the meeting should be rearranged within 2 weeks.

#### 66. Frequency of meetings

- 66.1 The Committee will meet at least five times per annum and shall agree a schedule of meetings at least 12 months in advance. The Committee will consider and keep under consideration the frequency and timing of meetings needed to allow it to discharge all of its responsibilities. The Board of Directors, Accountable Officer, External Auditors or Head of Internal Audit may request of the Committee Chairperson an additional meeting if they consider that one is necessary.
- 66.2 At least once a year the Committee shall meet privately with the external and with the internal auditors.
- 66.3 At the request of the 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 documented accordingly.

#### 67. Standing Items

- 67.1 Internal Audit Progress Reports
- 67.2 Counter Fraud Reports
- 67.3 Committee Assurance Reports
- 67.4 Exception Reports (losses, special payments and SSTs)
- 67.5 Board Assurance Framework
- 67.6 Matters to share with other Board Committees
- 67.7 Matters to Escalate to the Strategic Risk Register
- 67.8 Matters to Escalate to the Board of Directors
- 67.9 Items for Corporate Communications

#### 68. Agenda and papers

- 68.1 The Director of Governance and Corporate Affairs will hold an agenda setting meeting with the Chair and/or the Deputy Chair at least 3 weeks before the meeting date.
- 68.2 The agenda will be based around the Committee's work plan, matters arising and requests from The Board of Directors, other Board Committees or the Committee's Sub-Committees to consider specific issues. Following approval, the agenda and timetable for papers will be circulated to all Committee members.
- 68.3 Agenda items along with accompanying papers to be submitted to the Committee secretary one week prior to meeting dates.
- 68.4 The agenda and papers for meetings will be distributed five working days in advance of the meeting.

- 68.5 The minutes, highlight report and action log will be circulated to members within seven days of the meeting to check the accuracy.
- 68.6 Members must forward amendments to the Committee secretary within the next seven days.

## 69. Reporting

- 69.1 The Committee Chair shall report formally, regularly and on a timely basis to the Board of Directors on the Committee's activities by:
- Providing a written update report (including detailed commentary on the assurance received and risks identified in relation to the key controls identified within the Board Assurance Framework) following each meeting and the presentation of an annual report for each of its operational duties
  - The minutes of the Committee's meetings shall be formally recorded by the Secretary and submitted to the Board of Directors. The Chairperson 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.
  - Bringing to the Board of Director's specific attention any significant matter under consideration by the Committee.
  - Ensuring appropriate escalation arrangements are in place to alert the Foundation Trust Board Chair, Chief Executive or Chairs of other relevant Committees of any urgent/critical matters that may compromise the delivery of the Foundation Trust's Strategic Objectives.
- 69.2 Reporting to the Board of Directors at least 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 Trust
  - The integration of governance arrangements
  - The appropriateness of the evidence that shows the Trust is fulfilling all relevant regulatory requirements and obligations
  - The robustness of the processes behind production of the Quality Accounts.

This Audit Committee Annual Report will also describe how the Committee has fulfilled its terms of reference and give details of any significant issues that the Committee considered and how they were addressed

- 69.3 If, through the course of Committee business an issue is raised which needs immediate escalation, or action taken, which is outside of the remit of the Committee this should be escalated to the appropriate Executive meeting, via the chair, for discussion and action.
- 69.4 The Committee shall undertake an annual self-assessment. It will report thereon to the Board of Directors

**70. Secretarial support**

- 70.1 Secretarial support will be provided through the Office of Governance and Corporate Affairs.

**71. Review**

- 71.1 The Committee shall undertake an annual self-assessment. It will report thereon to the Board of Directors.
- 71.2 These terms of reference and operating arrangements shall be reviewed on at least an annual basis by the Committee for approval by the Board of Directors

**72. Links to other groups**

- 72.1 The Committee, through its Chair and members, shall work closely with the Board's other Committees to provide advice and assurance to the Board of Directors through the:
- 72.1.1 Joint planning and co-ordination of Board and Committee business.
- 72.1.2 Sharing of Information through consistent reporting to the Board of Directors and other Board Committees, both by exception and in routine reports.
- 72.2 In doing so, the Committee shall contribute to the integration of governance across the organisation, enabling the incorporation of all sources of assurance into the Board's overall Board Assurance framework.
- 72.3 The Committee, may, subject to the approval of the Board of Directors, establish task and finish groups to carry out on its behalf specific aspects of Committee business.

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**Appendix 1: Memorandum of Understanding relating to the relationship between the Audit and Assurance Committee and other Board Committee****The Audit and Assurance Committee will receive**

- The Terms of Reference of each Board Committee
- The Agenda and Minutes of each Board Committee
- A short report on business conducted
- The Board Assurance Framework and associated strategic risks

**The Audit and Assurance Committee will use**

- The internal audit work plan
- The data quality work plan
- Existing documentation in relation to risk management and annual planning  
—processes
- —Occasional observation of Committees as agreed at the Audit and Assurance Committee

**With the purpose of answering the following key questions in relation assurance associated with the conduct and function of Board Committees:**

With the purpose of answering the following key questions in relation assurance associated with the conduct and function of all Board Committees:

- 1) Is there clear ownership and responsibility for all areas of the Board Assurance Framework across Board Committees?
- 2) Is there clear ownership of all strategic risks scored equal to or greater than 12 across Board Committees?
- 3) Are Committees receiving robust assurance that all risks scored equal or greater than 12 relevant to their terms of reference are being effectively managed?
- 4) Is there clear ownership and responsibility for the clinical strategy (including supporting strategies and delivery plans) across the Committees?
- 5) Are there effective processes in place to construct and maintain the Board Assurance Framework?
- 6) Are there effective processes in place to maintain the clinical strategy and supporting strategies?
- 7) Are processes in place in the organisation to ensure that risks are identified in the organisation and escalated as appropriate to the strategic risk register?
- 8) Does the annual planning process align to the strategy, strategic risk and the Board Assurance Framework?
- 9) Is there evidence that Committees are covering all their responsibilities in their meeting cycles?
- 10) Are there codified and well understood approaches to assurance being applied consistently by Committees?
- 11) Are data being used by Committees for evidence both accurate and timely?

## **NOMINATIONS AND REMUNERATION COMMITTEE – TERMS OF REFERENCE**

### **1 MEMBERSHIP**

#### **1.1 Introduction**

The Nominations and Remuneration Committee is established under the Trust's Standing Order – Arrangements for the Exercise of Functions by delegation and is constituted as a standing committee of the Board of Directors.

The Nominations and Remuneration Committee is authorised by the Board of Directors to act within its terms of reference.

#### **1.2 Membership**

The Nominations and Remuneration Committee will consist of the Chairperson and all Non-Executive Directors. The Chief Executive will attend in an advisory capacity. The Director of Human Resources will service the Committee and provide specialist advice and information as necessary.

#### **1.3 Quorum**

This will be the Chairperson and three other Non-Executive Directors.

##### Conflicts of Interest

The Chairperson, any Non-Executive Director present or Executive Director in attendance at a committee meeting will withdraw from discussions concerning their own appointment, remuneration or terms and conditions of service.

### **2. ROLE**

2.1 To regularly review the structure, size and composition (including skills, knowledge and experience) required of the Board of Directors and make recommendations to the Board with regard to any changes.

2.2 To give full consideration to and make plans for succession planning for the Chief Executive and other Executive Director posts

2.3 To agree the Non-Executive membership of an Appointments Panel to appoint any Executive Director. The panel will automatically include the Chairperson and Chief Executive. The panel will have delegated authority to appoint an Executive Director.

2.4 To be responsible for agreeing an Appointments Panel to include the Chairperson which will then have delegated authority to identify and recommend a suitable candidate for approval by the Council of Governors to fill the position of Chief Executive.

2.5 To agree the job description for any Executive Director taking into account the role and capabilities required.

2.6 To determine on behalf of the Board of Directors the terms and conditions of employment and salary levels of Executive Directors in the Trust and any other Senior Managers not covered by Agenda for Change terms and conditions. The remuneration of the Chief Executive will be proposed by the Chairperson and approved by the whole body of Non-Executive Directors. The remuneration of Executive Directors will be proposed by the Chief Executive and approved by the whole body of Non-Executive Directors.

In undertaking this function it will:-

2.6.1 Observe all statutory and contractual obligations as they affect individual postholders.

2.6.2 Act in accordance with the Foundation Trust's standing orders.

2.6.3 Have regard to any directions made by the Secretary of State in so far as they apply to Bradford Teaching Hospitals as a Foundation Trust.

2.6.4 Have regard to the guidance in any directives on pay and conditions of employment in respect of very senior managers so far as they apply to Bradford Teaching Hospitals as a Foundation Trust.

2.6.5 Ensure that in considering any starting salary over £150,000 there is a clear and documented rationale for the level of salary awarded and that an opinion from NHSI are sought before confirming any appointment.

2.6.6 Consider the pension consequences and associated costs to the Foundation Trust of basic salary increases and any other changes in pensionable remuneration, especially for directors close to retirement.

2.6.7 Take into account the financial state of the Foundation Trust.

2.6.8 Have regard to legislation on discrimination and the gender pay gap when considering levels of pay/terms and conditions.

2.6.9 Ensure that remuneration is sufficient to recruit, retain and motivate Executive Directors at the level of skills appropriate to the role.

2.6.10 Consider the relationship between the remuneration of these posts and that of other grades of staff employed in Bradford Teaching Hospitals in particular the layer below Board level. This may include reference to the level of pay awards granted under national pay systems e.g. Agenda for Change.

2.6.11 Consider any matter relating to the continuation in office of any Executive Director including the suspension or termination of service.

2.6.12 Consider any proposal for a severance payment to be made to a Senior Manager. A 'Senior Manager' is defined as the Chief Executive or any Director who reports to the Chief Executive, whether or not they are an executive member of the Board. The Remuneration Committee will either reject the proposal or approve a business case to be sent to NHSI if they propose/approve a payment to be made.

2.6.13 Approve the running of any MARS or Voluntary Redundancy Scheme.

2.6.14 Make recommendations on any local pay arrangements not covered by national terms.

2.6.15 Recommend the scope and detail to be included in the annual report concerning basic salary and elements relating to performance including an explanation of the criteria on which performance is based where necessary.

2.6.16 Review appraisal outcomes for Executive Directors where there is a performance related pay element.

2.6.17 Be satisfied that a risk assessment has been carried out when it is agreed that an Executive Director can leave the Foundation Trust without serving their full contractual notice.

2.6.18 Work within the principles contained in the HM Treasury guidance on how to manage public funds in respect of 'special payments' and the Code of Governance for NHS Foundation Trusts.

### **Role in respect of Bradford Healthcare Facilities Management [BHFML].**

2.6.19 To review and agree the structure, size and composition of the Board of Directors of BHFML.

2.6.20 To agree the job descriptions, appointments process, remuneration and associated terms and conditions of senior board appointments within BHFML.

2.6.21 To consider any matter relating to continuation of office of any senior officer including suspension or termination of office.

2.6.22 To agree how the appointment process would be carried out for senior Board appointments within BHFML.

## **3 REPORTING ARRANGEMENTS**

The Nominations and Remuneration Committee will meet in private and record the reasons for all decisions and report these decisions to the Board of Directors as required.

## **4 ADMINISTRATIVE ISSUES**

### **4.1 Communicating Decisions**

The responsibility is vested in the Director of Human Resources as secretary to communicate the decision of the Nominations and Remuneration Committee in writing to each postholder where it affects their pay or terms and conditions.

### **4.2 Timing of Annual Review**

All salaries will be reviewed annually to take effect from their incremental date.

## **5 PROGRAMME OF MEETINGS**

5.1 For the purpose of the Annual Review of Executive Directors the Nominations and Remuneration Committee will meet within the first four months following the 1 April each year.

5.2 The Nominations and Remuneration Committee will meet at other times for the following purposes as determined by the Chairman of the Nominations and Remuneration Committee:-

- To keep up to date with relevant developments.
- To review remuneration policies.
- To consider proposals for changes in terms and conditions of employment.
- To consider any in-year variation of salaries and terms and conditions of employment of Executive Directors.
- To agree process and salaries for new appointments.

## **6 REVIEW**

The Terms of Reference will be reviewed in 2 years' time.

Revised July 2019

## **NOMINATIONS AND REMUNERATION COMMITTEE – TERMS OF REFERENCE**

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#### **1.2 Membership**

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#### **1.3 Quorum**

This will be the Chairman and three other Non-Executive Directors.

### **2. ROLE**

2.1 To regularly review the structure, size and composition (including skills, knowledge and experience) required of the Board of Directors and make recommendations to the Board with regard to any changes.

2.2 To give full consideration to and make plans for succession planning for the Chief Executive and other Executive Director posts.

2.3 To agree the Non-Executive membership of an Appointments Panel to appoint any Executive Director. The panel will automatically include the Chairman and Chief Executive. The panel will have delegated authority to appoint an Executive Director.



~~2.4 To be responsible for agreeing an Appointments Panel to include the Chairman which will then have delegated authority to identify and recommend a suitable candidate for approval by the Council of Governors to fill the position of Chief Executive.~~

~~2.5 To agree the job description for any Executive Director taking into account the role and capabilities required.~~

~~2.6 To determine on behalf of the Board of Directors the terms and conditions of employment and salary levels of Executive Directors in the Trust and any other Senior Managers not covered by Agenda for Change terms and conditions. The remuneration of the Chief Executive will be proposed by the Chairman and approved by the whole body of Non-Executive Directors. The remuneration of Executive Directors will be proposed by the Chief Executive and approved by the whole body of Non-Executive Directors.~~

In undertaking this function it will:-

~~2.6.1 Observe all statutory and contractual obligations as they affect individual post holders.~~

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~~2.6.3 Have regard to any directions made by the Secretary of State in so far as they apply to Bradford Teaching Hospitals as a Foundation Trust.~~

~~2.6.4 Have regard to the guidance in any directives on pay and conditions of employment in respect of very senior managers so far as they apply to Bradford Teaching Hospitals as a Foundation Trust.~~

~~2.6.5 Ensure that in considering any starting salary over £142,500 there is a clear and documented rationale for the level of salary awarded and that an opinion from NHSI are sought before confirming any appointment.~~

~~2.6.6 Consider the pension consequences and associated costs to the Foundation Trust of basic salary increases and any other changes in pensionable remuneration, especially for directors close to retirement.~~

~~2.6.7 Take into account the financial state of the Foundation Trust.~~

~~2.6.8 Have regard to legislation on discrimination when considering levels of pay/terms and conditions.~~

~~2.6.9 Ensure that remuneration is sufficient to recruit, retain and motivate Executive Directors at the level of skills appropriate to the role.~~

~~2.6.10 Consider the relationship between the remuneration of these posts and that of other grades of staff employed in Bradford Teaching Hospitals in particular the layer below Board level. This may include reference to the level of pay awards granted under national pay systems e.g. Agenda for Change.~~

~~2.6.11 To consider any matter relating to the continuation in office of any Executive Director including the suspension or termination of service.~~

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~~2.6.13 To approve the running of any MARS or Voluntary Redundancy Scheme.~~

~~2.6.14 To make recommendations on any local pay arrangements not covered by national terms.~~

~~2.6.15 To recommend the scope and detail to be included in the annual report concerning basic salary and elements relating to performance including an explanation of the criteria on which performance is based where necessary.~~

~~2.6.16 To review appraisal outcomes for Executive Directors where there is a performance related pay element.~~

~~2.6.17 To be satisfied that a risk assessment has been carried out when it is agreed that an Executive Director can leave the Foundation Trust without serving their full contractual notice.~~

~~2.6.18 To work within the principles contained in the HM Treasury guidance on how to manage public funds in respect of 'special payments' and the Code of Governance for NHS Foundation Trusts.~~

### ~~3 REPORTING ARRANGEMENTS~~

~~The Nominations and Remuneration Committee will meet in private and record the reasons for all decisions and report these decisions to the Board of Directors as required.~~

### ~~4 ADMINISTRATIVE ISSUES~~

#### ~~4.1 Communicating Decisions~~

~~The responsibility is vested in the Director of Human Resources as secretary to communicate the decision of the Nominations and Remuneration Committee in writing to each post holder where it affects their pay or terms and conditions.~~

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- ~~• To keep up to date with relevant developments.~~
- ~~• To review remuneration policies.~~
- ~~• To consider proposals for changes in terms and conditions of employment.~~
- ~~• To consider any in-year variation of salaries and terms and conditions of employment of Executive Directors.~~

- ~~To agree process and salaries for new appointments.~~

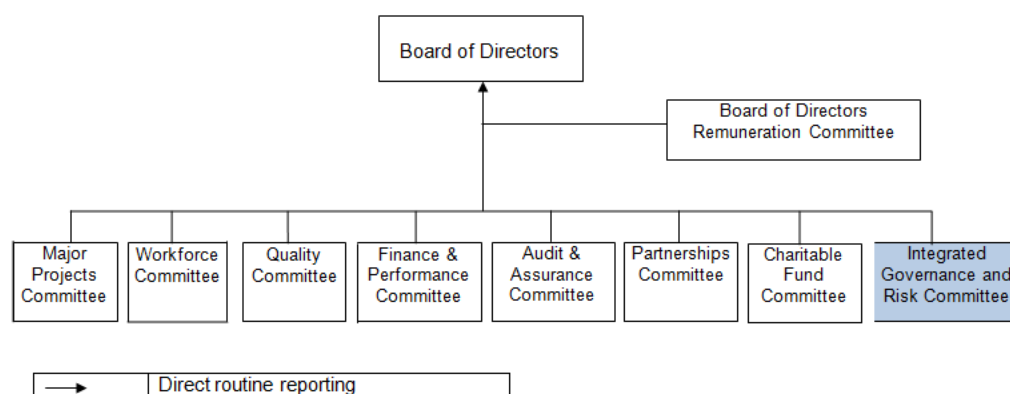
## ~~6~~ **REVIEW**

~~The Terms of Reference will be reviewed in 2 years' time.~~

Revised July 2017

## Integrated Governance and Risk Committee

### TERMS OF REFERENCE



**The purpose of the Integrated Governance and Risk Committee is to provide the Foundation Trust Board with Executive oversight and assurance of the strategic risks being mitigated and managed by the organisation**

Trust Strategic Objectives		Committee Role
1	To provide outstanding care for patients	Oversight and assurance of risk
2	To deliver our financial plan and key performance targets	Oversight and assurance of risk
3	To be in the top 20% of employers	Oversight and assurance of risk
4	To be a continually learning organisation	Oversight and assurance of risk
5	To collaborate effectively with local and regional partners	Oversight and assurance of risk

Version	Issued to	Date	Comments	Review date
0.1	Integrated Governance and Risk Committee	29/11/2018		
0.1	Audit and Assurance Committee	4/12/2018		
0.2	Changes made following review of AAC ToRs	3/1/2019	Organogram change, relationship with AAC defined	
0.2	Board of Directors	10/1/2019		

### 73. Authority, Accountability and Responsibility

- 73.1 The Trust Board hereby resolves to establish a Committee of the Board to be known as the Integrated Governance and Risk Committee (the Committee).

- 73.2 The Committee is a standing committee of the Trust's Board (the Board). Its constitution and terms of reference shall be as set out below, subject to amendment at future Board meetings.
- 73.3 The Committee is authorised by the Board to act and investigate any activity within its terms of reference. All members of staff are directed to co-operate with any request made by the Committee.
- 73.4 The Committee is authorised by the Board to instruct professional advisers and request the attendance of individuals and authorities from outside the Trust with relevant experience and expertise if it considers this necessary or expedient to the exercise of its functions.
- 73.5 The Committee shall embed the Foundation Trust's vision, standards, priorities and requirements, e.g. equality and human rights, through the conduct of its business.
- 73.6 The requirements for the conduct of business as set out in the Foundation Trust Board's Standing Orders are equally applicable to the operation of the Committee.

#### 74. Purpose, objective and principal duties

- 74.1 The purpose of the Committee is to provide assurance to the Board that the arrangements for integrated governance and risk management are consistent and comprehensive and effective.
- 74.2 The objective of the Committee is to enable the Foundation Trust Board to obtain assurance that there is effective scrutiny of the Corporate Risk Register, Board Assurance Framework, the Well-Led Framework, and compliance with the NHS Provider Licence. In particular the committee will oversee the process by which strategic risks are identified, escalated, and managed across the Trust and that the Board is made aware of all risks to achieving its strategic objectives.
- 74.3 The principal duties of the Committee are:
- To receive and review the strategic objectives as defined by the Board of Directors, reviewing the key controls and identifying any areas where there is a risk in relation to either a gap in control, or a gap in assurance.
  - To receive and review the Board's Risk Appetite statement at each meeting and apply it to their review of the strategic risks and associated assurance related to the Trust's Strategic Objectives.
  - To receive and scrutinise all Strategic Risks in the context of the Board Assurance Framework, monitoring progress made in mitigating those risks, identifying any areas where additional assurance is required.
  - To receive and scrutinise all risks identified and being managed by the Trust where the risk score is assessed as being 12 or above that are not being managed on the strategic risk register.
  - To provide a summary of strategic risks and their associated controls and current mitigation to each relevant Board Committee. This report will be received as an Appendix to the Board Assurance Framework at each Board Committee meeting.

- To report, as per the agreed memorandum of understanding (see Appendix 1) to the Audit and Assurance Committee and to provide assurance to the Trust Board on the adequacy of control and mitigation against such risks.

## 75. Operational Responsibilities

- 75.1 The Committee is responsible for providing the Trust Board with assurance on all aspects of integrated risk within the organisation
- 75.2 The Committee will discharge this responsibility through:
- Monitoring and review of the Board Assurance Framework and ensuring that risks to the achievement of the Foundation Trust's strategic objectives are identified and managed appropriately.
  - Monitoring the Foundation Trust's compliance with its Provider Licence and ensure that the conditions for the quarterly returns to NHS Improvement are being met prior to Board approval.
  - Monitoring and reviewing the Well-Led Framework and ensure that the principles of the Foundation Trust Code of Governance are being adhered to appropriately.
  - Oversight and Scrutiny of the effective application of the Foundation Trust's Risk Escalation Framework.
  - Annually reviewing the effectiveness of the Trust's Risk Management Strategy and Risk Escalation Framework.
  - Regularly reviewing the Strategic Risk Register and:
    - ensuring risks relating to the achievement of each strategic objective have been assessed and, where appropriate, included on the Strategic Risk Register
    - reviewing all strategic risks scoring 12 or greater, along with new, updated, closed, and overdue review corporate risks. Bi Monthly on detail and bi-monthly by exception
    - reviewing all divisional risks scoring 12 or greater which have not yet been escalated to the Strategic Risk Register
    - escalating risks with the potential to significantly impact strategic objectives to the Board and its Committees
    - raising any issues of significant seriousness to the attention of the Board members in between Board meetings
    - receiving agreed assurance and escalation reports as defined in the forward plan for the Committee which include identification of risks to achieving strategic objectives
    - receiving internal audit reports with a limited or low assurance opinion and consider whether the matters identified need to be included on the Corporate Risk Register
    - receiving the External Visits Register and associated reports following inspection visits (for example by the HSE, MHRA, and GMC) with respect to identifying and managing risks to the organisation.

## 76. Membership

- 76.1 The Chair of the Committee ("the Chair") will be the Chief Executive. In their absence, the meeting will be chaired by a nominated Executive Director.

76.2 The membership of the Committee shall comprise:

Title	Role
Chief Executive	Chair To ensure the Committee functions properly, that there is full participation during meetings, that all relevant matters are discussed and that effective decisions are made and carried out.
Chief Nurse	To support the purpose and aims of the Committee and to agree decisions, actions and provide input and feedback on management issues related to the agenda and work-plan
Chief Medical Officer	To support the purpose and aims of the Committee and to agree decisions, actions and provide input and feedback on management issues related to the agenda and work-plan
Director of Finance	To support the purpose and aims of the Committee and to agree decisions, actions and provide input and feedback on management issues related to the agenda and work-plan
Chief Operating Officer	Deputy Chair To support the purpose and aims of the Committee and to agree decisions, actions and provide input and feedback on management issues related to the agenda and work-plan
Chief Digital and Informatics Officer	To support the purpose and aims of the Committee and to agree decisions, actions and provide input and feedback on management issues related to the agenda and work-plan
Director of Human Resources	To support the purpose and aims of the Committee and to agree decisions, actions and provide input and feedback on management issues related to the agenda and work-plan
Director of Strategy and Integration	To support the purpose and aims of the Committee and to agree decisions, actions and provide input and feedback on management issues related to the agenda and work-plan
Director of Governance & Corporate Affairs	To support the purpose and aims of the Committee and to agree decisions, actions and provide input and feedback on management issues related to the agenda and work-plan To support the Chair of the Committee in ensuring that the Committee functions properly

76.3 The membership of the Committee will be reviewed on an annual basis.

## 77. Quorum and attendance

- 77.1 A quorum shall consist of no less than four Executive Directors (or their nominated Deputies) and the Chair or Deputy Chair
- 77.2 Members should attend at least 75% of meetings within any calendar year. Attendance will be monitored and addressed by the Chair.
- 77.3 The Chairperson and the Chief Executive of the Foundation Trust Board reserves the right to attend any of the Committee's meetings as an ex-officio member.
- 77.4 Should any member be unavailable to attend, they may nominate a deputy, with full voting rights, to attend in their place subject to the agreement of the Chair.
- 77.5 The Committee may ask any of those who are in attendance but who are not members to withdraw to enable a full and frank discussion of particular matters.

- 77.6 Where the Committee is not quorate, the meeting should be rearranged within 2 weeks.

## 78. Frequency of meetings

- 78.1 The Committee will meet monthly and shall agree a schedule of meetings at least 12 months in advance. Additional meetings will be arranged as determined by the Chair of the Committee.
- 78.2 At the request of the 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 documented accordingly.

## 79. Standing Items

- 79.1 Board Assurance Framework
- 79.2 Strategic Risk Register
- 79.3 Divisional Risks (over 15)
- 79.4 External Visits Register
- 79.5 Matters to share with other Board Committees
- 79.6 Matters to Escalate to the Strategic Risk Register
- 79.7 Matters to Escalate to the Board of Directors
- 79.8 Items for Corporate Communications

## 80. Agenda and papers

- 80.1 The Director of Governance and Corporate Affairs will hold an agenda setting meeting with the Chair at least 2 weeks before the meeting date.
- 80.2 The agenda will be based around the Committee's work plan, matters arising and requests from The Board of Directors, other Board Committees or the Clinical Divisions and Corporate Departments to consider specific issues. Following approval, the agenda and timetable for papers will be circulated to all Committee members.
- 80.3 Agenda items along with accompanying papers to be submitted to the Committee secretary one week prior to meeting dates.
- 80.4 The agenda and papers for meetings will be distributed five working days in advance of the meeting.
- 80.5 The minutes, highlight report and action log will be circulated to members within seven days of the meeting to check the accuracy.
- 80.6 Members must forward amendments to the Committee secretary within the next seven days.



## 81. Reporting

- 81.1 The Committee Chair shall report formally, regularly and on a timely basis to the Board of Directors on the Committee's activities by:
  - 81.1.1 Providing a written update report (including detailed commentary on the assurance received and risks identified in relation to the key controls identified within the Board Assurance Framework) following each meeting and the presentation of an annual report for each of its operational responsibilities including the relevant content for the Foundation Trust Quality Account.
  - 81.1.2 Providing a bi-annual report to the Board of Directors in relation to compliance with the Provider licence and the Well Led Framework.
  - 81.1.3 Bringing to the Board of Director's specific attention any significant matter under consideration by the Committee.
  - 81.1.4 Ensuring appropriate escalation arrangements are in place to alert the Foundation Trust Board Chair or Chairs of other relevant Committees of any urgent/critical matters that may compromise the delivery of the Foundation Trust's Strategic Objectives.
  - 81.1.5 Providing a report, as per the memorandum of understanding (see Appendix 1), to each meeting of the Audit and Assurance Committee, focused on the assurance related to the management of key risks within its terms of reference.
- 81.2 If, through the course of Committee business an issue is raised which needs immediate escalation, or action taken, which is outside of the remit of the Committee this should be escalated to the appropriate Executive meeting, via the chair, for discussion and action.

## 82. Secretarial support

- 82.1 Secretarial support will be provided through the Office of Governance and Corporate Affairs.

## 83. Review Date

- 83.1 These terms of reference and operating arrangements shall be reviewed on at least an annual basis by the Committee for approval by the Board of Directors

## 84. Links to the Board, Board Committees and other groups

- 84.1 The Committee, through its Chair and members, shall work closely with the Board's other Committees to provide advice and assurance to the Board of Directors through the:
  - 84.1.1 Joint planning and co-ordination of Board and Committee business.
  - 84.1.2 Sharing of Information through consistent reporting to the Board of Directors and other Board Committees, both by exception and in routine reports.

- 84.2 In doing so, the Committee shall contribute to the integration of governance across the organisation, enabling the incorporation of all sources of assurance into the Board's overall Board Assurance framework.
- 84.3 The Committee, may, subject to the approval of the Board of Directors, establish task and finish groups to carry out on its behalf specific aspects of Committee business.
- The Committee has established a Risk and Compliance Development Group
- 84.4 The Committee can formally request attendance at its meeting the following individuals to support discussion and decision making:
- Chairs of other Board Committees
  - Chairs of its Sub-Committees

**Appendix 1: Memorandum of Understanding relating to the relationship between the Audit and Assurance Committee and the Integrated Governance and Risk Committee**

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- Existing documentation in relation to risk management and annual planning processes
- Occasional observation of the Committee

**With the purpose of answering the following key questions in relation assurance associated with the conduct and function of all Board Committees:**

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- 57) Is there clear ownership of all strategic risks scored equal to or greater than 12 across Board Committees?
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- 61) Are there effective processes in place to maintain the clinical strategy and supporting strategies?
- 62) Are processes in place in the organisation to ensure that risks are identified in the organisation and escalated as appropriate to the strategic risk register?
- 63) Does the annual planning process align to the strategy, strategic risk and the Board Assurance Framework?
- 64) Is there evidence that Committees are covering all their responsibilities in their meeting cycles?
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- 66) Are data being used by Committees for evidence both accurate and timely?

