

Meeting Title	Board of Directors		
Date	20 January 2021	Agenda item	Bo.1.21.26

NED Committee Memberships / Audit Committee Terms of Reference

Presented by	Laura Parsons, Associate Director of Corporate Governance/Board Secretary		
Author	Laura Parsons, Associate Director of Corporate Governance/Board Secretary		
Lead Director	Dr Maxwell Mclean, Chairman		
Purpose of the paper	This paper provides details of the proposed NED membership of committees and academies, and proposes a minor amendment to the Audit Committee Terms of Reference		
Key control	N/A		
Action required	To approve		
Previously discussed at/informed by	N/A		
Previously approved at:	Committee/Group	Date	
	N/A		

Key Options, Issues and Risks

In light of the recent appointment of two new NEDs, and changes to the Trust's governance structure, the NED membership of Committees and Academies has been reviewed by the Chairman (in consultation with the NEDs), and the proposed memberships are attached at Appendix 1.

It is proposed that an additional NED (Julie Lawreniuk) is appointed to the Audit Committee, increasing the membership from three to four NEDs. This requires an amendment to section 4.2 of the Audit Committee Terms of Reference, as outlined in red below:

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
Non-Executive Director x2	To provide independent oversight and challenge

Recommendation

The Board of Directors is asked to:

- a) **Approve** the NED membership of Committees and Academies as attached at Appendix 1; and
- b) **Approve** a minor amendment to the Audit Committee Terms of Reference to include an additional NED member.

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Risk assessment						
Strategic Objective	Appetite (G)					
	Avoid	Minimal	Cautious	Open	Seek	Mature
To provide outstanding care for patients				g		
To deliver our financial plan and key performance targets			g			
To be in the top 20% of NHS employers					g	
To be a continually learning organisation				g		
To collaborate effectively with local and regional partners					g	
The level of risk against each objective should be indicated. Where more than one option is available the level of risk of each option against each element should be indicated by numbering each option and showing numbers in the boxes.	Low		Moderate	High	Significant	
	Risk (*)					
Explanation of variance from Board of Directors Agreed General risk appetite (G)	N/A					

Risk Implications	Yes	No
Corporate Risk register and/or Board Assurance Framework Amendments		▪
Quality implications		▪
Resource implications		▪
Legal/regulatory implications		▪
Diversity and Inclusion implications		▪

Regulation, Legislation and Compliance relevance
NHS Improvement: Risk assessment framework, quality governance framework, code of governance , annual reporting manual
Care Quality Commission Domain: well led
Care Quality Commission Fundamental Standard: good governance
Other (please state):

Relevance to other Board of Director's Committee:	
Regulation and Assurance Committee	Other (please state)