

## Regulation & Assurance Committee

### Terms of Reference

<b>Purpose</b>	<p>The purpose of the Committee is to seek assurance that the Trust is properly governed and is achieving its strategic objectives and meeting its statutory responsibilities.</p> <p>The Committee will ensure that appropriate action is taken to address identified issues, and will escalate matters to the Board for resolution as required.</p> <p><u>Respective roles of the Board, R&amp;A Committee and Audit Committee</u></p> <p>The Board has overall responsibility for performance of the Trust – its three key roles are to formulate strategy, ensure accountability, and shape culture.</p> <p>The focus of the R&amp;A Committee is to seek assurance on the delivery of the Trust's strategic objectives and statutory duties.</p> <p>The focus of the Audit Committee is to seek assurance on the relevance and robustness of governance <b>structures</b> and assurance <b>processes</b>, on which the R&amp;A Committee and Board place reliance.</p>
<b>Responsible to</b>	Board of Directors
<b>Delegated authority</b>	<p>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.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>The requirements for the conduct of business as set out in the Foundation Trust Board's Standing Orders are equally applicable to the</p>

	operation of the Committee.
<b>Duties</b>	<ul style="list-style-type: none"> <li>• Through receipt of a Chair's report and supporting documents from the Quality, People and Finance &amp; Performance Academies, seek assurance that there is appropriate oversight of the achievement of strategic objectives, statutory responsibilities and risks aligned to the Academies.</li> <li>• To seek assurance and maintain oversight in relation to the achievement of any strategic objectives, statutory responsibilities and risks that are not aligned to an Academy.</li> <li>• 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 or escalated by Executive Directors. The Committee will seek assurance as to the completeness, accuracy and currency of the Strategic Risks including remedial actions and timescales. In relation to risks aligned to an Academy, the Committee will seek assurance through reports from the Academy.</li> <li>• Through regular review of the Board Assurance Framework (BAF), maintain a strategic oversight of key areas of risk associated with the delivery of the Trust's Strategic Objectives across the Foundation Trust. The Committee will seek assurance as to the completeness, accuracy and currency of the BAF.</li> </ul>
<b>Sub-Groups</b>	<ul style="list-style-type: none"> <li>• Finance &amp; Performance Academy</li> <li>• People Academy</li> <li>• Quality Academy</li> </ul>
<b>Chairing arrangements</b>	The Chair of the Committee ("the Chair") will be the Chair of the Trust Board. In their absence, the meeting will be chaired by the Deputy Chair or another Non-Executive Director.
<b>Membership</b>	<ul style="list-style-type: none"> <li>• All Non-Executive Directors</li> <li>• All Executive Directors</li> </ul>
<b>In attendance</b>	<ul style="list-style-type: none"> <li>• Associate Director of Corporate Governance/Board Secretary</li> <li>• The Committee may invite other employees or external advisors to attend as appropriate</li> </ul>

<b>Secretary</b>	Secretarial support will be provided by the Corporate Governance Team.	
<b>Quorum</b>	<p>A minimum of nine members, including at least four Non Executive Directors (excluding the Chair) and at least four Executive Directors.</p> <p>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.</p> <p>Where the Committee is not quorate, the meeting should be rearranged within 2 weeks.</p>	
<b>Frequency of meetings</b>	<p>The Committee will usually meet on a bi-monthly basis, and will meet no less than five times per year.</p> <p>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 such meetings. These meetings will be deemed as standard meetings of the Committee.</p>	
<b>Circulation of papers</b>	Papers will be distributed a minimum of three clear working days in advance of the meeting.	
<b>Reporting</b>	<p>The Chair of the Committee is responsible for reporting to the Board and providing a report to the Audit Committee on those matters covered by these terms of reference through a regular written report. The minutes of the Committee shall also be submitted to the Board for information and assurance. The Chair of the Committee shall draw to the attention of the Board any issues that require disclosure, or may require executive action.</p> <p>The Committee will undertake an annual review of its effectiveness and will present the outcomes alongside a written annual report to the Audit Committee and Board, summarising the work carried out during the financial year and outlining its work plan for the future year.</p>	
<b>Date agreed by the Regulation &amp; Assurance Committee:</b>		11 May 2021
<b>Date approved by the Trust Board:</b>		TBC
<b>Review date:</b>		[+12 months]