

Meeting Title	Board of Directors		
Date	20 May 2021	Agenda item	Bo.5.21.19

Governance Review Update

Presented by	Laura Parsons, Associate Director of Corporate Governance/Board Secretary		
Author	Laura Parsons, Associate Director of Corporate Governance/Board Secretary		
Lead Director	John Holden, Director of Strategy & Integration		
Purpose of the paper	The purpose of this paper is to present the Regulation & Assurance (R&A) Committee Annual Report and to seek approval of the terms of reference for the R&A and Audit Committees		
Key control	A robust governance structure is relevant to all objectives		
Action required	For approval		
Previously discussed at/ informed by	R&A Committee – 10 March & 11 May 2021 Audit Committee – 6 April 2021		
Previously approved at:	Academy/Group	Date	
	N/A		

Key Options, Issues and Risks

Regulation & Assurance (R&A) Committee Annual Report

The Board of Directors (the Board) reviews the performance of its Committees annually to determine if they have been effective, and whether further development work is required. One of the key elements to this review is the annual report provided by its Committees. As the R&A Committee was established over a year ago, an annual report has been produced and is attached at Appendix 1.

It is proposed that an interim review of the effectiveness of the R&A Committee is undertaken in line with the same timescale as the Academies (July 2021). An annual review of effectiveness will be undertaken in March 2022.

Regulation & Assurance (R&A) Committee Terms of Reference

The draft R&A Committee terms of reference were presented to the Committee on 10 March, further to this some minor amendments were made and the updated version was agreed by the Committee on 11 May.

The updated version is attached at Appendix 2 for approval.

Audit Committee

The Audit Committee received an update regarding the revised governance arrangements at its meeting on 6 April and further details are included in the Audit Committee Chair's report. The Audit Committee reviewed its terms of reference to ensure alignment with the new model, however as the terms of reference are in line with best practice, no material amendments are proposed. The main amendments are to re-name the Committee as the Audit Committee, rather than the Audit & Assurance Committee to avoid any confusion with the R&A Committee, and the terms of reference have been transferred onto a new template which aligns with the academies and R&A Committee.

The updated version is attached at Appendix 3 for approval.

Recommendation

The Board is asked to:

- Receive** the R&A Committee Annual Report as assurance that the committee is complying with its Terms of Reference;
- Approve** the updated terms of reference for the R&A Committee, as attached at Appendix 2; and
- Approve** the updated terms of reference for the Audit Committee, as attached at Appendix 3.

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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					

Benchmarking implications (see section 4 for details)	Yes	No	N/A
Is there Model Hospital data relevant to the content of this paper?	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Is there any other national benchmarking data relevant to the content of this paper?	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Is the Trust an outlier (positive or negative) for any benchmarking data relevant to the content of this paper?	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

Risk Implications (see section 5 for details)	Yes	No
Corporate Risk register and/or Board Assurance Framework Amendments	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Quality implications	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Resource implications	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Legal/regulatory implications	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Diversity and Inclusion implications	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Performance Implications	<input type="checkbox"/>	<input checked="" type="checkbox"/>

R&A, Legislation and Compliance relevance
NHS Improvement: (please tick those that are relevant)
<input type="checkbox"/> Risk Assessment Framework <input type="checkbox"/> Quality Governance Framework <input type="checkbox"/> Code of Governance <input type="checkbox"/> Annual Reporting Manual
Care Quality Commission Domain: Well Led
Care Quality Commission Fundamental Standard: Good Governance
NHS Improvement Effective Use of Resources: N/A
Other (please state):

Relevance to other Board of Director's academies: (please select all that apply)			
People	Quality	Finance & Performance	Other (please state)
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>