

Governor Sub Group Terms of Reference

Report to 12th September 2016 Council of Governors meeting

1. Situation

From mid-2015 through into early 2016 all Governor Sub group reviewed their terms of reference.

2. Background

Under the Trust's Constitution, each committee and sub-group shall have terms of reference and powers and be subject to conditions determined by the full Council of Governors.

3. Assessment

Each sub group, except Finance, Planning and Performance, made some changes to their terms of reference; all changes have been approved by the individual sub groups in either mid 2015 or in 2016.

4. Recommendation

The Council of Governors are asked to endorse the terms of reference for the following sub groups:

- Membership and Governance
- Staff and Resources
- Finance, Planning and Performance
- Patient Safety and Experience
- Nominations and Remuneration Committee
- Chairs Sub Group
- Corporate Assessment Group

Paul Martin

Deputy Director, Corporate Affairs

August 2016

Membership & Governance Sub Group

Terms of Reference

Aims and Responsibilities:

- To oversee and ensure governors' adherence to the Code of Conduct, Constitution, Standing Orders (where applicable) and other relevant documents, and ensure the timely review of these documents
- To lead/support the on-going development of the FT Constitution, making recommendations as appropriate to the Council of Governors and the Board of Directors
- To lead the development and implementation of the Membership Strategy and Action Plan and to monitor and review on an ongoing basis, advising on the annual update of membership targets and the membership strategy to the Council of Governors
- To provide support/advice and/or receive assurance over the robustness of the governor election process
- Develop mechanisms to promote and engage the Council of Governors and the FT membership within the Trust and to the wider population
- To oversee the effective operation of the Governor Issues Log and service area visits process
- To oversee the quality of information submissions to third parties which relate to the remit of Membership & Governance
- To exchange information with the full Council of Governors and its sub-groups as required
- To highlight and recommend appropriate action in areas where NHS Constitution rights have been demonstrated to have been incorrectly observed.
- To oversee the development, implementation and monitoring of governor training and development
- To complete any other tasks as delegated by the Council of Governors or Governors Chair's Sub-group and the Corporate Assessment Group
- If there was a potential gap in Lead Governor coverage, for example the previous Lead Governor was not re-elected as a Governor, then the Chair of M&G would assume the role until the election of a Lead Governor is held ¹

¹ *This was agreed at the 5th November 2015 Council of Governors meeting

Structure and Quorum Arrangements:

- The group elects its own chair and vice chair from its membership. It is the Chair's responsibility to ensure that they arrange for another member of the group to Chair a meeting if they are not available.
- The quorum for the meeting is at least a third of members, and other than in exceptional circumstances; apologies for absence should be given no later than two days before a meeting
- The group will meet bi-monthly
- The Membership and Governance Sub-group reports to the full Council of Governors group, which meets on a bi-monthly basis
- The terms of reference will be reviewed on a periodic basis, or if an issue arises that the members wish to discuss

August 2016

Patient Safety & Experience Sub-group
Terms of Reference

Aims & Responsibilities:

To hold the Board of Directors to account by:

- Reviewing, and where appropriate commenting and reporting to the Board, specific Services of the Trust, in relation to patient safety and experience at the Point of Care. Such reviewing to take account of all available evidence, such as relevant parts of Trust reports, including those listed in Appendix 1, CQC and Healthwatch reports, Visit reports and relevant Governor Issues. Where possible, and within the rules of confidentiality, receiving reports of first hand Point of Care experience, from service-users and staff members.
- Reviewing, and where appropriate commenting and reporting to the Board, on specific matters referred from the Council of Governors, from the Corporate Assessment Group, or any other appropriate group or individual. Such reviews to be co-ordinated where possible with those outlined in the foregoing paragraph.
- Reporting to the Board any observed breach of rights established in the NHS Constitution.

Structure and Quorum Arrangements:

- The group will elect a Chair and Vice-Chair from its membership annually. In the event of absence of both Chair and Vice-chair, those present will elect a member of the group to chair that meeting.
- The quorum of the group will be one-third of the group's membership. Apologies for absence will be recorded, and should be sent to the Trust office prior to the meeting, unless circumstances make that impossible.
- The group will meet bi-monthly, and meetings will have timed agendas.
- These Terms of Reference will be reviewed annually, or sooner at the wish of the group.
- The Chair will report personally to the Board of Directors on matters on which the group is assured, has concerns, or awaits assurance.
- The Chair will report on the work of the group to the Council of Governors.
- A rolling work-plan for the group will be maintained, and updated at each meeting.
- Where necessary, the group will set up working parties to deal with specific items, and report to the group.

J.M.H.

18.8.15

Appendix 1

Reports to be considered as appropriate by the Patient Safety and Experience Sub Group:

- Complaints Reports
- Patient Safety Reports
- Patient Experience Group reports
- I Want Great Care/Other patient survey reports
- Community Survey and Action Plan
- Healthwatch Reports
- Clinical Audit & Effectiveness Committee Report
- Quality Strategy
- Quality Accounts
- Care Quality Commission Reports
- SI Assurance Reports

Staff and Resources Sub Group

Terms of Reference

Lead Director: Director Human Resources & Organisational Development

Aims and Responsibilities

- To scrutinise, contribute and advise on HR strategies, staff satisfaction and performance, staff survey, training and development and staff issues in general.
- To scrutinise, contribute and advise on the Estates Strategy to maximise staff and service user satisfaction and other stakeholders.
- Monitor/ allocation of resources and purchasing
- Exchange information with the full Council of Governors and its sub-groups as required
- To report to the Board of Directors once a year on the work of the sub group.
- Highlight and recommend appropriate action in areas where NHS Constitution rights and practices are incorrectly observed.

Structure and Quorum Arrangements

- The group elects its own chair and vice chair from its membership. It is the Chair's responsibility to ensure that they arrange for the Vice Chair to Chair a meeting if they are not available.
- The quorum for the meeting is one third of the group's membership, and other than in exceptional circumstances, apologies for absence should be given no later than two days before a meeting.
- The group will meet bi-monthly.
- The Staff and Resources Sub-group will report to the full Council of Governors group
- The terms of reference will be reviewed annually or sooner if an issue arises that the members wish to discuss.

Finance, Planning and Performance Sub Group

Terms of Reference

Aims and Responsibilities:

Members will hold the non-executive and executive directors to account for their actions in planning the Trust's development, prudently managing its finances and delivering service performance that meets the standards required by or agreed with its regulators and other stakeholders (Monitor, CQC, Commissioners and Customers). They will do this by: -

- Representing the views of their constituencies by being involved in the Trust's planning processes e.g. Annual Plan
- Leading the development of the Governors' recommendations for inclusion in the Trust's Annual Plan and responding to proposals from the Board, ensuring all Governors are able to contribute as they wish.
- Scrutinising performance information on a themed basis and cross-checking where possible Trust data with evidence from non-Trust sources.
- Taking an overview of finance, planning and performance monitoring processes within the Trust, including the NEDs' contributions to those processes, to assure the full Council of Governors that the systems in place are robust and effective.
- Testing out those processes by reviewing their application in selected aspects of the Trust's work
- Highlighting and recommending appropriate action in areas where NHS Constitution rights in relation to Finance, Planning & Performance are incorrectly observed

Structure and Quorum Arrangements:

- Membership of the group will be reviewed periodically, as determined by the Council of Governors. The group elects its own Chair and Vice-Chair from its membership. It is the Chair's responsibility to ensure that they arrange for another member of the group to be Chair for a meeting if they are not available.
- The quorum for the meeting is one third of the group's members, and other than in exceptional circumstances, apologies for absence should be given no later than 2 days before the meeting.

- The sub-group will normally meet every two months
- The sub-group will circulate a timed agenda to all participants at least 3 working days prior to each meeting
- The sub-group will maintain a workplan which will be updated in preparation for each meeting and changes agreed at that meeting. A summary of the year's work will be presented to the Council of Governors Annual General Meeting. Items to be added to the workplan may be received from its members, other governors / sub-groups and will be agreed at each meeting
- The sub-group will deliver its workplan by:
 - inviting directors / senior managers to present at its meetings and questioning them on their actions and the outcomes
 - submitting written enquiries through the FT Office and reviewing the response
 - whatever other means may seem appropriate, taking advice from the FT Office as necessary, including the setting up of a "Task & Finish" group to review a more complex topic.
- The Finance, Planning and Performance Sub-group reports by exception to the full Council of Governors. Minutes of the meetings are to be circulated to all sub-group governors that were present after every meeting for agreement and a summary of key points circulated to all governors.

The terms of reference will be reviewed on a regular basis.

Reviewed at the September 15 F,P&P- agreed with no changes.

Corporate Assessment Group **Terms of Reference**

Aims and Responsibilities

- To discharge its primary responsibility as delegated by the Council of Governors for providing additional assurance and scrutiny pertaining to the business conducted by the Board of Directors (BoD).
- To receive the agendas and papers of the BoD bi- monthly meetings held in public, the agenda and minutes of BoD meetings held in private, and such other board papers as the group may request, and to discuss, scrutinise and monitor information from these sources.
- To request additional information/assurance from Trust management on specific issues emanating from BoD meetings, inviting Trust staff and Directors to attend the group as appropriate.
- To refer appropriate items to sub-groups for their detailed consideration, and to exercise direct scrutiny of matters falling outside the remit of other sub-groups, or considered to be of interest by the CAG itself, possibly by means of "Task & Finish" working groups.

Structure and Quorum Arrangements

- The quorum for the group is 4 Governors.
- The group will normally meet three weeks after a Board of Directors meeting.
- Only those Governors present at a Corporate Assessment Group meeting can vote on any items this is required for.

Membership

Each sub group should nominate one member to be their representative at the Corporate Assessment Group, although membership is open to all Governors.

Trust Managers and Directors will be invited to attend as appropriate. The group will be supported by the Deputy Director, Corporate Affairs and the FT Office.

Paul Martin, Deputy Director, Corporate Affairs

Updated 25th August 2015

Council of Governors' Chairs Sub Group
Terms of Reference

Aims and Responsibilities

- 1 To advise the Chairman of the Trust on the work plan for the Council of Governors meetings and the agendas for each Council of Governors Meeting.
- 2 To synchronise the work plans of the Sub Groups and where necessary to allocate work to and between Sub Groups.
- 3 To periodically review the effectiveness of the Sub Groups and Council of Governors meetings and report its findings to the Council of Governors for approval and/or action.
- 4 To carry out any duties as delegated by the Council of Governors.

Structure Arrangements

One month approximately before each Council of Governors meeting plus other dates as necessary.

Membership

All Governor Sub Groups Chairs, the Lead Governor, the Vice Chair of the Nominations and Remuneration Committee and any Governor Task and Finish Group Chairs. Vice Chairs of Governor sub groups may attend in place of the Chair.

Paul Bertin, Chairman
Updated June 2016

NOMINATIONS AND REMUNERATION COMMITTEE

TERMS OF REFERENCE

1. AIMS AND RESPONSIBILITIES

- 1.1. The Nominations and Remuneration Committee (NomRem) is a Committee of the Council of Governors and will act within these Terms of Reference on behalf of the Council.
- 1.2. The Committee will also act in accordance with the relevant provisions of Monitor's Code of Governance and Fit and Proper Person Requirements.
- 1.3. Nominations Functions
 - 1.3.1. To ensure there is a formal, rigorous and transparent procedure for the appointment of Non Executive Directors²
 - 1.3.2. To agree and lead the process for the identification and nomination of Non Executive Directors for approval by the Council of Governors including the consideration of reappointment of Non Executive Directors
 - 1.3.3. To ensure there is a formal and transparent procedure for setting the annual objectives for the Non Executive Directors
 - 1.3.4. To develop, in conjunction with the Trust Chairman, and agree the annual objectives of the Trust Chairman, for approval by the Council of Governors
 - 1.3.5. To contribute, through the Trust Chairman, to the setting of the annual objectives of the Non Executive Directors
 - 1.3.6. To ensure there is a formal and transparent procedure for the appraisal of Non Executive Directors' performance
 - 1.3.7. To regularly review, in conjunction with the Board of Directors Nominations and Remuneration Committee, the structure, size and composition of the Board of Directors
 - 1.3.8. To evaluate the balance of skills, knowledge, and experience of the Board of Directors and, in the light of this evaluation, prepare a description of the role and capabilities required for Non Executive Director appointments
 - 1.3.9. To give full consideration to succession planning, taking into account the future challenges, risks and opportunities facing the

² Although not expressly stated Non-Executive Directors include the Chair of the Trust.

Foundation Trust and the skills and expertise required within the Board to meet them

- 1.3.10. To appoint executive search consultants in respect of Non Executive Director recruitment as required

1.4. Remuneration Functions

- 1.4.1. To ensure there is a formal and transparent policy on Non Executive Director remuneration
- 1.4.2. To set the structure and levels of remuneration of Non Executive Directors
- 1.4.3. To determine and review the terms and conditions of Non Executive Directors
- 1.4.4. To market test/ benchmark the remuneration of the Non Executive Directors at a frequency agreed by the Committee and taking account of any external guidance on recommended frequency and/ or where the Committee is considering recommending large change to that remuneration, drawing on external professional advice
- 1.4.5. To appoint, if deemed appropriate, independent consultants to advise on Non Executive Director remuneration.

2. STRUCTURE AND QUORUM ARRANGEMENTS

- 2.1. The Trust Chairman shall be the Chair of the Committee except where:
 - 2.1.1. the re-appointment of the Trust Chairman or the appointment of a new Trust Chairman is being considered
 - 2.1.2. the Chairman's appraisal or objectives are being considered
 - 2.1.3. any of the remuneration functions as per 1.4 above are being considered
- 2.2. In the above instances the Committee's Vice Chair will become Chair for these items. The Trust Chairman will not participate in the Committee's discussions on these matters unless invited to do so by the Vice Chair of the Committee. It will be at the discretion of the Committee as to whether the Trust Chairman is invited to be present when these matters are discussed. The Trust Chairman will have no voting rights on these matters.
- 2.3. The quorum for the Council of Governors Nom/Rem Committee will be a minimum of 4 members
- 2.4. The Committee will meet as and when required to allow it to discharge its functions but this will be no less than annually

2.5. The Committee will circulate an agenda to all members at least three working days prior to the next meeting

3. MEMBERSHIP

3.1. The Committee will consist of the following nominated persons:-

- Trust Chairman
- 4 Elected Governors
- 2 Appointed Governors

- Executive Lead (in attendance): Deputy Director, Corporate Affairs/Director of HR and OD

3.2. In the case of the appointment process for the Trust Chairman, the Senior Independent Director (SID) will be co-opted to join the Committee. The SID will attend in an advisory capacity and will not participate in the formal decision making process.

3.3. In the case of the appointment (but not reappointment) process of the Trust Chairman or Non Executive Director, a Chairman of another NHS Trust will also be co-opted to join the Committee.

Updated Jan 16