

Rules of Procedure

July 2025



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About University Hospitals of North Midlands NHS Trust

What we do....

University Hospitals of North Midlands NHS Trust (UHNM) was established in November 2014 following the integration of University Hospital of North Staffordshire NHS Trust and Mid Staffordshire NHS Foundation Trust. We operate two hospitals: Royal Stoke University Hospital and County Hospital.

We provide care in modern, well-equipped facilities and offer a comprehensive range of general and specialist services to a population of approximately 3 million people. Our workforce comprises around 12,500 employees, and we have approximately 1,450 inpatient beds across our two sites.

UHNM is one of the largest hospital trusts in the West Midlands and home to one of the busiest emergency departments in the country, with an average of 14,000 attendances per month across both sites. As a designated Major Trauma Centre, we receive emergency patients from a wide geographical area, including by helicopter and ambulance, serving as the specialist centre for North Midlands and North Wales.

Our specialist services include:

- Cancer diagnosis and treatment
- Cardiothoracic surgery
- Neurosurgery
- Renal and dialysis services
- Neonatal and paediatric intensive care
- Trauma and spinal surgery
- Respiratory medicine
- Upper gastrointestinal and complex orthopaedic surgery
- Laparoscopic surgery

We play a central role in the Staffordshire and Stoke-on-Trent Integrated Care System (ICS), working in close partnership with health, social care, and voluntary sector organisations to deliver integrated, patient-centred care. We also maintain long-standing collaborations beyond the ICS footprint, built over more than a decade.

UHNM partners with Keele University and Staffordshire University to deliver world-leading research, education, and innovation. These partnerships help equip our clinicians and leaders with the skills and experience needed to thrive in an increasingly complex health and care environment.

We also work closely with our Private Finance Initiative (PFI) partners through exemplary relationships recognised by the Cabinet Office Supplier Relationship Management Programme (SSRM).

As a regional and national leader, UHNM hosts and contributes to multiple clinical networks, helping to shape and improve specialist services across the NHS.

Our Strategy 2025-2035: The best joined-up care for *all*

Our refreshed strategy was developed through extensive consultation during 2024/2025 and officially launched in April 2025. It sets out our strategic framework and vision: “The best joined-up care for *all*”.

This vision is underpinned by our values and by three strategic priorities; Our People, Our Patients and Our Population. To deliver on these priorities and respond to the national 10-year health plan, we have established four key programmes as highlighted below:

Our Strategy 2025 - 2035: The best joined-up care for *all*



Our Priorities



Our Programmes



Our Strategic Plans

Quality, Access & Performance | People | Population Health | Digital | Research | Innovation | Estates & Facilities

Our Values



1. Introduction

University Hospitals of North Midlands NHS Trust (the Trust) is a statutory body established on 4 November 1992 under The North Staffordshire Hospital NHS Trust (Establishment) Order 1992 No. 2559. The Trust’s name was most recently amended in 2014 under The University Hospitals of North Midlands NHS Trust (Establishment Amendment) Order 2014 No. 2844.

- NHS Trusts are governed primarily by:
- The National Health Service Act 2006
 - The Health and Social Care Act 2012
 - The Health and Care Act 2022, which introduced further amendments

The functions of the Trust are conferred through this legislation. In addition, the Trust holds statutory powers to jointly fund projects with local authorities, voluntary organisations, and other bodies.

- To ensure effective governance, we adopt:
- Standing Orders, which regulate its proceedings and business
 - Standing Financial Instructions (SFIs), which form an integral part of the Standing Orders and define individual responsibilities

These documents are maintained separately from the Rules of Procedure, and we are also subject to all other relevant statutes and legal provisions applicable to operations.

In addition, this document forms part of our wider Well-Led Framework alongside the Accountability and Performance Management Framework:

Our Well-Led Framework

To succeed with Our Strategy, we must ensure that there are effective governance, management and leadership arrangements in place to ensure sustainability. The Accountability and Performance Management Framework forms part of our broader ‘Well-Led’ framework.

Our Strategy 2025 – 2035: The best joined-up care for all

Our Strategy defines our priorities for our people, our patients and our population. It frames the context we are working within, and guides how we will work together with our teams, partners and the system to help us shape our services and the way we work.

Our People

We will create an inclusive workforce where everyone learns, thrives, and makes a positive difference

Our Patients

We will provide timely, innovative and effective services to our patients

Our Population

We will provide tackle inequality, and improve the health of our population

Delivery			Culture & Leadership		Oversight		
Strategic Programmes	Annual Plan / Strategic Delivery Plans	Strategy Delivery Unit	Leadership Development Programme	Behaviour Framework	Accountability & Performance Management Framework	Corporate Governance Structure & Rules of Procedure	Board Assurance Framework
Major programmes of work that we need to focus on. These describe the changes in the way we provide care as well as recognising some immediate areas for focus.	Detailed annual and longer-term plans, which identify the specific actions we will take to deliver our strategic priorities, the timescales for delivery and the outcomes we expect to see as a result.	Co-ordinating the capacity and capability we need to transform and ensure continuous improvement. Overseeing development and delivery of our Strategic Programmes, and resource needed to deliver.	Designed to ensure we have capable, compassionate and inclusive leaders, with the knowledge and skills they need to deliver our Strategic Priorities.	Outlines the expectations of the attitudes and behaviours of our people, and what we do not accept. Designed to promote the culture we aspire to.	Defines the key accountabilities and structures to deliver Our Strategy. Defines the framework through which we will manage performance.	The structure we use to oversee performance, hold to account and seek assurance on the delivery of Our Strategy, from wards through to the Board. Rules of Procedure determine the Terms of Reference and Membership.	The framework we use to identify and manage risks to Our Strategy and the key sources of assurance that we rely upon through our Corporate Governance Structure.

2. Definitions

Accountable Officer	The NHS officer responsible for the stewardship of public funds and assets. At University Hospitals of North Midlands NHS Trust, this role is held by the Chief Executive.
Associate Member	An individual appointed to carry out specific statutory or non-statutory duties delegated by the Board. These duties must be formally recorded in a Trust Board minute or equivalent documentation.

Board	The collective body comprising the Chair, Executive Directors, and Non-Executive Directors.
Budget	A financial plan proposed for a defined period, supporting the delivery of its functions. Budgets may also include associated workforce and workload plans.
Budget Administrator	An employee with delegated authority from a Budget Manager (up to £5,000 including VAT) to manage income and expenditure for a specific cost centre or group of cost centres.
Budget Manager	An employee with delegated authority from a Budget Holder (up to £25,000 including VAT) to manage finances for a specific cost centre or group of cost centres.
Budget Holder	A Director or employee with delegated authority from the Chief Executive (up to £50,000 including VAT) to manage finances for a defined area of the organisation.
Chair of the Trust	Appointed by NHS England, the Chair leads the Board and ensures it discharges its responsibilities effectively. In the Chair's absence, the Vice Chair assumes these duties.
Chief Executive	The Accountable Officer, responsible for overall leadership and performance.
Commissioning	The process of assessing needs and securing healthcare and related services within available resources.
Committee	A committee or sub-committee formally established and appointed by the Board.
Committee members	Individuals formally appointed by the Board to serve on or chair specific committees.
Contracting and procuring	The systems and processes for acquiring goods, services, construction works, and for disposing of surplus or obsolete assets.
Employee (Officer)	Any individual employed, or holding a paid appointment or office.
Executive Director (Officer Member)	An officer responsible for specific duties as outlined in the Standing Orders and Standing Financial Instructions.
Funds held on trust	Funds held by the Trust either at incorporation, received via statutory instrument, or accepted under powers granted by the NHS Act 2006 (as amended). These may include charitable and non-charitable funds.
He/she or his/her	These terms are used interchangeably and apply to all genders, referring to the post holder regardless of gender identity.
Member	An Executive or Non-Executive Director of the Board, depending on context.
Membership, Procedure and Administration Arrangements Regulations	Refers to the NHS Membership and Procedure Regulations (SI 1990/2024) and any subsequent amendments.
Non-Executive Director (Non-Officer Member)	A Board member who is not an officer and is not deemed to be one under regulation 1(3) of the Membership, Procedure and Administration Arrangements Regulations.
Scheme of Reservation and Delegation of Powers	A document outlining the powers reserved by the Board and those delegated to others for the detailed application of Trust policies and procedures.
Senior Independent Director (SID)	A Non-Executive Director who acts as a point of contact for concerns that cannot be resolved through the Chair, Chief Executive, Executive Directors, or Director of Governance.
SO's	Rules governing the conduct of business and proceedings.
Standing Financial Instructions (SFIs)	Detailed financial policies and procedures adopted to ensure sound financial governance.
The Trust	Refers to University Hospitals of North Midlands NHS Trust.
Vice Chair	A Non-Executive Director appointed by the Board to act in the Chair's absence.

3. Governance

The Trust Board of University Hospitals of North Midlands NHS Trust plays a vital role in setting the strategic direction, leading the organisation, overseeing operations, and ensuring accountability to patients, employees, and stakeholders in an open and effective manner.

Good governance is central to effective leadership. It enables meaningful challenge, clear accountability, and responsible decision-making. Corporate governance refers to the system by which organisations are directed and controlled, ensuring transparency, integrity, and stewardship. While the Board provides strategic oversight, day-to-day operational management is delegated to the Executive Directors and the management teams they lead.

As outlined in NHS England's Well-led Framework, NHS Trusts operate in increasingly complex environments. These challenges include:

- The evolving needs of an ageing population
- The imperative to work collaboratively with system partners
- Workforce shortages
- Financial pressures and slower budget growth

In this context, Trust Boards must maintain robust oversight of care quality, operational performance, and financial sustainability. They must also be agile in responding to new models of care and resource constraints, while continuing to deliver safe, high-quality, and sustainable services.

NHS Trusts are expected to conduct their affairs with integrity and effectiveness, building public, patient, and stakeholder confidence. The Trust Board is ultimately responsible for all aspects of the organisation's performance and governance.

4. Statutory Framework

The Board of University Hospitals of North Midlands NHS Trust (UHNM) is constituted in accordance with statutory requirements and comprises:

- Chair of the Trust – appointed by NHS England on behalf of the Secretary of State for Health and Social Care
- Six Non-Executive Directors – bringing independent oversight and expertise
- Five Executive Directors – including the Chief Executive and the Chief Finance Officer, responsible for operational leadership and delivery

The principal place of business is: Royal Stoke University Hospital, Newcastle Road, Stoke-on-Trent, Staffordshire, ST4 6QG. We also deliver services at: County Hospital, Weston Road, Stafford, ST16 3SA.

Further details, including the Board's organisational structure and the Board Committee structure, are provided in Appendices 1 and 2.

5. The Board and Exercise of Statutory Powers

The Board of University Hospitals of North Midlands NHS Trust shares a unitary responsibility for the effective governance and strategic leadership of the organisation. Its key responsibilities include:

- Ensuring high standards of corporate governance and promoting a culture of integrity and propriety
- Establishing the strategic direction and priorities
- Overseeing the effective and efficient delivery of plans and statutory functions
- Promoting and embedding quality across all activities and services
- Monitoring performance against agreed objectives, targets, and regulatory requirements
- Ensuring that all Board members, individually and collectively, uphold the Seven Principles of Public Life (as set out by the Committee on Standards in Public Life: [Selflessness, Integrity, Objectivity, Accountability, Openness, Honesty, Leadership])

The Board operates on the principle of unitary responsibility, meaning that all decisions are made jointly and all members are accountable for those decisions.

All Board members are subject to the Code of Conduct, detailed in Appendix 3. Any member who significantly or persistently fails to comply with these Rules of Procedure may be considered in breach of their duties and will be managed in accordance with our policies and procedures.

6. Meetings and Proceedings of the Board

6.1 Meetings of the Board

- Ordinary meetings of the Board shall be held at regular intervals, at times and locations determined by the Board and outlined in the annual Calendar of Business
- The Board may invite any individual to attend all or part of a meeting, as appropriate
- Meetings are held in person although there is the opportunity to join virtually (via Microsoft Teams). Locations will either be within Royal Stoke University Hospital or County Hospital, depending on operational needs
- Board members are expected to attend a minimum of four Board meetings within any rolling 12-month period

6.2 Admission of the Public and Press

- The Board operates in an open and transparent manner, whilst ensuring that matters of confidentiality are maintained as such
- The Chair may issue directions regarding meeting arrangements, including the accommodation of the public and press, in accordance with the Public Bodies (Admission to Meetings) Act 1960. These directions ensure that Board business can be conducted without interruption or disruption
- The Board may resolve to exclude the public and press from all or part of a meeting when publicity would be prejudicial to the public interest—due to the confidential nature of the business or for other special reasons stated in the resolution
- Members of the public and press are not permitted to attend meetings of committees or sub-committees, unless specifically invited

Confidential Business

- Any business conducted by the Board in private (i.e. issues of a confidential nature, of commercial sensitivity or specific legal and regulatory issues), following the exclusion of the press and public, shall be treated as confidential
- Board members, Directors, and employees in attendance must not disclose the contents of papers marked 'In Confidence' or minutes headed 'Items Taken in Private' outside of the Trust, without express permission
- This restriction also applies to any discussions held in private session relating to such reports or papers

Recording and Transmission of Meetings

- The recording or transmission of Board meetings by members of the public or press is not permitted
- Exceptions may be made only with the prior approval of both the Chair and the Chief Executive, granted in advance of the meeting

6.3 Board Meeting Agenda and Papers

- Under normal circumstances, the agenda for each Board meeting will be circulated in a digital format, to members at least five working days in advance
- Supporting papers will accompany the agenda wherever possible and will be dispatched no later than three clear working days before the meeting, except in cases of emergency
- For meetings held in public, the agenda and supporting papers will be published on the website (www.uhnm.nhs.uk) at least three working days prior to the meeting

Order of Business

- The order of business shall follow the published agenda unless otherwise directed by the Chair
- The Chair may, at their discretion or at the request of another Board member, alter the order of business at any stage during the meeting
- The agenda will be primarily based on the Business Cycle approved by the Board (see Appendix 4)

Late Papers and Additional Business

- Late papers may only be proposed at a Board meeting with the prior permission of the Chair
- No other business, beyond that listed on the agenda, will be considered unless the Chair deems it appropriate for discussion

Confidentiality of Board Papers

- Board members must treat any papers marked private and confidential with the utmost discretion
- Such papers should not be discussed with individuals outside the Board or Trust employees unless explicitly agreed by the Chair
- If external consultation is necessary, members must ensure that those consulted are made aware of, and respect, the confidential nature of the information

Security of Confidential Documents

- Whilst all board members are asked to access their papers digitally, when printed versions are required, members must take care not to leave confidential Board papers unattended or in locations where they may be accessed by unauthorised individuals

6.4 Extraordinary Meetings of the Board

- In cases of urgency, the Chair may determine that an extraordinary meeting of the Board be held. The timing and arrangements for such a meeting shall be at the Chair's discretion

6.5 Power to Call Meetings of the Board

- The Chair may call a meeting of the Board at any time if, in their opinion, an urgent matter has arisen
- If two or more Board members submit a signed written request for a meeting, the Chair must, as soon as practicable and within seven calendar days of receiving the request, arrange for a meeting to be held within 28 calendar days of the request date

6.6 Chairing of Meetings

- The Chair, if present, shall preside over all meetings of the Board
- In the absence of the Chair, the Vice-Chair shall preside
- If both the Chair and Vice-Chair are absent, a Non-Executive Director, chosen by the members present, shall preside over the meeting
- The procedure at meetings shall be determined by the presiding Chair

6.7 Procedure at Meetings of the Board

The Chair, or the person presiding over the meeting, shall be responsible for:

- Preserving order and ensuring that all Board members have a fair opportunity to express their views
- Determining all matters of order, competency, and relevancy
- Deciding the order in which members speak
- Determining whether a vote is required, and how it is to be conducted

Written Comments from Absent Members

Board members who are unable to attend a meeting may submit written comments on agenda items. These may be circulated to those present and read aloud at the appropriate point in the meeting.

Decision-Making and Voting

As a unitary board, decisions will normally be made by consensus. On occasion, where consensus cannot be reached, a formal vote will be taken in the following circumstances:

- When the Chair believes there is a significant divergence of opinion, and no clear consensus has emerged
- When a Board member present requests a vote
- When the Chair deems a vote necessary for any other reason

Voting procedures:

- A decision shall be determined by a majority of votes from members present and voting
- In the event of a tie, the Chair (or presiding member) shall have a second and casting vote
- At the Chair's discretion, votes may be taken by oral expression, show of hands, or paper ballot
- If at least one-third of members present request it, voting may be recorded to show how each member voted (except in the case of a paper ballot)
- Proxy voting is not permitted. A member must be present at the time of the vote to participate
- A manager formally appointed to act up for an Executive Director may exercise voting rights (this includes existing non-voting Executive Directors representing a voting Executive in times of absence)
- A manager attending without formal acting-up status may not vote. The status of Executive Directors must be recorded in the minutes

Note: No resolution will be passed if it is unanimously opposed by all Executive Directors present or by all Non-Executive Directors present.

- The minutes will record only the numerical outcome of any vote (votes for, against, and abstentions). Individual votes will not be attributed unless a member specifically requests this immediately after the item concludes

Deferral and Delegation of Decisions

- The Board may agree to defer a decision to allow for further information or consideration. The reason for deferral and the proposed timeline for revisiting the item will be recorded in the minutes
- The Board may also delegate a decision on an agenda item to the Chair. Any such delegation will be formally recorded in the minutes

Virtual Approval

In exceptional circumstances, where urgent matters arise between formal meetings, and following consultation with the Chief Executive or another Executive Director, the Chair may authorise a decision to be made by email. In such cases:

- Papers will be circulated by the Deputy Director of Governance
- A decision may be confirmed by a majority of Board members
- The Chair retains the right to exercise a second and casting vote if required

This method will only be used when the matter is time-critical or where discussion at a formal meeting would not materially benefit the decision-making process.

6.8 Quorum of the Board

- No approvals shall be transacted at a meeting of the Board unless a quorum is present
- A quorum shall consist of at least five Directors with voting rights, including a minimum of three Non-Executive Directors
- Non-Executive Directors must be in the majority. The Chair, if present, shall count as one of the Non-Executive Directors

Quorum Exclusions

- An individual attending on behalf of an Executive Director without formal acting-up status shall not count towards the quorum, although existing non-voting Executive Directors representing a voting Executive in times of absence will count towards the quorum
- If a Board member is disqualified from participating in a discussion or vote due to a declared conflict of interest, they shall no longer count towards the quorum for that item

- If the quorum is lost due to such disqualification, the item in question may not be discussed or voted upon, and this shall be recorded in the minutes. The meeting shall then proceed to the next item of business

Remote Participation

- Participation is expected to be in person, but in exceptional circumstances, members may join via Microsoft Teams. Such members shall be deemed present and counted towards the quorum

Inquorate Meetings

If a meeting:

- Is not quorate within 30 minutes of the scheduled start time, or
 - Becomes inquorate during the course of the meeting,
- then the meeting shall either:
- Be adjourned to a time, date, and place determined by the members present, or
 - Continue as an informal meeting, during which no formal decisions may be taken

6.9 Minutes of the Board

- The minutes of each Board meeting, along with a Post-Meeting Action Log, shall be prepared and submitted for approval at the next scheduled meeting. The approval of the minutes will be formally recorded
- No discussion shall take place on the minutes except to correct inaccuracies or where the Chair deems discussion appropriate (e.g. matters arising)

The minutes shall include:

- The names of all Board members present, any other individuals in attendance and any apologies received from absent Board members
- Any declarations of interest
- Any withdrawals from the meeting due to a declared conflict of interest
- Minutes will summarise key points of discussion. Where sensitive matters (e.g. personnel) are discussed, the minutes will reflect the substance of the discussion in general terms
- Once approved, the minutes will be published on the website as part of the papers for the next scheduled public Board meeting

6.10 Emergency Powers

- In the event of an emergency, the Chair, after consulting with the Chief Executive, may exercise the functions of the Board

Any such decision must be:

- Reported to the next formal Board meeting held in public session
- Formally ratified by the Board
- Accompanied by a clear explanation of the reasons for the emergency decision

6.11 Delegation of Powers

- University Hospitals of North Midlands NHS Trust remains ultimately accountable for all Trust functions, including those delegated to Committees, the Chair, the Chief Executive, Executive Directors, or other employees. To maintain effective oversight, the Board requires regular information on the exercise of delegated functions
- The list of matters reserved for Board decision does not preclude other matters being referred to the Board at its discretion
- All powers delegated by the Board may be reassumed at any time, and the Board reserves the right to revoke or vary any delegation
- The Board delegates to each of its committees the authority to discharge functions within their respective terms of reference, except for matters explicitly reserved to the Board

The Chief Executive is responsible for preparing and maintaining the Scheme of Delegation (Trust Policy F02), which outlines:

- Functions to be performed personally by the Chief Executive
- Functions delegated to Committees and individual employees

All powers delegated by the Chief Executive may also be reassumed by them if necessary

Delegated powers are exercised on the understanding that:

- They will not be used in any matter likely to cause public concern or damage the reputation
- Appropriate expert advice will be sought where necessary
- Any associated costs can be met within the authorised budget
- The Corporate Governance Office is responsible for maintaining a record of all delegated powers, authorities, and discretions
- In the absence of an employee to whom powers have been delegated, those powers may be exercised by the relevant Executive Director, unless alternative arrangements have been approved by the Board
- If the Chair is absent, powers delegated to them may be exercised by the Vice Chair in relation to Board matters, and by the Chief Executive, following appropriate consultation with the Board and Executive Directors

6.12 Role of Accountable Officer and Standing Financial Instructions

The Chief Executive serves as the Accountable Officer. In this capacity, the Chief Executive is personally responsible for ensuring that:

- Public funds entrusted us are properly safeguarded
- Resources are used effectively, efficiently, and economically
- We comply with all relevant statutory and regulatory requirements

Financial governance is further supported by the Standing Financial Instructions (SFIs), set out in Policy F01 – Standing Financial Instructions. These instructions:

- Define the financial responsibilities, policies, and procedures to be followed across the organisation
- Ensure that all financial transactions are conducted in accordance with legal and government requirements
- Promote probity, accuracy, economy, efficiency, and effectiveness in the use of public funds
- Provide a clear framework of procedures and rules for all employees to follow

Note: All proposed expenditure exceeding £1.5 million must be formally approved by the Board.

6.13 Personal Conflicts of Interest

- If a Board or Committee member has a known or potential material and relevant interest—whether direct or indirect, pecuniary or non-pecuniary—that a fair-minded and informed observer would consider presenting a real possibility of bias, they must declare the nature of the interest or duty

Declaration Process

Declarations may be made:

- At the meeting, either at the start or at the relevant agenda item
- In advance, in writing to the Corporate Governance Office
- If declared in advance, the Chair will inform the meeting before the item is discussed
- If a member becomes aware of a conflict during discussion, they must declare it immediately

Participation in Discussion

Once a declaration is made and fully explained, the Board or Committee members present will decide unanimously whether, and to what extent, the individual may:

- Participate in the discussion
- Remain in the room

- Access related written materials
- If required to leave the meeting, the Chair may allow the individual to make a brief statement before withdrawing
- The decision and rationale will be recorded in the minutes

Conflicts Involving the Chair

- If the Chair has a relevant interest, they must declare it and seek the agreement of the Board or Committee regarding their participation
- If it is agreed that the Chair should not participate, another member will be appointed to chair the discussion for that item
- The decision and extent of the Chair's access to papers will be recorded in the minutes

Employees in Attendance

- Employees who are not Board or Committee members but are in attendance must also declare any relevant interests
- If a conflict is identified, the Chair may instruct the employee to withdraw from the discussion

Policy Reference

- All Board members, Committee members, and employees are subject to the provisions of Trust Policy G16 – Standards of Business Conduct, which outlines the full arrangements for managing conflicts of interest

6.14 Allowances for Non-Executive Members of the Board

Non-Executive members of the Board are entitled to seek reimbursement of reasonable expenses incurred in the exercise of duties in accordance with Trust Policy.

7. Meetings and Proceedings of Committees

Where no specific provisions are outlined for Committees, the principles and procedures applicable to the Board shall apply. In cases of inconsistency between these provisions and a Committee's Terms of Reference, the Terms of Reference shall take precedence.

Committee Governance Packs, including Terms of Reference, Membership, and Business Cycles, are available in Appendices 9–13.

7.1 Appointment of Committees

- The Board may establish Committees for any purpose within its functions and shall define their powers and responsibilities
- The Board shall appoint members to each Committee
- The Chair of each Committee shall be a Board member, unless otherwise specified (e.g. where the Chief Executive, as Accountable Officer, is required to chair)
- The Board shall review the structure and scope of each Committee's activities regularly
- The Board shall approve and may amend the Terms of Reference for each Committee

7.2 Meetings of a Committee

- Committees shall meet at regular intervals, as determined by their members. Each Committee shall decide the time and location of its meetings

7.3 Extraordinary Meetings of a Committee

- In urgent circumstances, the Committee Chair may convene an extraordinary meeting at a time and place of their choosing

7.4 Attendance at Committee Meetings

- Any Board member may attend and speak at a committee meeting with the permission of the Committee Chair
- Board members who are not formal Committee members may not vote
- If a formal Committee member is unable to attend, a suitably senior deputy may attend with full delegated authority, and may be counted for quorum purposes, where appropriate

7.5 Chairing of Committee Meetings

- The Committee Chair, if present, shall preside over all meetings
- In their absence, a Non-Executive Board member who is also a Committee member, or a Board member nominated by the Chair, shall preside
- The procedure at meetings shall be determined by the presiding Chair

7.6 Quorum of Committees

- A Committee meeting shall be quorate when at least half of its total membership is present, including at least one Non-Executive Board member, unless otherwise specified in the Committee's Terms of Reference.

7.7 Minutes of Committees

- A member of the Corporate Governance Office shall act as Secretary to each Committee
- The Secretary shall record the minutes of each meeting, which shall be submitted to the next Committee meeting for confirmation or amendment
- Minutes shall be made accessible to all Board members via the Corporate Governance Office

7.8 Committee Reporting to the Board

- Following each Committee meeting, the Corporate Governance Office shall prepare a summary report on behalf of the Committee Chair for presentation at the next Board meeting

This report will highlight:

- Key risks and escalations
- Actions taken
- Recommendations to the Board
- Each Committee, led by the Deputy Director of Governance (on behalf of the Chair), shall conduct an annual effectiveness review against its Terms of Reference and Membership. The outcome will be reported to the Board in line with the Annual Business Cycle

7.9 Prohibition on Delegation of a Committee's Function

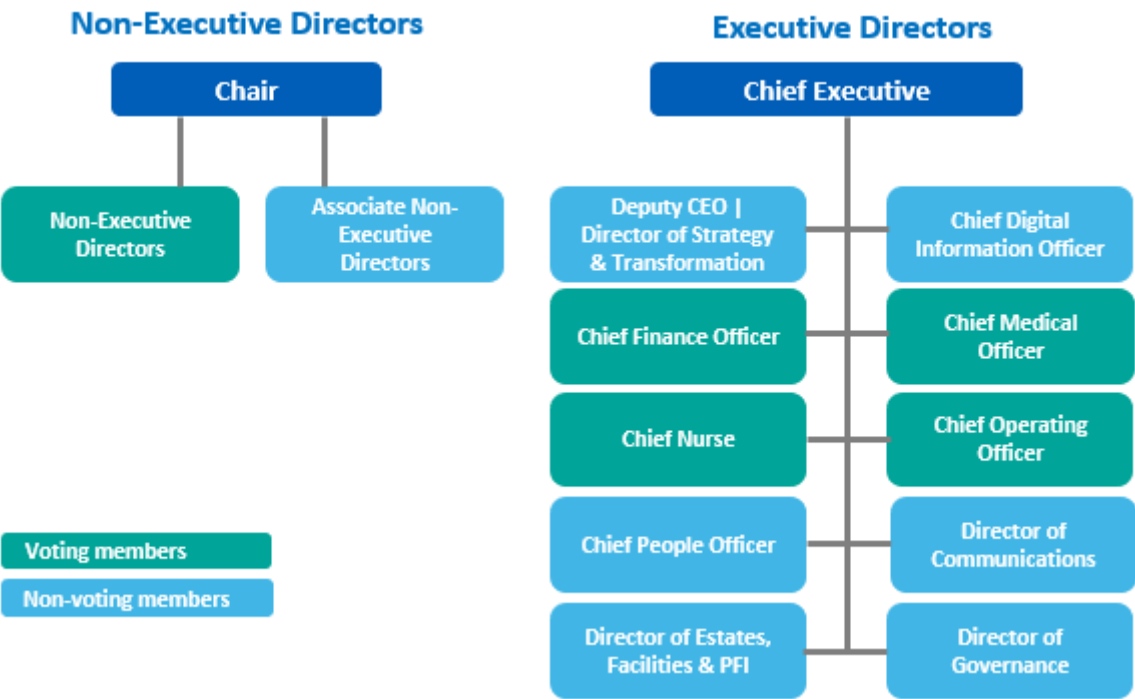
- Committees may not delegate their functions to any other group or individual unless explicitly authorised by the Board in their Terms of Reference

8. Other Documents Relevant to these Rules of Procedure

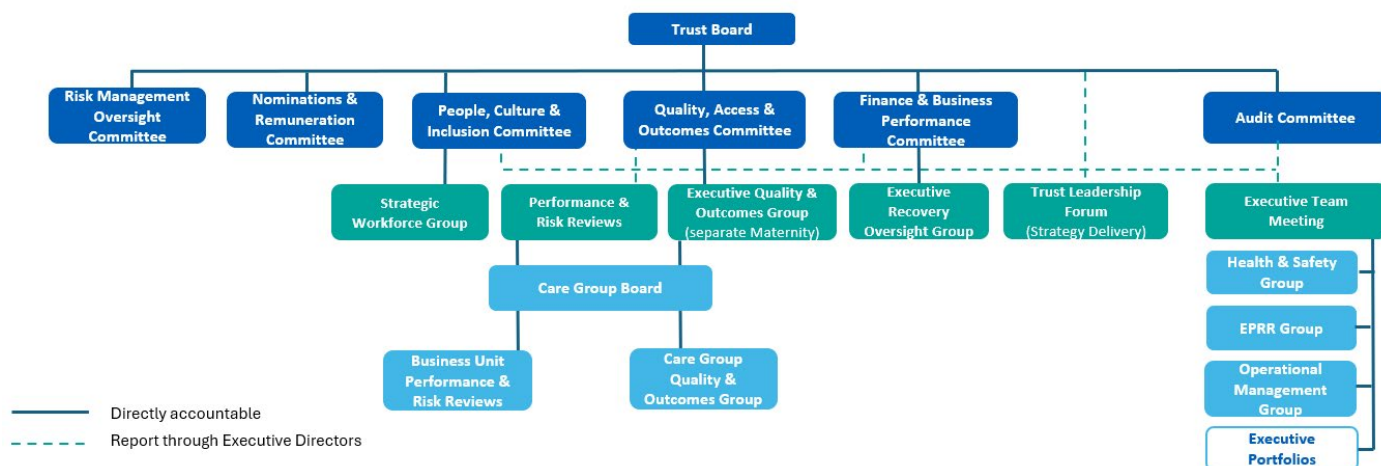
The following documents should be read in conjunction with the Rules of Procedure:

- F01 Standing Financial Instructions
- F02 Scheme of Delegation
- G19 Standing Orders
- G16 Standards of Business Conduct
- Trust Values, Behaviours and Standards Framework
- Accountability and Performance Framework

Appendix 1 – Trust Board Organisation Chart



Appendix 2 – Corporate Governance Structure



Appendix 3 - Code of Conduct for Board Members

To justify the trust placed in me by patients, service users and the public, I will abide by these standards at all times when at the service of the NHS.

I understand that care, compassion and respect for others are central to quality in healthcare; and that the purpose of the NHS is to improve the health and wellbeing of our people, patients and population, supporting them to keep mentally and physically well, to get better when they are ill and when they cannot fully recover, to stay as well as they can to the end of their lives.

I understand that I must act in the interests of patients, service users and the community I serve, and that I must uphold the law and be fair and honest in my dealings.

Introduction

All members of NHS Boards are expected to work to the highest personal and professional standards and should understand and be committed to the practice of good governance and to the legal and regulatory frameworks in which they operate. As individuals, they must understand both the extent and limitations of their personal responsibilities.

This Code of Conduct has been developed in line with a range of existing standards relevant to the healthcare sector. The standards set out within this Code are consistent with the Nolan Principles on Public Life and with existing regulatory frameworks applying to professionals and senior managers working in the NHS.

In addition, the Code of Conduct should be read alongside the Values, Behaviours and Standards Framework.

Purpose

Senior leadership roles can frequently require individuals to address dilemmas in difficult decisions. Their decisions must balance the potentially conflicting but legitimate needs of individuals, communities, the healthcare system and taxpayers.

- Part 1 of this Code of Conduct is designed to provide a framework to guide judgment in these circumstances, through a consistent application of values and principles
- Part 2 sets out etiquette for Board members, including behavioural expectations aligned to our values of Kind, Excellent and Together, to help ensure that Board meetings are effective and focused
- Part 3 provides an outline of the individual and collective roles and responsibilities of Board members

Part 1: Standards for Board Members

All Board members should understand and be committed to the practice of good governance and to the legal and regulatory frameworks in which they operate. As individuals they must understand both the extent and limitations of their personal responsibilities, such as the differences in role of executive and non-executive Board members. To justify the trust that has been placed in them by patients and the public they must adhere to these standards of personal behaviour, technical competence and business practice.

3.1 Personal Behaviours

In the treatment of patients and service users, their families and their carers, the community and colleagues, and in the design and delivery of services for which they are responsible, Board members must commit to:

- The values of the **NHS Constitution** in the treatment of colleagues, patients and their families and carers and the community, and in the design and delivery of services for which they are responsible
- Promoting **equality, diversity and inclusion** in the treatment of colleagues, patients and their families and carers, and the community, and in the design and delivery of services for which they are responsible
- Promoting **human rights** in the treatment of colleagues, patients, their families and carers, and the community, and in the design of services for which they are responsible
- The **duty of candour** to ensure that 'patients/their families are told about patient safety incidents that affect them, receive appropriate apologies, are kept informed of investigations and supported to deal with the consequences'. This applies to patient safety incidents that occur during care provided and that result in moderate harm, severe harm or death. This also applies to suspected incidents which have yet to be confirmed, where the suspected result is moderate harm, severe harm or death
- The requirements as set out by the Care Quality Commission in relation to the **Fit and Proper Persons Test**
- Ensuring the safeguarding of **public funds**, taking appropriate measures to ensure resources are used efficiently, economically and effectively. In addition, Board members should refer to the Standards of Business Conduct Policy, in terms of receipt of gifts and hospitality

In addition to acting as role models for Our Values, Board members must apply the following principles in their work and relationship with others:

Responsibility	I will be fully accountable for my work and the decisions that I make, for the work and decisions of the Board, including delegated responsibilities, and for the employees and services for which I am responsible.
Honesty	I will act with honesty in all my actions, transactions, communications, behaviours and decision-making, and will resolve any conflicts arising from personal, professional or financial interests that could influence or be thought to influence my decisions as a Board member
Openness	I will be open about the reasoning, reasons and processes underpinning my actions, transactions, communications, behaviours and decision-making and about any conflicts of interest
Respect	I will treat patients and service users, their families and carers, the community and colleagues with dignity and respect at all times
Professionalism	I will take responsibility for ensuring that I have the relevant knowledge and skills to perform as a Board member and that I reflect on and identify any gaps in my knowledge and skills and will participate constructively in appraisal of myself and others. I will adhere to any professional or other codes by which I am bound
Leadership	I will lead by example in upholding and promoting these Standards and use them to create a culture in which their values can be adopted by all.
Integrity	I will act consistently and fairly by applying these values in all my actions, transactions, communications, behaviours and decision-making, and always raise concerns if I see harmful behaviour or misconduct by others.

3.2 Technical Competence

For themselves and the organisation, Board members must seek:

- To make sound decisions individually and collectively
- Excellence in the safety and quality of care, patient experience and the accessibility of services
- Long term financial stability and best value for the benefit of patients, service users and the community

This will be done through:

- Always putting the safety of patients and service users, the quality of care and patient experience first, enabling colleagues to do the same
- Demonstrating the skills, competencies and judgment necessary to fulfil their role and by engaging in training, learning and continuing professional development
- Having a clear understanding of the business and financial aspects of the organisations work and of the business, financial and legal contexts in which it operates
- Making best use of expertise and that of colleagues while working within the limits of their own competence and knowledge
- Understanding their role and powers, the legal, regulatory and accountability frameworks and guidance within which they operate and the boundaries between the executive and non-executive
- Working collaboratively and constructively with others, contributing to discussions, challenging decisions and raising concerns effectively
- Publicly upholding all decisions taken by the Board under due process for as long as they are a member of the Board
- Thinking strategically and developmentally
- Seeking and using evidence as the basis for decisions and actions
- Understanding the health needs of the population served
- Reflecting on personal, Board and organisational performance and how their behaviour affects those around them; and supporting colleagues to do the same
- Looking for the impact of decisions on the services provided, on the people who use them and on employees
- Listening to patients and service users, their families and carers, the community and colleagues and making sure people are involved in decisions that affect them
- Communicating clearly, consistently and honestly with patients and service users, their families and carers, the community and colleagues, ensuring that messages have been understood
- Respecting patients' rights to consent, privacy and confidentiality and access to information, as enshrined in data protection and freedom of information law and guidance

3.3 Business Practices

For themselves and for the organisation, Board members must seek:

- To ensure the organisation is fit to service its patients and service users, and the community
- To be fair, transparent, measured and thorough in decision making and in the management of public money
- To be ready to be held publicly to account for the organisation's decisions and for its use of public money

This will be done through:

- Declaring any personal, professional or financial interests and ensure that they do not interfere with actions, transactions, communications, behaviours or decision making, removing themselves from decision making when they might be perceived to do so
- Taking responsibility for ensuring that any harmful behaviour, misconduct or systems weaknesses are addressed and learnt from, and taking action to raise any such concerns identified
- Condemning any practices that could inhibit the reporting of concerns by members of the public, employees or Board members about standards of care or conduct
- Ensuring that patients and service users and their families have clear and accessible information about the choices available to them so that they can make their own decisions
- Being open about the evidence, reasoning and reasons behind decisions about budget, resource and contract allocation
- Seeking assurance that the organisations financial, operational and risk management frameworks are sound, effective and properly used and that the values in these standards are put into action in the design and delivery of services
- Ensuring that the organisations contractual and commercial relationships are honest, legal, regularly monitored and compliant with best practice in the management of public money
- Working in partnership and co-operating with local and national bodies to support the delivery of safe, high-quality care

- Ensuring that the organisations dealings are made public, unless there is a justifiable and properly documented reason for doing so
- Ensuring that effective complaints and whistleblowing procedures are in place and in use. Board members must actively support a culture of openness and transparency, including the Freedom to Speak Up agenda. Concerns raised by employees, patients, or the public must be treated seriously and handled in accordance with the Speaking Up Policy. Board members should ensure that Freedom to Speak Up Guardians are visible, accessible, and supported in their role to promote a safe environment for raising concerns

Part 2: Board Meetings Etiquette & Procedures

An effective Board develops and promotes its collective vision of the purpose, culture, values and the behaviours it wishes to promote in conducting its business. In particular it:

- Provides direction for management
- Demonstrates inclusive and diverse leadership, displaying and promoting behaviours consistent with the culture and values it has defined for the organisation
- Makes well-informed and high-quality decisions based on a clear line of sight into the business

Ensuring robust and appropriate challenge depends on a number of factors being in place: the right information in the right format in advance of the meeting; an appropriate setting; length of the meeting; well chaired; appropriate boardroom behaviours and the encouragement of a culture where challenge is accepted.

If Board members are not fully engaged throughout the duration of a Board meeting, and behaviours are poor, decision-making will be impaired. It may be possible that Board papers are failing to engage members, consequently not stimulating directors to ask questions and challenge assumptions behind recommendations.

4.1 Before the Meeting

- Upon receipt of the Board papers, read the agenda, and any supporting papers ahead of the meeting and prepare questions to be raised at the appropriate time, or think of suggestions to resolve problems
- Be clear on the decision that is being asked for
- Request further information ahead of the meeting or seek clarification, from the Corporate Governance Office (including highlighting typographical and other errors not of material consequence), where appropriate
- Submit apologies, and where appropriate arrange for a deputy to attend (ensuring they are well-briefed)
- If you are aware that you have to leave before the end of a scheduled meeting, inform the Chair beforehand. However, this should be avoided whenever possible

4.2 During the Meeting

- Declare any potential or existing conflicts of interest with regard to any matter on the agenda
- Unless there are specific reasons for doing so, no part of the meeting should be visually, or audio recorded. If such recording is agreed the Chair must inform the meeting beforehand

4.3 Focussing on the Agenda

- Dedicate attention to the purpose of the meeting and refrain from performing other duties at the same time
- Turn mobile phones to silent and if you need to answer an urgent call, the Chair should be forewarned
- Refrain from holding private conversations with others at the meeting (whether spoken or written)

4.4 Contributing to the Discussion

- Attract the Chair's attention when wishing to contribute to the discussion and wait until the Chair indicates that you may speak so as to avoid interrupting a fellow Board member. Direct comments and discussion through the chair
- When invited to speak by the Chair, do so clearly, concisely and at a volume that all attendees can hear (especially the minute-taker), without shouting. Avoid the use of jargon and acronyms
- When presenting papers, assume these have been read by members and highlight the key salient points
- Throughout the meeting be respectful of the role of the chair in encouraging debate, summarising discussion and clarifying decisions made
- Listen attentively and respectfully to others, making notes of any points to raise when an opportunity to respond arises; do not interrupt when others are speaking
- Ensure body language demonstrates participation and engagement in the meeting
- Challenge inappropriate behaviour/language from other Board members at the time via the Chair or after the meeting if preferred
- Be constructive and professional in imparting an opinion, information or providing challenge
- Seek clarification when necessary

4.5 Unitary Board

- Board members should know and understand their role at the meeting and the need for the Board to act as a corporate body (i.e. not to pursue self-interest or the interest of another body)
- Board members should not act territorially/personally and should remember the need to contribute to the corporate nature of the Board
- Regard and welcome challenge as a test of the robustness of papers and arguments presented
- Do not cause offence or take offence, accept the diversity of opinions and views presented

4.6 Accountability

- Seek professional guidance/clarification from the Chair during the meeting (or Director of Governance outside the meeting) wherever there may be any concern about a particular course of action
- Keep confidential matters confidential

4.7 After the meeting

- Participate and contribute to any post-meeting review with a view to making future meetings more effective
- A summary of actions agreed will be produced and circulated by the Corporate Governance Office after the meeting. Board members must read the action summary and complete any relevant tasks and report back appropriately on their completion in a timely manner. A central log of all actions agreed by the Board will be maintained by the Corporate Governance Office
- Draft minutes will be produced within one working week after the meeting. These should be read with a view to clarifying matters and sending amendments to the Corporate Governance Office at the earliest opportunity. This should help to reduce the time taken approving the minutes at the next Board meeting
- Observe the confidentiality and sensitivity of matters discussed at the meeting and ensure that all papers are stored safely
- Remember that decisions were taken collectively by the Board and therefore that responsibility remains collective too

Where there are concerns raised that the etiquette has not been adhered to, the Chair or Chief Executive as appropriate will take necessary action.

5.1 Chair and Chief Executive

The Chair and Chief Executive have complimentary roles in Board leadership. In essence, these two roles are:

- The **Chair** leads the Board and ensures the effectiveness of the Board
- The **Chief Executive** leads the executive and the organisation

5.2 Roles of Board Members

There are distinct roles for different members of the Board. These are set out in the following table:

	Chair	Chief Executive	Non-Executive Director	Executive Director
Formulate Strategy	Ensures the Board develops vision and clear objectives to deliver organisational purpose	Leads vision, strategy development process	Brings independence, external skills and perspectives and challenge to strategy development	Takes lead role in developing strategic proposals – drawing on professional and clinical expertise (where relevant)
Ensure Accountability	Holds CEO to account for delivery of strategy Ensures that Board committees which support accountability are properly constituted	Leads the organisation in the delivery of strategy Establishes effective performance management arrangements and controls Acts as Accountable Officer	Holds the executive to account for the delivery of the strategy Offers purposeful, constructive scrutiny and challenge Chairs or participates as member of key committees which support accountability	Leads implementation of strategy within functional areas
Shape Culture	Provides visible leadership in developing a positive culture for the organisation, and ensures that this is reflected and modelled in their own and in the Boards behaviour and decision making Board culture: Leads and supports a constructive dynamic within the Board, enabling contributions from all directors	Provides visible leadership in developing a positive culture for the organisation and ensures that this is reflected in their own and the executive's behaviour and decision making	Actively supports and promotes a positive culture for the organisation and reflects this in their own behaviour Provides a safe point of access to the Board for whistle blowers	Actively supports and promotes a positive culture for the organisation and reflects this in their own behaviour
Context	Ensures all Board members are well briefed on external context	Ensures all Board members are well briefed on external context		
Intelligence	Ensures requirements for accurate, timely and clear information to Board / directors are clear to executive	Ensures provision of accurate, timely and clear information to Board / directors	Satisfies themselves of the integrity of financial and quality intelligence	Takes principal responsibility for providing accurate, timely and clear information to the Board
Engagement	Plays a key role as an ambassador, and in building strong partnerships with: • Patients and public • Clinicians and employees • Key institutional stakeholders	Plays a key leadership role effective communication and building strong partnerships with: • Patients and public • Clinicians and employees • Key institutional	Ensures Board acts in best interests of the public Senior independent director is available to members	Leads on engagement with specific internal or external stakeholder groups

	Chair	Chief Executive	Non-Executive Director	Executive Director
	Regulators	- stakeholders - Regulators		

6. Monitoring Compliance with the Code of Conduct

Overall effectiveness will be reviewed after each meeting.

7. References

- Cabinet Office: Code of Conduct for Board Members of Public Bodies, June 2019
<https://www.gov.uk/government/publications/code-of-conduct-for-board-members-of-public-bodies/code-of-conduct-for-board-members-of-public-bodies-june-2019#general-conduct>
- Council for Healthcare Regulatory Excellence: Standards for members of Boards and governing bodies in England January 2012
<https://www.professionalstandards.org.uk/sites/default/files/attachments/standards-for-members-of-nhs-boards-ccg-bodies-advice.pdf>
- Professional Standards Authority: Standards for members of NHS Boards and Clinical Commissioning Group governing bodies in England
<https://www.professionalstandards.org.uk/sites/default/files/attachments/Standards%20for%20members%20of%20NHS%20boards%20and%20CCGs%202013.pdf>
- National Leadership Council: The Healthy NHS Board, Principles for Good Governance, February 2010
<https://www.leadershipacademy.nhs.uk/wp-content/uploads/2012/11/NHSLeadership-TheHealthyNHSBoard.pdf>

Appendix 4 – Trust Board Business Cycle 2025/26

Title of Paper	Executive Lead	May 7	July 9	Oct 8	Dec 10	Feb 11
PROCEDURAL ITEMS						
Patient / Colleague Story	Chief Nurse / Chief People Officer	Pt	Col.	Pt	Col.	Pt
Chief Executives Report	Chief Executive					
Board Assurance Framework	Director of Governance	Q4		Q1	Q2	Q3
OUR PATIENTS: QUALITY, ACCESS & OUTCOMES						
Quality, Access & Outcomes Committee Assurance Report	Director of Governance					
Care Quality Commission Action Plan	Chief Nurse					
Maternity Serious Incident Report	Chief Nurse					
PLACE Inspection Findings and Action Plan	Director of Estates, Facilities & PFI					
Biannual Nurse Staffing Assurance Report	Chief Nurse					
Quality Account	Chief Nurse					
Winter Plan	Chief Operating Officer					
NHS Resolution Maternity Incentive Scheme	Chief Nurse					
Quality, Access & Performance Strategic Plan Update	Chief Nurse / Chief Medical Officer / Chief Operating Officer					
Integrated Performance Report	Various					
OUR PEOPLE						
People, Culture & Inclusion Committee Assurance Report	Director of Governance					
Staff Survey Report	Chief People Officer					
Gender Pay Gap Report	Chief People Officer					
Raising Concerns Report	Director of Governance					
Revalidation	Chief Medical Officer					
Workforce Disability Equality Report	Chief People Officer					
Workforce Race Equality Standards Report	Chief People Officer					
People Strategic Plan Update	Chief People Officer					
Bi-Annual Establishment Review (Other Professions)	Chief People Officer					
OUR POPULATION						
Population Health Strategic Plan Update	Director of Strategy					
FINANCE AND EFFICIENCY						

Title of Paper	Executive Lead	May	July	Oct	Dec	Feb
		7	9	8	10	11
Finance & Business Performance Committee Assurance Report	Director of Governance					
Revenue Business Cases / Capital Investment / Non-Pay Expenditure £1,500,001 and above	Director of Strategy					
Annual Report & Accounts including Going Concern	Director of Governance / Chief Finance Officer		Jun			
Annual Plan	Director of Strategy					
Financial Plan including Capital Programme	Chief Finance Officer					
Standing Financial Instructions	Chief Finance Officer					
Scheme of Reservation and Delegation of Powers	Chief Finance Officer					
OUR STRATEGIC PLANS						
Digital Strategic Plan Update	Chief Digital Information Officer					
Research Strategic Plan Update	Chief Medical Officer					
Innovation Strategic Plan Update	Director of Strategy					
Estates & Facilities Strategic Plan Update	Director of Estates, Facilities & PFI					
GOVERNANCE						
Audit Committee Assurance Report	Director of Governance					
Fit and Proper Persons Annual Assurance Report	Director of Governance					
Anchor Institution Update	Director of Communications					
Emergency Preparedness Annual Assurance Statement and Annual Report	Chief Operating Officer					
Annual Evaluation of the Board and its Committees	Director of Governance					
Annual Review of the Rules of Procedure	Director of Governance					
Board Development Programme	Director of Governance					
Well-Led Self-Assessment	Director of Governance					
Risk Management Policy	Director of Governance					
Complaints Policy	Chief Nurse					

Appendix 5 – Annual Effectiveness Evaluations

NB. Separate checklists are in place for the Audit Committee.

Name of Committee:	
Chair:	
Date of Effectiveness Review:	

Processes

To be completed by the Chair with the assistance of the Corporate Governance Office if required and presented to the relevant Board Committee.

Area / Question	Yes	No	Comments
Composition, Establishment and Duties			
Does the Committee have written terms of reference, and have they been approved by the Board?			
Are the terms of reference reviewed annually?			
Are the outcomes of each meeting reported to the next Trust Board meeting?			
Does the Committee prepare an annual report on its work and performance?			
Has the Committee established a plan of matters to be dealt with across the year?			
Are Committee papers distributed in sufficient time for members to give them due consideration?			
Has the Committee been quorate for each meeting this year?			
Does the Committee have clear purpose / duties?			
Are you clear about your role and responsibilities as Committee Chair?			
Does everyone contribute to the meeting - is there something which could be done to encourage this?			
Do some people dominate the agenda? Do they need to be managed differently?			
Are papers clear about why they are being brought to the Committee?			

Committee Effectiveness

The following questions are asked to each member of the Committee, whereby they are asked to either strongly agree, agree, disagree, strongly disagree as well as providing specific comments on what works well, what doesn't work well and suggestions for improvement.

- The committee has set itself a series of objectives for the year
- The committee has made a conscious decision about the information it would like to receive
- Committee members contribute regularly to the issues discussed
- The committee is aware of the key sources of assurance and who provides them
- The committee has the right balance of experience, knowledge and skills to fulfil its role
- The committee ensures that the relevant Executive Director attends meetings to enable it to understand the reports and information it receives
- The committee is fully briefed on key risks and any gaps in control
- The committee environment enables people to express their views, doubts and opinions
- Members hold their assurance providers to account for late or missing assurances
- Decisions and actions are implemented in line with the timescale set down
- The quality of committee papers received allows committee members to perform their roles effectively
- Members provide real and genuine challenge – they do not just seek clarification and/or reassurance

- The committee challenges management and other assurance providers to gain a clear understanding of their findings
- Debate is allowed to flow, and conclusions reached without being cut short or stifled
- Each agenda item is 'closed off' appropriately so that the committee is clear on the conclusion; who is doing what, when and how, and how it is being monitored
- At the end of each meeting the committee discuss the outcomes and reflect on decisions made and what worked well or not so well
- The committee provides a written summary report of its meetings to the Board including items for escalation
- The Board challenges and understands the reporting from the Committee
- The committee has requested 'deep dives' into areas of concern
- Membership and attendance at the committee enables the committee to cover all aspects of its terms of reference
- The committee chair has a positive impact on the performance of the committee
- Committee meetings are chaired effectively
- The committee chair allows debate to flow freely and does not assert their own views too strongly
- The committee chair provides clear and concise information to the Board on committee activities and gaps in control
- I have experienced instances where members behaviours were not in line with our values
- In cases where members displayed behaviours not in line with Trust values, the Chair addressed this appropriately during the meeting
- I would feel empowered to provide feedback to individuals at the time, or afterwards, where inappropriate behaviours were displayed during the meeting

Appendix 6 – Annual Governance Report Template

Introduction

The xxx Committee is established under Board delegation with approved terms of reference that reflects best practice available nationally. The Committee consists of xx Non-Executive Directors, has met on xx occasions throughout xx and has discharged its responsibilities. An outcome summary of each meeting of the Committee is formally reported to the Public Trust Board via the Committee Chair. The report has highlighted key points of discussion, challenge, decisions made, referral of items as appropriate and recommendations to the Board.

During the year, the Committee comprised of the following membership:

- xx

Other individuals such as the xx have been invited to attend the Committee during xx, for all or part of meetings at the request of the Committee Chair.

Key Areas of Work and Achievements against the Terms of Reference

During the year the Committee has monitored the progress made in delivering the business cycle, as can be seen below:

Compliance with the key responsibilities is evidenced by the actions identified in the following sections:

- xxx

Review of the Effectiveness and Impact of the Committee

The Committee has been active during the year in discharging its responsibilities and has undertaken a self-assessment of its effectiveness.

Emerging Issues and Objectives for xxx

- xxx

Attendance Matrix

All the meetings of the Committee held during xx were quorate.

	Attended		Apologies Given – Deputy sent					Apologies Given					Not in Post			
Members:			A	M	J	J	A	S	O	N	D	J	F	M		

The average attendance of members (or deputies) at the Committee was xx%.

Conclusion

The Committee is of the opinion that this annual report is reflects the work of Committee during xx and that the Committee has reviewed xxx. In addition there are no matters that the Committee is aware of at this time that have not been disclosed appropriately.

AGENDA | TITLE OF MEETING

DATE
Venue

Time	No.	Agenda Item	Purpose	Lead	Format
		PROCEDURAL ITEMS			
	01	Chair's Welcome, Apologies and Quoracy	Information		Verbal
	02	Declarations of Interest	Information		Verbal
	03	Minutes of the Meeting held xxx	Approval		Enclosure
	04	Matters Arising via the Post Meeting Action Log	Assurance		Enclosure
		HEADING			
	05				
	06				
		HEADING			
	07				
	08				
		HEADING			
	09				
	10				
		GOVERNANCE			
	11				
	12				
		CLOSING MATTERS			
	13	Review of Meeting Effectiveness & Attendance: - What worked well / was helpful - What didn't work well / hindered us - What will we do differently next time	Information		Verbal
	14	Any Other Business	Information	All	Verbal
		DATE AND TIME OF NEXT MEETING			
	15				

Minutes of Meeting
Name of Meeting | Date of Meeting



Members Present:		
Name	Initials	Title

Apologies Received:		
Name	Initials	Title

In Attendance:		
Name	Initials	Title

No.	Agenda Item	Action
PROCEDURAL ITEMS		
01	Chair's Welcome, Apologies and Confirmation of Quoracy	
	xx	
02	Declarations of Interest	
	xx	

Committee Governance Pack

April 2025

A. Terms of Reference

Constitution and Authority

The Board hereby resolves to establish a Committee of the Board to be known as the Finance & Business Performance Committee (the Committee). The Committee is a Committee of the Board and has no executive powers, other than those specifically delegated in these terms of reference or otherwise by the Board in its Scheme of Delegation.

The Committee is authorised by the Board to investigate any activity within its Terms of Reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.

The Committee is authorised by the Board to obtain legal or other independent professional advice and to secure the attendance of persons with relevant experience and expertise from within or without the Trust as it considers necessary.

Membership

- Non-Executive Director (Chair)
- Non-Executive Director (Vice-Chair)
- Non-Executive Director
- Non-Executive Director
- Chief Medical Officer
- Director of Strategy and Transformation
- Director of Governance
- Chief Finance Officer
- Deputy Chief Finance Officer
- Chief Operating Officer

Attendance at Meetings

Other Executive Directors may be asked to attend by the Committee Chair. Other individuals may be invited to attend all or part of any meeting as and when appropriate and necessary.

Members are required to attend at least 10 out of 12 meetings per year. Regular attenders are expected to maintain a good standard of attendance and should attend meetings at least once per quarter.

If by exception members are unable to attend, they must advise the Chair of the Committee and enquire whether a deputy is required (if a deputy attends, they must be able to fully participate in the meeting but will have no voting rights).

Attendees who are deputising for members and/or regular attenders must be properly briefed by the person they are deputising for; on the content of the meeting and the item they are presenting.

The Trust's Chair shall not be a member of the Committee but is authorised to observe any meetings of the Committee.

The Committee may also invite other senior officers of the Trust and other specialist advisors (internal or external) to present papers on an ad-hoc basis. Such attendees will hold no voting rights.

Quorum

A quorum for the Committee shall be four members, to include two Non-Executive and two Executive Directors of the Board.

Frequency of Meetings

The Committee shall meet on a monthly basis.

Reporting

The Committee shall report to the Trust Board on how it discharges its responsibilities.

The minutes of Committee meetings shall be formally recorded, and the discussion will be summarised by the Corporate Governance Office for inclusion within a report to be submitted to the next available Trust Board meeting. This summary will also draw attention to the Trust Board of any issues requiring disclosure or action.

The Committee will undertake an annual effectiveness evaluation against their Terms of Reference and Membership, the outcome of which will be reported to the Trust Board in accordance with the Annual Business Cycle.

Administrative Support

The Committee shall be supported administratively by the Corporate Governance Office whose duties in respect of this include:

- Calling of meetings
- Agreement of agendas with the Chair and preparation, collation, and circulation of papers no later than five working days before the next meeting
- Ensuring that those invited to each meeting, attend
- Taking the minutes and helping the Chair to prepare reports to the Trust Board
- Keeping a record of matters arising and action points to be carried forward between meetings
- Arranging meetings for the Chair
- Advising the Committee on pertinent issues/areas of interest/policy developments

Duties

On behalf of the Trust Board, the purpose of the Committee is to provide assurance to the Trust Board on the effective stewardship of the Trust's financial resources and the delivery of its strategic and operational performance objectives. The Committee will seek assurance on financial performance, strategic delivery and transformation, sustainability, productivity and activity, digitalisation, and estates and facilities management.

The Committee will:

- Oversee the development and delivery of strategic programmes, which support the achievement of Our Strategy
- Consider financial strategies, prior to submission to Trust Board for approval
- Approve business cases in accordance with delegated authority from Trust Board, in accordance with the Scheme of Delegation
- Review progress against the delivery of business plans
- Oversee financial related strategic risks, and their mitigation plans, through the Board Assurance Framework on a quarterly basis
- Escalate matters to Trust Board as agreed by the Committee.

The duties of the Committee are as follows:

Finance

- Seek assurance of the Trust's financial performance against plan.
- Scrutinise the development and delivery of the annual financial plan and long-term financial strategy.
- Oversee financial risk management and mitigation strategies.
- Monitor cash flow, capital expenditure, and efficiency savings.

Strategy Delivery and Transformation

- Monitor progress against the Trust's strategic objectives and transformation programmes.
- Seek assurance on the alignment of transformation initiatives with financial and operational goals.
- Oversee delivery of the research strategy
- Review business cases for major investments and service changes.

Sustainability

- Oversee the development and implementation of the Trust's Green Plan and sustainability strategy.
- Monitor performance against sustainability targets, including carbon reduction and energy efficiency.
- Seek assurance that sustainability is embedded in financial and operational planning.

Productivity and Activity

- Review productivity metrics and operational efficiency indicators.
- Monitor delivery of activity plans, including elective recovery and waiting list targets.
- Scrutinise benchmarking data and improvement plans.

Digitalisation

- Provide oversight of the Trust's digital strategy and major digital transformation projects.
- Monitor the implementation of electronic patient records (EPR), digital infrastructure, and innovation.
- Seek assurance that digital investments deliver value and improve patient care and operational efficiency.

Estates and Facilities

- Oversee the estates strategy, including capital development and maintenance programmes.
- Monitor performance of facilities management services.
- Seek assurance that estates planning aligns with clinical and strategic priorities.

General Committee Duties

- To prepare an Annual Report for the Board each year to review the Committee's work in discharging its duties against its Terms of Reference. The report will cover the previous financial reporting period.
- To identify any risks which may prevent the achievement of the Annual Business Cycle and ensure that these are assessed and placed on the Trust's Risk Register/Board Assurance Framework as appropriate.
- To report any exceptions to the Annual Business Cycle to the Board.
- Review and approve the Annual Report, Annual Business Cycle and Terms of Reference of any Groups that have a direct report to the Committee.

Responsibility for Risk Management

The Committee shall consider the Trust's strategic risks of a non-clinical nature and for each strategic risk, on a quarterly basis through the Board Assurance Framework, assess:

- Current and target risk scores
- Impact that the risk has on strategic objectives
- Controls and assurances in place for each risk
- The actions and timescales for closing gaps in controls and assurances and mitigating the risk

The relevant Executive Director responsible for each strategic risk shall be accountable at the Committee for responding to challenge and scrutiny of the Committee.

Behaviours and Conduct

Trust Values

Members will be expected to conduct business in line with the trust values and objectives.

Members of, and those attending, the committee shall behave in accordance with the trust's rules of procedure, standing orders, and standards of business conduct policy.

Equality and Diversity

Members must demonstrably consider the equality and diversity implications of decisions they make.

Relationship with Other Committees

Relationship with the Audit Committee

As a Committee of Trust Board, it is important that the Committee minimises areas of overlap with the Audit Committee. Therefore, the following specific areas of responsibility will be excluded from the Committee agenda:

- Audit – External and Internal
- Approval of Annual Report and Accounts
- Approval of Standing Financial Instructions and Scheme of Delegation
- Local Counter Fraud Specialist work
- Local Security Management Specialist work
- Assurance in relation to Cyber Security

The Committee will also have key relationships with other Committees of the Board, in particular:

- People, Culture & Inclusion Committee
- Quality, Access & Outcomes Committee

Matters for consideration / referral to other Committees of the Board will be done so via the Committee Assurance Reporting mechanism.

B. Annual Schedule of Meetings

Date	Time	Venue	Deadline for Papers
28 th April 2025	9.00 am – 12.00 pm	MS Teams	21 st April 2025
2 nd June 2025	9.00 am – 12.00 pm	MS Teams	26 th June 2025
30 th June 2025	9.00 am – 12.00 pm	MS Teams	23 rd June 2025
28 th July 2025	9.00 am – 12.00 pm	MS Teams	21 st July 2025
1 st September 2025	9.00 am – 12.00 pm	MS Teams	25 th August 2025
29 th September 2025	9.00 am – 12.00 pm	MS Teams	22 nd September 2025
3 rd November 2025	9.00 am – 12.00 pm	MS Teams	27 th October 2025
1 st December 2025	9.00 am – 12.00 pm	MS Teams	24 th November 2025
22 nd December 2025	9.00 am – 12.00 pm	MS Teams	15 th December 2025
2 nd February 2026	9.00 am – 12.00 pm	MS Teams	26 th January 2026
2 nd March 2026	9.00 am – 12.00 pm	MS Teams	23 rd February 2026
30 th March 2026	9.00 am – 12.00 pm	MS Teams	23 rd March 2026

C. Annual Business Cycle

Title of Paper	Executive Lead	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec	Jan	Feb	Mar
		28	02-Jun	30	28	01-Sep	29	3 Nov	01-Dec	22	02-Feb	02-Mar	30
Finance Report	Chief Finance Officer	M12	M1	M2	M3	M4	M5	M6	M7	M8	M9	M10	M11
Cost Improvement Report	Chief Finance Officer												
Business Cases above £500,001	Director of Strategy												
Annual Plan	Director of Strategy												
Capital Plan	Chief Finance Officer												
Revenue Plan	Chief Finance Officer												
Access Performance Report	Chief Operating Officer		M1	M2	M3	M4	M5	M6	M7	M8	M9	M10	M11
Productivity	Chief Finance Officer												
Draft Financial Outlook	Chief Finance Officer												
Budget Setting Framework 2026/2027	Chief Finance Officer												
Medicines Expenditure Report	Chief Finance Officer												
Supplies and Procurement Report	Chief Finance Officer												
Estates & Facilities Strategic Plan Update	Director of Estates, Facilities & PFI												
Sustainability Bi-Annual Report	Director of Estates, Facilities & PFI												
Research Strategic Plan Update	Chief Medical Officer / Director of Strategy												
Innovation Strategic Plan Update	Director of Strategy												
Digital Strategic Plan Update	Chief Digital Information Officer												
Strategic Programmes Update	Various												
GOVERNANCE													
Authorisation of Contract Awards	Chief Financial Officer												
Board Assurance Framework	Director of Governance	Q4			Q1			Q2			Q3		
Committee Effectiveness	Director of Governance												
Executive Groups Governance Pack	Director of Governance												
Executive Recovery Oversight Group Assurance Report	Chief Finance Officer												
Internal Audit Reports (as required)	Various												
Accountability Framework	Director of Governance												
Annual Audit into Overseas Visitors Policy Compliance	Chief Finance Officer												
BUSINESS CASE REVIEWS													
Business Case Review Schedule	Director of Strategy												

Committee Governance Pack

April 2025

A. Terms of Reference

Constitution and Authority

The Board hereby resolves to establish a Committee of the Board to be known as the Quality, Access & Outcomes Committee (the Committee). The Committee is a non-executive committee of the Trust Board and has no executive powers, other than those specifically delegated in these terms of reference or otherwise by the Trust Board in its Scheme of Delegation.

The Committee is authorised by the Trust Board to investigate any activity within its Terms of Reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.

The Committee is authorised by the Trust Board to obtain legal or other independent professional advice and to secure the attendance of persons with relevant experience and expertise from within or external to the Trust as it considers necessary.

Membership

- Associate Non-Executive Director (Chair)
- Non-Executive Director (Vice-Chair)
- Non-Executive Director
- Associate Non-Executive Director
- Chief Medical Officer
- Director of Governance
- Chief Nurse
- Chief Operating Officer
- Head of Quality Safety & Compliance

Attendance at Meetings

It is expected that other Executive Directors will be invited to attend on an ad hoc basis, depending on the items being covered by the Committee.

Regular Attendees

Other individuals may be invited to attend all or part of any meeting as and when appropriate.

Members are required to attend at least 10 out of 12 meetings per year. Regular attenders are expected to maintain a good standard of attendance and should attend meetings at least once per quarter.

If by exception members are unable to attend, they must advise the Chair of the Committee and enquire whether a deputy is required (if a deputy attends, they must be able to fully participate in the meeting but will have no voting rights).

Attendees who are deputising for members and/or regular attenders must be properly briefed by the person they are deputising for; on the content of the meeting and the item they are presenting.

Quorum

A quorum for the Committee shall be four members, to include two Non-Executive and one Executive Director of the Board.

Frequency of Meetings

The Committee shall meet on a monthly basis.

Reporting

The Committee shall report to the Trust Board on how it discharges its responsibilities.

The minutes of Committee meetings shall be formally recorded, and the discussion will be summarised by the Corporate Governance Office for inclusion within a report to be submitted to the next available Trust Board meeting. This summary will also draw attention to the Trust board of any issues requiring disclosure or action.

The Committee will undertake an annual effectiveness evaluation against their Terms of Reference and Membership, the outcome of which will be reported to the Trust Board in accordance with the Annual Business Cycle.

Administrative Support

The Committee shall be supported administratively by the Corporate Governance Office whose duties in respect of this include:

- Calling of meetings
- Agreement of agendas with the Chair and preparation, collation, and circulation of papers no later than five working days before the next meeting
- Ensuring that those invited to each meeting, attend
- Taking the minutes and helping the Chair to prepare reports to the Trust Board
- Keeping a record of matters arising and action points to be carried forward between meetings
- Arranging meetings for the Chair
- Advising the Committee on pertinent issues/areas of interest/policy developments

Duties

The purpose of the Committee is to assure the Trust Board of the organisation's performance against quality, access and outcomes objectives.

The primary duties of the Committee are as follows:

- To provide assurance to the Trust Board, of the level, adequacy and maintenance of governance, risk management and internal control across quality, access and outcomes activities in line with the five Care Quality domains.

Safe

- The Committee will review the risk and adequacy of assurance of patient safety (the avoidance, prevention and improvement of adverse outcomes). Ensuring that internal and external assurances of patient safety are regularly reviewed and the strength of assurances evaluated.
- The Committee will seek assurance on operational performance and the potential impact on patient safety in relation to patient flow, discharges, referral to treatment times, urgent and elective care (including cancer) performance and diagnostics
- Receive assurance that external reports on patient safety that have an impact on acute care have been reviewed, considered and any learning adopted. This will include national inquiries; quality reports; safety alerts; Department of Health and Social Care reviews; NHS England; and professional bodies with the responsibility for the performance of employees, (Royal Colleges, accreditation bodies etc)

Effective (Patient Outcomes)

- Review the risks and adequacy of assurance of compliance with the CQC relevant Outcomes
- Review the assurance that the clinical audit programme is aligned with the key strategic and operational risks.

- Receive assurance in relation to compliance with the Mental Health Act

Caring

- Review risks and the adequacy of assurance of patient experience, via review of the action plans to address the outcomes of patient surveys; patient experience tracker results; complaints and comments; patient stories; external reports such as CQC; Healthwatch; Overview and Scrutiny Committees etc.

Responsive

- Review risks and the receive assurance on performance against access and waiting times and any changes to service provision (i.e. QIAs)
- To oversee operational performance to ensure delivery of the NHS Constitutional targets and objectives within the Annual Plan
- To consider the operational performance management control framework

Other Assurance Functions

- Review the risks and assurances to compliance with the CQC registration requirements.
- Review the process and methodology for production of the quality account ensuring that it meets the Trust legal obligations and duties.
- Review any investigations of activities which are within its terms of reference.
- Review the findings of other significant governance and risk reports, both internal and external to the organisation, and shall consider any implications for the governance of the Trust.
- Monitor operational management and implementation of policies to ensure internal control and assurance of quality and operational governance.

Management

- The Committee shall request and review reports and positive assurances from directors and managers on the overall accuracy of information in respect of governance, risk management and internal control.
- The Committee may also request specific reports from individual functions within the Trust as they may be appropriate to the overall arrangements set out above.

General Committee Duties

- To prepare an Annual Report for the Board each year to review the Committee's work in discharging its duties against its Terms of Reference. The report will cover the previous financial reporting period.
- To identify any risks which may prevent the achievement of the Annual Business Cycle and ensure that these are assessed and placed on the Trust's Risk Register/Board Assurance Framework as appropriate.
- To report any exceptions to the Annual Business Cycle to the Board.
- Review and approve the Annual Report, Annual Business Cycle and Terms of Reference of any Groups that have a direct report to the Committee.

Responsibility for Risk Management

The Committee shall consider the Trust's strategic risks of a clinical nature and for each strategic risk, on a quarterly basis through the Board Assurance Framework, assess:

- Current and target risk scores
- Impact that the risk has on strategic objectives
- Controls and assurances in place for each risk
- The actions and timescales for closing gaps in controls and assurances and mitigating the risk

The relevant Executive Director responsible for each strategic risk shall be accountable at the Committee for responding to challenge and scrutiny of the Committee.

Behaviours and Conduct

Trust Values

Members will be expected to conduct business in line with the trust values and objectives.

Members of, and those attending, the committee shall behave in accordance with the trust's rules of procedure, standing orders, and standards of business conduct policy.

Equality and Diversity

Members must demonstrably consider the equality and diversity implications of decisions they make.

Relationship with Other Committees

The Committee will have key relationships with other Committees of the Board, in particular:

- People, Culture & Inclusion Committee
- Finance and Business Performance Committee

Matters for consideration / referral to other Committees of the Board will be done so via the Committee Assurance Reporting mechanism.

B. Annual Schedule of Meetings

Date	Time	Venue	Deadline for Papers
29 th April 2025	09.00 am – 12.00 pm	Trust Boardroom	22 nd April 2025
5 th June 2025	09.30 am – 12.30 pm	MS Teams	29 th May 2025
4 th July 2025	09.00 am – 12.00 pm	Trust Boardroom	27 th June 2025
31 st July 2025	09.30 am – 12.30 pm	MS Teams	24 th July 2025
5 th September 2025	09.00 am – 12.00 pm	Trust Boardroom	29 th August 2025
2 nd October 2025	09.30 am – 12.30 pm	MS Teams	25 th September 2025
7 th November 2025	09.00 am – 12.00 pm	Trust Boardroom	31 st October 2025
4 th December 2025	09.30 am – 12.30 pm	MS Teams	27 th November 2025
24 th December 2025	09.00 am – 12.00 pm	Trust Boardroom	17 th December 2025
5 th February 2026	09.30 am – 12.30 pm	MS Teams	29 th January 2026
5 th March 2026	09.30 am – 12.30 pm	Trust Boardroom	26 th February 2026
2 nd April 2026	09.30 am – 12.30 pm	MS Teams	26 th March 2026

C. Annual Business Cycle

Title of Paper	Apr 29	May 05-Jun	Jun 04-Jul	Jul 31	Aug 28	Sep 02-Oct	Oct 07-Nov	Nov 04-Dec	Dec 24	Jan 05-Feb	Feb 05-Mar	Mar 02-Apr
SAFE												
Quality & Safety Report	M12	M1	M2	M3	M4	M5	M6	M7	M8	M9	M10	M11
Medicines Optimisation		Q4		Q1			Q2			Q3		
Infection Prevention Board Assurance Framework	Q4			Q1			Q2			Q3		
Infection Prevention Report	Q4			Q1			Q2			Q3		
Sepsis in Children's Services												
Infection Prevention, Vaccination & Sepsis Team Annual Report												
Care Excellence Framework (CEF) Summary / Staffing Report												
Safeguarding Adults Annual Report												
Safeguarding Children Annual Report												
Looked after Children Annual Report												
Patient Safety Incident Investigation & Serious Incident Highlight Report	Q4			Q1			Q2			Q3		
Mortality Report			Q4 / Annual									
Bereavement / Medical Examiner Update												
Legal Services Annual Litigation & Inquest Report												
Fuller Inquiry Update & Gap Analysis												
Resuscitation Annual Report												
Paediatric Audiology Position Statement												
Patient Waiting List Backlog												
Cancer 104+ Day Breach Analysis												
Operational Performance Report												
Winter Plan												
Winter Close Down Report												
Executive Recovery Oversight Group Assurance Report												
EFFECTIVE												
Annual Clinical Audit Plan												
Clinical Effectiveness Update												
Vulnerable Patients Annual Report												
Readmissions Analysis												
Self-Assessment into Previous Inquiries / Investigation Recommendations												
CARING												
Patient Experience Report												
End of Life Annual Report												
Organ Donation and Transplantation Annual Report												

Title of Paper	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec	Jan	Feb	Mar
	29	05-Jun	04-Jul	31	28	02-Oct	07-Nov	04-Dec	24	05-Feb	05-Mar	02-Apr
RESPONSIVE												
Population Health Strategic Plan Update												
PLACE Inspection Findings and Action Plan												
7 Day Services Board Assurance Report												
Quality Impact Assessment Report												
WELL-LED												
Quality, Access & Performance Plan Update												
Board Assurance Framework	Q4			Q1			Q2			Q3		
GOVERNANCE												
Assurance Report from Quality & Outcomes Group												
Care Quality Commission Inspection Update												
Committee Effectiveness												
Chaperoning Policy												
Quality Account												
Executive Groups Effectiveness Reviews / Terms of Reference												
Internal Audit Reports (As required)												
MATERNITY AND NEONATAL QUALITY GOVERNANCE												
Maternity Dashboard												
Maternity and Neonatal PSIRF Investigation Report												
Maternity & Neonatal Workforce Report												
Maternity and Neonatal Single Delivery Plan												
Annual Maternity & Neonatal Workforce Plan												
NHS Resolution Maternity Incentive Scheme												
Annual Update on Saving Babies Lives Care Bundle												
Maternity and Neonatal Voices Partnership Feedback Report												
Perinatal Mortality Report												
Bi-annual Consultant Attendance												
Bi-annual Criteria for Employing Long-term/Short-term Locum Doctors in Obstetrics & Gynaecology Audit												
Maternity Quality & Safety Oversight Group Assurance Report												

Committee Governance Pack

April 2025

A. Terms of Reference

Constitution and Authority

The Board hereby resolves to establish a Committee of the Board to be known as the People, Culture & Inclusion Committee (the Committee).

The Committee is a non-executive committee of the Trust Board and has powers to ensure that the Board is able to act in accordance with legislation, compliance or direction requirements inclusive of workforce legislation and to be fully appraised of the strategic impact of our People Plan.

The Committee is authorised by the Trust Board to investigate any activity within its Terms of Reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.

The Committee is authorised by the Trust Board to obtain legal or other independent professional advice and to secure the attendance of persons with relevant experience and expertise from within or external to the Trust as it considers necessary.

Membership

- Non-Executive Director (Chair)
- Non-Executive Director (Vice-Chair)
- Non-Executive Director
- Associate Non-Executive Director
- Chief Medical Officer
- Director of Governance
- Chief People Officer
- Chief Nurse
- Director of Communications

Attendance at Meetings

It is expected that other Executive Directors will be invited to attend on an ad hoc basis, depending on the items being covered by the Committee.

Regular Attendees

Other individuals may be invited to attend all or part of any meeting as and when appropriate.

Members are required to attend at least 4 out of 6 meetings per year. Regular attendees are expected to maintain a good standard of attendance and should attend meetings at least once per quarter.

If by exception members are unable to attend, they must advise the Chair of the Committee and enquire whether a deputy is required (if a deputy attends, they must be able to fully participate in the meeting but will have no voting rights).

Attendees who are deputising for members and/or regular attenders must be properly briefed by the person they are deputising for; on the content of the meeting and the item they are presenting.

The Trust's Chair shall not be a member of the Committee but is authorised to observe any meetings of the Committee.

The Committee may also invite other senior officers of the Trust and other specialist advisors (internal or external) to present papers on an ad-hoc basis. Such attendees will hold no voting rights.

Quorum

A quorum for the Committee shall be four members, to include two Non-Executive and two Executive Directors of the Board.

Frequency of Meetings

The Committee shall meet six times a year.

Reporting

The Committee shall report to the Trust Board on how it discharges its responsibilities.

The minutes of Committee meetings shall be formally recorded, and the discussion will be summarised by the Corporate Governance Office on behalf of the Chair for inclusion within a report to be submitted to the next available Trust Board meeting. This summary will also draw attention to the Trust Board of any issues requiring disclosure or action.

The Committee will undertake an annual effectiveness evaluation against their Terms of Reference and Membership, the outcome of which will be reported to the Trust Board in accordance with the Annual Business Cycle.

Administrative Support

The Committee shall be supported administratively by the Corporate Governance Office whose duties in respect of this include:

- Calling of meetings
- Agreement of agendas with the Chair and preparation, collation and circulation of papers no later than five working days before the next meeting
- Ensuring that those invited to each meeting, attend
- Taking the minutes and helping the Chair to prepare reports to the Trust Board
- Keeping a record of matters arising and action points to be carried forward between meetings
- Arranging meetings for the Chair
- Advising the Committee on pertinent issues/areas of interest/policy developments

Duties

The Committee is responsible for ensuring that people matters are considered and planned into Trust Strategy and service delivery and shall include the following duties:

Workforce and Organisational Development

- To approve and receive regular progress updates on the people strategic plan
- To monitor the progress and effectiveness of workforce strategic plan against corporate strategy, organisational values and workforce experience, as measured by key workforce performance indicators.
- To approve new workforce / organisational development projects and practices, paying particular attention to the impact on patient experience, quality, efficiency, equality and diversity and workforce.
- To receive assurance that workforce policies are regularly reviewed and updated as required and in line with current legislation.
- To monitor progress associated with workforce recommendations arising from internal audits

- To approve the development, implementation and evaluation of leadership and management development, talent management and succession planning, wellbeing plans and apprenticeship and widening participation activity.
- To review and analyse the experiences of our employees and how we involve and engage with them to support successful and sustainable organisation and cultural change
- To take an overview of the equality, diversity and inclusion policy and achievement of goals
- To receive and consider the quarterly Guardian of Safe Working Hours report on behalf of the Board
- To receive and consider the bi-annual Speaking Up Report
- To consider clinical workforce transformation issues
- To review and approve mandated workforce reporting returns including workforce equality, revalidation and safe staffing reports.
- To provide assurance to the Board that the Trust is compliant with relevant HR legislation and best practice
- To ensure that the workforce implications of financial plans are thoroughly considered and taken into account
- To ensure that current and future workforce issues and developments are fully reflected in business and financial plans and forecasts
- To ensure the Trust is continually reviewing current ways of working and developing new ways of working that are designed to encourage employees to maximise their effectiveness in delivering the Annual Plan
- To review the impact of people and organisational development strategies and plans on business performance and associated targets

General Committee Duties

- To prepare an Annual Report for the Board each year to review the Committee's work in discharging its duties against its Terms of Reference. The report will cover the previous financial reporting period.
- To identify any risks which may prevent the achievement of the Annual Business Cycle and ensure that these are assessed and placed on the Trust's Risk Register/Board Assurance Framework as appropriate.
- To report any exceptions to the Annual Business Cycle to the Board.
- Review and approve the Annual Report, Annual Business Cycle and Terms of Reference of any Groups that have a direct report to the Committee.

Responsibility for Risk Management

The Committee shall consider the Trust's strategic risks of a non-clinical nature and for each strategic risk, on a quarterly basis through the Board Assurance Framework, assess:

- Current and target risk scores
- Impact that the risk has on strategic objectives
- Controls and assurances in place for each risk
- The actions and timescales for closing gaps in controls and assurances and mitigating the risk

The relevant Executive Director responsible for each strategic risk shall be accountable at the Committee for responding to challenge and scrutiny of the Committee.

Behaviours and Conduct

Trust Values

Members will be expected to conduct business in line with the trust values and objectives.

Members of, and those attending, the committee shall behave in accordance with the trust's rules of procedure, standing orders, and standards of business conduct policy.

Equality and Diversity

Members must demonstrably consider the equality and diversity implications of decisions they make.

Relationship with Other Committees

The Committee will have a key relationship with other Committees of the Board, in particular:

- Quality, Access & Outcomes Committee
- Finance and Business Performance Committee

Matters for consideration / referral to other Committees of the Board will be done so via the Committee Assurance Reporting mechanism.

B. Annual Schedule of Meetings

Date	Time	Venue	Deadline for Papers
4 th June 2025	09.00 am – 12.00 pm	MS Teams	28 th May 2025
30 th July 2025	09.00 am – 12.00 pm	MS Teams	23 rd July 2025
1 st October 2025	09.00 am – 12.00 pm	MS Teams	24 th September 2025
3 rd December 2025	09.00 am – 12.00 pm	MS Teams	26 th November 2025
4 th February 2026	09.00 am – 12.00 pm	MS Teams	28 th January 2026
1 st April 2026	09.00 am – 12.00 pm	MS Teams	25 th March 2026

C. Annual Business Cycle

Title of Paper	May 04-Jun	Jul 30	Sept 01-Oct	Nov 03-Dec	Jan 04-Feb	Mar 01-Apr
PEOPLE						
Chief People Officer Report						
Our People Plan						
Postgraduate Medical Education Report						
Medical School Quality Report						
Appraisal and Revalidation Annual Report						
Nurse Staffing Establishment Review						
Allied Health Professional Workforce Establishment Review						
Chief Pharmacist Workforce Report						
Chief Healthcare Scientist Update						
CenREE Update						
Talent and Succession Planning Update						
Learning and Education Annual Report						
Health and Safety Report	Q4	Q1		Q2	Q3	
Fire Safety Annual Report						
Security Management Annual Report						
Violence Prevention and Reduction Update						
CULTURE						
Results of Annual Staff Survey Report						
Health and Wellbeing Review						
Guardian of Safe Working Report	Q3	Q4/Q1				
Employee Relations Casework Trends (formerly Formal Case Activity Report)						
Freedom to Speak Up		Q3 / Q4		Q1 & Q2		
Positive and Inclusive Culture Programme						
INCLUSION						
Workforce Race and Workforce Disability Equality Standard						
Equality, Diversity & Inclusion Annual Report						
Gender Pay Gap Report						
GOVERNANCE						
Strategic Workforce Group Assurance Report						
Health and Safety Group Assurance Report						
Board Assurance Framework		Q1			Q3	
Committee Effectiveness						
Executive Groups Terms of Reference						

Committee Governance Pack

April 2025

A. Terms of Reference

Constitution and Authority

The Board hereby resolves to establish a Committee of the Board to be known as the Audit Committee (the Committee). The Committee is a non-executive committee of the Board and has no executive powers, other than those specifically delegated in these terms of reference.

The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee. The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

Membership

The Committee is appointed by the Board from amongst the Non-Executive Directors of the Trust and shall consist of the following:

- Non-Executive Director (Chair)
- Non-Executive Director
- Associate Non-Executive Director

The Chair of the organisation shall not be a member of the Committee. In addition, other Non-Executives are invited to attend as required.

Attendance at Meetings

Members are required to attend at least 4 out of 5 meetings per year. Regular attenders are expected to maintain a good standard of attendance.

The Chief Finance Officer and appropriate internal and external audit representatives shall normally attend meetings.

The Local Counter Fraud Specialist will attend a minimum of two committee meetings a year.

The Chief Executive will be invited to attend and discuss, annually with the Committee, the process of assurance that supports the Annual Governance Statement. They will also attend when the Committee considers the draft annual report and accounts. All other Executive Directors will be invited to attend, particularly when the Committee is discussing areas of risk or operation that are the responsibility of that director.

The Corporate Governance Office shall provide appropriate support to the Chair and Committee members.

At least once a year, the Committee should meet privately with the external and internal auditors.

Access

The head of internal audit and representative of external audit have a right of direct access to the chair of the committee. This also extends to the local counter fraud specialist.

Quorum

A quorum shall be two non-executive members.

Frequency of Meetings

The Committee will hold a minimum of five meetings per annum. The External Auditors or Head of Internal Audit may request an additional meeting if they consider that one is necessary.

Reporting

The Committee shall report to the Board on how it discharges its responsibilities.

The minutes of the Committee meetings shall be formally recorded and made available to all members of the Committee.

The Corporate Governance Office will submit a report following each Committee meeting, on behalf of the Committee Chair, for presentation at the next Open Trust Board. The report will summarise the decisions made as well as highlighting any items for escalation.

The Committee, led by the Chair, will undertake an annual effectiveness evaluation against their Terms of Reference and Membership. The outcome will be reported to the Board in accordance with the Annual Business Cycle.

The Committee will report to the Board 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 of and how embedded risk management is in the organisation
- The effectiveness of governance arrangements
- The appropriateness of the evidence that shows compliance with regulatory requirements

The Committee's 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 in relation to the financial statements and how they were addressed.

An annual Committee Effectiveness evaluation will be undertaken and reported to the Committee and the Board.

The Committee will review these terms of reference, at least annually as part of the annual committee effectiveness review and recommend any changes to the board.

Administrative Support

The Committee shall be supported administratively by the Corporate Governance Office whose duties in respect of this include:

- Calling of meetings
- Agreement of agendas with the Chair and preparation, collation and circulation of papers no later than five working days before the next meeting
- Ensuring that those invited to each meeting, attend
- Taking the minutes and helping the Chair to prepare reports to the Trust Board
- Keeping a record of matters arising and action points to be carried forward between meetings
- Arranging meetings for the Chair
- Advising the Committee on pertinent issues/areas of interest/policy developments

Duties

The Committee's duties/responsibilities can be categorised as follows:

Governance, Risk Management and Internal Control

The Committee shall review the adequacy and effectiveness of the system of governance, risk management and internal control, across the whole of the organisation's activities (clinical and non-clinical), that supports the achievement of the organisation'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
- the underlying assurance processes that indicate the degree of achievement of the organisation's objectives, the effectiveness of the management of principal risks and the appropriateness of the above disclosure statements
- the policies for ensuring compliance with relevant regulatory, legal and code of conduct requirements and any related reporting and self-certifications, including the NHS Code of Governance and NHS Provider licence
- the policies and procedures for all work related to counter fraud, bribery and corruption as required by the NHS Counter Fraud Authority (NHSCFA).

In carrying out this work the Committee will primarily utilise the work of internal audit, external audit 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 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 (for example, the Quality, Access & Outcomes Committee) so that it understands processes and linkages. However, these other Committees must not usurp the Committee's role.

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, Chief Executive and Board. This will be achieved by:

- considering the provision of the internal audit service and the costs involved
- reviewing and approving the annual internal audit plan and more detailed programme of work, 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 response), and ensuring coordination between the internal and external auditors to optimise the use of audit resource
- ensuring that the internal audit function is adequately resourced and has appropriate standing within the organisation
- monitoring the effectiveness of internal audit and carrying out an annual review.

External Audit

The Committee shall review and monitor the external auditors' independence and objectivity and the effectiveness of the 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 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 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) and any work undertaken outside the annual audit plan, together with the appropriateness of management responses
- ensuring that there is in place a clear policy for the engagement of external auditors to supply non-audit services.

Other Assurance Functions

The Committee shall review the findings of other significant assurance functions, both internal and external to the organisation, where relevant to the governance, risk management and assurance of the organisation.

These may 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) and professional bodies with responsibility for the performance of employees or functions (for example, Royal Colleges, accreditation bodies).

In addition, the Committee will review the work of other committees within the organisation, whose work can provide relevant assurance to the audit committee's own areas of responsibility. In particular, this will include any committees covering safety/ quality, for which assurance from clinical audit can be assessed, and risk management.

Counter Fraud

The Committee shall satisfy itself that the organisation has adequate arrangements in place for counter fraud, bribery and corruption that meet NHSCFA's standards and shall review the outcomes of work in these areas.

With regards to the Local Counter Fraud Specialist it will review, approve and monitor counter fraud work plans, receiving regular updates on counter fraud activity, monitor the implementation of action plans and discuss NHSCFA quality assessment reports.

Financial Reporting

The Committee shall monitor the integrity of the financial statements of the organisation and any formal announcements relating to its financial performance.

The Committee should ensure that the systems for financial reporting to the board, 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, or on behalf of the board where appropriate delegated authority is place, focusing particularly on:

- the wording in the annual governance statement and other disclosures relevant to the terms of reference of the committee
- changes in, and compliance with, accounting policies, practices and estimation techniques
- unadjusted misstatements in the financial statements
- significant judgements in preparation of the financial statements
- significant adjustments resulting from the audit
- letters of representation

Management

The Committee shall request and review reports, evidence and assurances from 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 organisation (for example, compliance reviews or accreditation reports).

Governance Regulatory Compliance

The Committee shall review the organisation's reporting on compliance with the NHS Provider Licence and NHS code of governance as required.

The Committee shall satisfy itself that the organisation's policy, systems and processes for the management of conflicts, (including gifts and hospitality and bribery) are effective including receiving reports relating to non-compliance with the policy and procedures relating to conflicts of interest.

Behaviours and Conduct

Trust Values

Members will be expected to conduct business in line with the trust values and objectives.

Members of, and those attending, the committee shall behave in accordance with the trust's rules of procedure, standing orders, and standards of business conduct policy.

Equality and Diversity

Members must demonstrably consider the equality and diversity implications of decisions they make.

Relationship with Other Committees

As a Committee of the Trust Board, it is important that the Committee minimises areas of overlap. Therefore, the following specific areas of responsibility will be excluded from the Committee agenda:

- Issues around clinical risk management including receiving assurance from the clinical audit function will be considered at the Quality, Access and Outcomes Committee
- The effectiveness of the arrangements in place for allowing employees to raise (in confidence) concerns about possible improprieties in financial, clinical or safety matters and ensuring that any such concerns are investigated proportionately and independently, will be considered at the People, Culture & Inclusion Committee.
- Reporting on compliance with the fit and proper persons test will be considered by the Nominations and Remuneration Committee.

B. Annual Schedule of Meetings

Date	Time	Venue	Deadline for Papers
1 st May 2025	12.45 pm – 3.00 pm	Via MS Teams	24 th April 2025
20 th June 2025	9.15 am – 10.30 am	Via MS Teams	13 th June 2025
31 st July 2025	12.45 pm – 3.00 pm	Via MS Teams	24 th July 2025
6 th November 2025	12.45 pm – 3.00 pm	Via MS Teams	30 th October 2025
5 th February 2026	12.45 pm – 3.00 pm	Via MS Teams	29 th January 2026

C. Annual Business Cycle

To assist in the management of business over the year the following annual workplan will be maintained, capturing the main items of business at each scheduled meeting.

Title of Paper	Executive Lead	Apr	Jun	Jul	Oct	Jan
		01-May	20	31	06-Nov	05-Feb
GOVERNANCE						
Private Internal and External Audit Discussions	Audit Committee					
Board Assurance Framework	Director of Governance	Q4		Q1	Q2	Q3
Annual Report and Annual Governance Statement	Director of Governance					
Issues for Escalation from Committees	Director of Governance					
Internal Audit Recommendation Tracker	Director of Governance					
Undertakings	Director of Governance					
Corporate Governance Report	Director of Governance					
Cyber Security Assurance Report	Chief Digital Information Officer					
Committee Effectiveness	Director of Governance					
FINANCE						
Annual Accounts	Chief Financial Officer					
Audited Accounts and Financial Statements and Analytical Review	Chief Financial Officer					
Going Concern	Chief Financial Officer					
Pharmacy Directorate - Medicines Write Off Report	Chief Financial Officer					
Losses and Special Payments and Stock Write Offs	Chief Financial Officer					
SFI Breaches relating to Procurement processes and Single Tender Waivers	Chief Financial Officer					
SFI Breaches relating to Salary Overpayments	Chief Financial Officer					
Accounting Policies Update	Chief Financial Officer					
Annual Accounts Timetable	Chief Financial Officer					
INTERNAL AUDIT						
Internal Audit Progress Reports	Internal Audit					
Internal Audit Annual Report and Opinion	Internal Audit					
Approval of Internal Audit Plan	Internal Audit					
Effectiveness of Internal Audit	Audit Committee					
EXTERNAL AUDIT						
External Audit Plan	External Audit					
External Audit Progress Report	External Audit					
Audit Findings Report and Letter of Representation	External Audit					
Auditor's Annual Report	External Audit					
Informing the Audit Risk Assessment	External Audit					
Effectiveness of External Audit	Audit Committee					
COUNTER FRAUD						
Counter Fraud Annual Plan	Counter Fraud					
LCFS Annual Report	Counter Fraud					
Counter Fraud Progress Report	Counter Fraud					
Review of Effectiveness of LCFS	Audit Committee					
CLINICAL AUDIT						
Annual Clinical Audit Programme	Medical Director					
INTERNAL AUDIT PLAN						

Committee Governance Pack

April 2025

A. Terms of Reference

Constitution and Authority

The Trust Board hereby resolves to establish a Committee of the Board to be known as the Nominations and Remuneration Committee (the Committee). The Committee has no executive powers, other than those specifically delegated in these terms of reference.

The Committee is authorised by the Trust Board to take action in respect of any activities within its Terms of Reference. The Committee is authorised by the Trust Board to obtain, at the Trust's expense, outside legal or other professional advice on any matters within its terms of reference.

Membership

The Committee shall comprise at least three members, all of whom shall be Non-Executive Directors. The Chair of the Trust Board may also serve on the Committee.

- Chair (Chair)
- Non-Executive Director
- Associate Non-Executive Director
- Non-Executive Director

In addition, all other Non-Executive Directors are invited to attend the meeting should they wish. At such time when the Committee is required to consider matters in relation to the Chair i.e. consideration of successor, the Senior Independent Director will be invited to Chair the meeting.

Attendance at Meetings

Only members of the Committee have the right to attend committee meetings. However, other individuals and advisers may be invited to attend all or part of any meeting as and when appropriate.

It is expected that the following members will regularly attend Committee meetings in an advisory capacity:

- Chief Executive. The Chief Executive will be excluded from meetings when their own remuneration is being considered.
- Chief People Officer. The Chief People Officer will be excluded from meetings when their own remuneration is being considered.
- Director of Governance. The Director of Governance will be excluded from meetings when their own remuneration is being considered.

Quorum

The quorum necessary for the transaction of business shall be two members.

Frequency of Meetings

The Committee shall meet at least four times a year, and otherwise as required.

Reporting

The minutes of Committee meetings shall be formally recorded and will be available for Board members on request.

The Committee will undertake an annual effectiveness evaluation against their Terms of Reference and Membership, the outcome of which will be reported to the Trust Board in accordance with the Annual Business Cycle.

Administrative Support

The Committee shall be supported administratively by the Deputy Director of Governance, whose duties in respect of this include:

- Calling of meetings
- Agreement of agendas with the Chair and preparation, collation and circulation of papers no later than five working days before the next meeting
- Ensuring that those invited to each meeting, attend
- Taking the minutes and helping the Chair to prepare reports to the Trust Board (as required)
- Keeping a record of matters arising and action points to be carried forward between meetings
- Arranging meetings for the Chair

Duties

Remuneration

- To agree the remuneration and terms of service arrangements for Executive Directors (i.e. Board voting and non-voting members), the Chief Executive and posts assigned to the Very Senior Manager framework.
- To oversee the contractual arrangements for Executive Directors and, when required, consider issues relating to remuneration, terms of service and performance issues for Very Senior Managers.
- To review additional non-pay benefits.
- To review severance packages which fall outside the standard provisions of the Contract of Employment*
- As appropriate, the Audit Committee will provide a Value for Money (VfM) view on severance packages as per the agreed thresholds set by NHS England.
- To ensure that the Annual Report includes a report on the remuneration arrangements for Executive Directors and the Chief Executive, including those who have joined or left the Trust during the financial year.
- Receive assurance as to off-payroll and interim Board payments

* Severance Packages Approval Levels

Severance packages which fall outside the standard provisions of the Contract of Employment must be calculated using standard guidelines. Any proposal to make payments outside of the current guidelines are subject to the approval of HM Treasury, via NHS England (NHSE).

Redundancy Payments

The Committee must consider/approve any redundancy payments which are £10,000 or above. Any payments below these thresholds can be agreed by the Chief Executive / Chief Finance Officer / Chief People Officer outside of the meeting with notification being made to the next meeting of the Committee.

Tribunal Settlements

The Committee must consider / approve tribunal settlements which are £10,000 or above. Any payments below this threshold can be agreed by the Chief Executive, Chief People Officer and Chief Finance Officer outside of the meeting with notification being made to the next meeting of the Committee. In circumstances where a decision regarding a settlement of £10,000 or above is urgent, a decision can be made through discussion with the Chair. Again, this would need to be reported to the next meeting of the Committee.

Nominations

- The appointment of the Chief Executive is the responsibility of the Chair. This process will be supported by NHS England. The Chair shall assemble an appropriate panel with relevant expertise and experience in respect of the appointments process.
- To regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) required of Non-Executive Directors of the Board and make recommendations to the Board with regards to any changes.
- To consider and make recommendations to the Trust's Board on any proposals to changes in the structure of the Board and any proposals to increase or decrease the number of voting Executive Directors and/or Non- Executive Directors. The Trust Board should approve such changes.
- When a decision is taken to change the structure of the Board and/or a vacancy arises on the Trust Board, the Committee may seek advice from the Chief People Officer with regard to the recruitment process to be adopted.
- Before an appointment is made by the Board, the Committee will evaluate the balance of skills, knowledge, experience and diversity on the Board, and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment.
- To consider the person specification when Non-Executive vacancies arise.
- To consider the re-appointment of any Non-Executive Directors at the conclusion of their specified term of office having given due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required
- To give full consideration to succession planning for all Board Members in the course of its work, taking into account the challenges and opportunities facing the organisation, and the skills and expertise needed on the Board in the future.
- To monitor and evaluate the performance of the individual Directors (with the advice of the Chief Executive).
- To develop, monitor and seek feedback on a process for the evaluation of performance and contribution on the part of the Chair and Non-Executive Directors.
- To annually review the time required for Non-Executive Directors. Performance evaluation should be used to assess whether the Non-Executive Directors are spending enough time to fulfil their duties.
- To keep up to date and fully informed about strategic issues and commercial changes affecting the Trust and the environment in which it operates.
- Receive the annual declaration of the Chair in respect of the Board Members complying with the Fit and Proper Persons regulation and receive evidence-based assurance that all newly appointed executive directors including the Chief Executive are deemed Fit and Proper.
- Approve any remedial action plan to address non-compliance with the Fit and Proper Persons regulation.
- Approval of membership of Board Committees as appropriate, in consultation with the chairpersons of those Committees

B. Annual Schedule of Meetings

Date	Time	Venue	Deadline for Papers
Tuesday 3 rd June 2025	10.30 am – 12.00 pm	MS Teams	28 th May 2025
Tuesday 2 nd September 2025	10.30 am – 12.00 pm	MS Teams	27 th August 2025
Tuesday 4 th November 2025	10.30 am – 12.00 pm	MS Teams	28 th October 2025
Tuesday 6 th January 2026	10.30 am – 12.00 pm	MS Teams	30 th December 2025
Tuesday 3 rd March 2026	10.30 am – 12.00 pm	MS Teams	24 th February 2026

C. Annual Business Cycle

Title of Paper	Lead	Jun	Sep	Nov	Jan	Mar	CQC	Notes
		3	2	4	6	3	KLOE?	
REMUNERATION								
Redundancy Payments / Tribunal Settlements £10,000 and above	Chief People Officer							As required
Remuneration and terms of service for Executive Directors and Chief Executive	Chief People Officer							As required - pay uplift discussion dependent on national guidance
Remuneration Section of Annual Report	Chief People Officer							Provided to Audit Committee due to timing
Off-payroll and Interim Board payments	Chief People Officer							As required
Pension Restructuring Payment Scheme Review	Chief People Officer							
NOMINATIONS								
Changes to the Composition of the Trust Board	Chairman						1.1	As required
Executive / Non-Executive Appointments	Chief Executive / Chairman						1.1	As required
Non-Executive Director Performance Reviews & Review of Time R	Chairman						1.1	
Annual Non-Executive Director Skills Analysis & 2024/25 Committee Membership	Director of Governance						1.1	
Executive Director Portfolios	Chief Executive						1.1	
Executive Director Performance Reviews	Chief Executive						1.1	
Non-Executive Director Succession Planning	Chairman						1.4	
Succession Planning & Talent Management	Chief Executive						1.4	
GOVERNANCE								
Fit and Proper Persons Declarations	Director of Governance						1.1	
Committee Effectiveness	Director of Governance						4.1 / 4.2	
AD HOC								