

BOARD GOVERNANCE FOR THE ROBERT JONES AND AGNES HUNT ORTHOPAEDIC HOSPITAL NHS FOUNDATION TRUST

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1. THE BOARD OF DIRECTORS

1.1 The Collective Role of the Board

The collective role of the Board of Directors is to:

- Act with a view to promoting the success of the Trust so as to maximise the benefits for the members of the Trust as a whole and for the public (Health and Social Care Act 2012)
- Formulate Strategy
- Ensure accountability by holding the organisation to account for the delivery of the strategy and through seeking assurance that systems of control are robust
- Provide active leadership of the Trust within a framework of prudent and effective controls which enables risk to be assessed and managed
- Ensure compliance by the Trust with its terms of authorisation, its Constitution, mandatory guidance issued by NHSi, relevant statutory requirements and contractual obligations
- Set the Trust's strategic aims, taking into consideration the views of the Council of Governors and ensuring that the necessary financial and human resources are in place for the Trust to meet its objectives, and to review management performance
- Ensure the quality and safety of healthcare services, education, training and research delivered by the Trust and apply the principles and standards of clinical governance set out by the Department of Health, the Care Quality Commission and other relevant NHS bodies
- Set the Trust's values and standards of conduct and ensure that its obligations to its members, patients and other stakeholders are understood and met
- Ensure that the Trust exercises its functions effectively, efficiently and economically

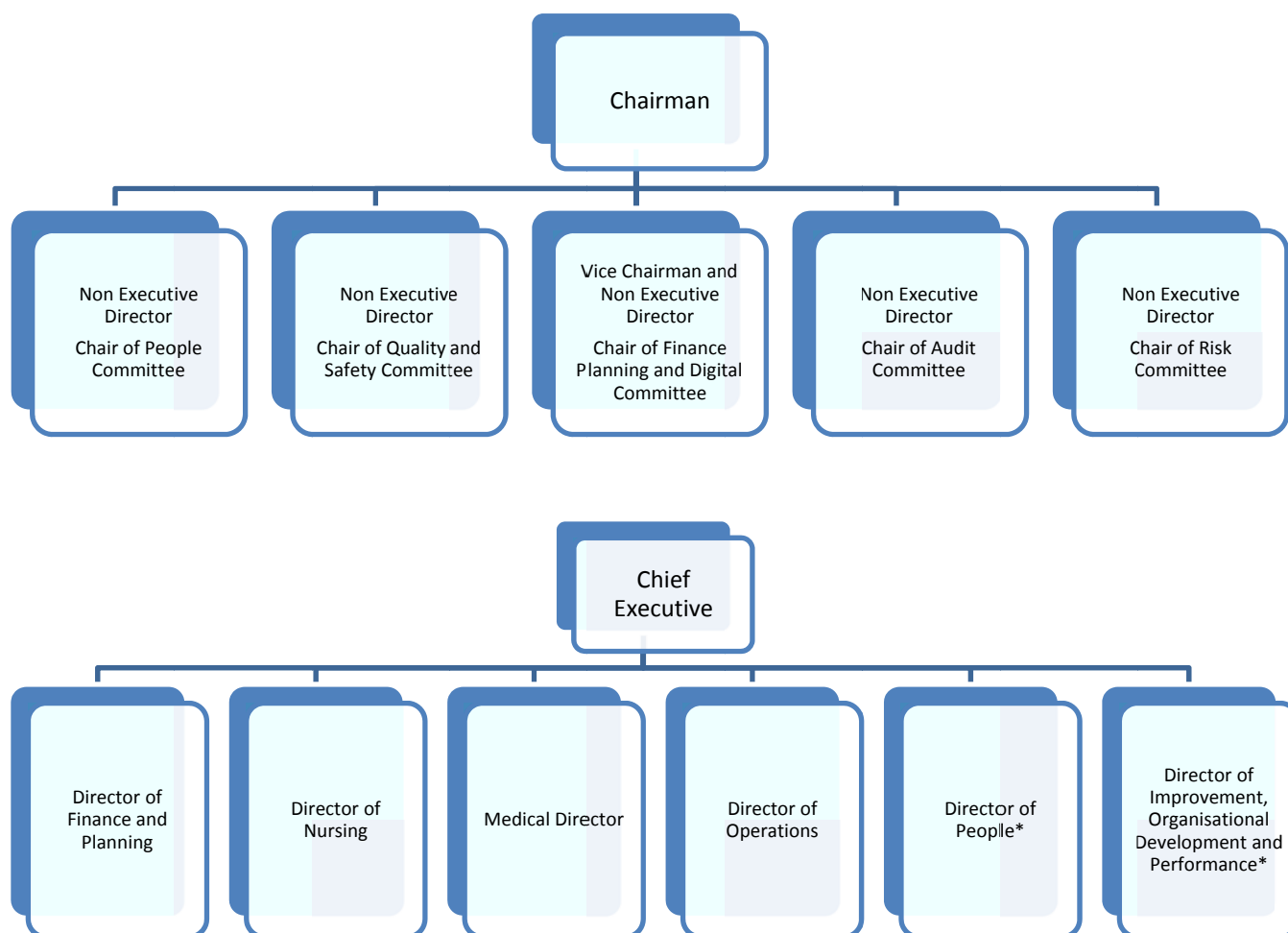
1.2 The Composition of the Board

The Board of Directors comprises:

- A Non-Executive Chairman
- No fewer than four and no more than six other Non-Executive Directors
- One of the Non-Executive Directors will act as the Deputy Chair and Senior Independent Director
- No fewer than four and no more than six Executive Directors, including a Chief Executive, a Finance Director, a Registered Medical Practitioner or Registered Dentist and a Registered Nurse or Registered Midwife

At any time, at least half the voting members of the Board (excluding the Chairman) will be made up of Non-Executive Directors.

RJAH Trust Board is constituted as follows:



* Non-voting members of the Board

The Trust has a Foundation Trust Secretary to support the work of the Board. This role will also support the Council of Governors.

1.3 The Operation of the Board

The Board of Directors operates as a unitary body which is collectively responsible for the performance of the Trust and the exercise of its statutory powers. Accordingly all Directors, whether Executive or Non-Executive:

- Have joint responsibility for every decision of the Board and are required to take decisions objectively in the interests of the Trust
- Are responsible for leading and directing the Trust's activities and for helping to develop proposals on strategy
- Are responsible for monitoring the conduct and performance of management and for constructively challenging the decisions of the Board

1.4 Framework for the Performance Evaluation of the Board, its Committees and Directors including the Chairman

This framework sets out how the performance of the Board of Directors, its Committees, and its Directors, including the Chairman is regularly reviewed.

The collective performance of the board is reviewed on an annual basis and will be independently assessed every 3 years against the board leadership and governance framework set out by NHSi.

The Senior Independent Director leads the annual assessment of the performance of the Chairman in accordance with the process agreed with the Council of Governors (appendix A.1).

The performance of the Non-Executive Directors is assessed annually by the Chairman and includes 360° feedback from all members of the board of Directors (appendix A.2).

The performance of the Chief Executive is assessed annually by the Chairman and agreed with the Remuneration Committee based on agreed criteria (appendix A.3)

The performance of Executive and Associate Directors is assessed annually by the Chief Executive and agreed with the Remuneration Committee based on agreed criteria (appendix.A.3)

1.5 Appointments to the Board

The appointment of the Chief Executive is the responsibility of the Remuneration and Nomination committee made up of the Chairman and Non-Executive Directors. This appointment is subject to approval by the Council of Governors.

Executive Director Appointments (excluding the Chief Executive) to the Board are the responsibility of the Committee made up of the Chairman, Chief Executive and Non-Executive Directors. ~The Remuneration and Nomination.

Non-Executive Directors are appointed by a Committee of the Council of Governors

The Terms of Reference of these committees are included in the Appendices.

1.6 Standards for NHS Board members

The Board is responsible for ensuring that all of its members meet the “fit and proper person test” as required by the Health and Social Care Act.

The Board has adopted the “Standards for members of NHS Boards and Clinical Commissioning Group governing bodies in England”, which has been developed by the Professional Standards Authority (and was reissued in November 2013).

All members of the Board are expected to adhere to these standards.
(The Standards are attached at Appendix B).

In addition to this all managers in the Trust are required to comply with the “Code of Conduct for NHS Managers” which can be found via [Code of Conduct for NHS Managers](#). Further, all managers are required to comply with the Trusts Standards of Business Conduct Policy (Extract attached at Appendix C)

2. INDIVIDUAL ROLES WITHIN THE BOARD OF DIRECTORS

Non-Executive Roles

2.1 All Non-Executive Directors

The Board of Directors is a unitary body which is collectively responsible for the performance of the Trust and the exercise of its statutory powers.

Within the unitary Board, all Directors, whether Executive or Non-Executive, have joint responsibility for every decision of the Board and are required to take decisions objectively in the interests of the Trust. Non-Executive as well as Executive Directors are responsible for leading and directing the Trust's activities and for helping to develop proposals on strategy. Conversely, Executive as well as Non-Executive Directors are responsible for monitoring the conduct and performance of management and for constructively challenging the decisions of the Board

As part of their role as members of the unitary Board, non-executive directors have a particular duty to ensure that the decisions of the Board are subject to constructive challenge and to scrutinise management performance in meeting agreed goals and objectives.

In addition, non-executive directors who are determined by the Board to be independent in character and judgement and free from any business or other relationship which could materially interfere with the exercise of their judgement will be responsible, as the members of key committees of the Board, for:

- Monitoring the integrity of financial, clinical and other information
- Ensuring that financial and clinical quality controls and systems of risk management are robust
- Determining appropriate levels of remuneration of executive directors
- Playing a supporting role in appointing and, where necessary, removing Executive Directors, and in succession planning

2.2 Trust Chairman

The Trust Chairman provides leadership for the Board of Directors and the Council of Governors and ensures their effectiveness in all aspects of their role and agenda. Key responsibilities include:

- Ensuring the provision of accurate, timely and clear information to Directors and Governors
- Facilitating the effective contribution of Non-Executive Directors, Executive Directors and Governors and ensuring constructive relations between them
- Ensuring that the Board establishes clear objectives for the delivery of agreed plans and meeting the Trust's terms of authorisation and regularly reviews performance against these objectives

A statement on the division of responsibilities between the Trust Chairman and the Chief Executive, as agreed by the Board of Directors, is attached as Appendix D to this document.

2.3 Deputy Chairman

The Deputy Chairman is appointed from amongst the Trust's non-executive directors by the Council of Governors. Where the Trust Chairman has died or has ceased to hold office, or where he or she is unable to perform his or her duties as Chairman owing to illness, conflict of interest or any other cause, the Deputy Chairman will:

- Preside at meetings of the Board of Directors and the Council of Governors

- Exercise all the authorities vested in the Trust Chairman by the Standing Orders of those bodies, including the right to a casting vote where necessary.

2.4 Senior Independent Director

The Senior Independent Director is to be appointed from amongst the Trust's independent non-executive directors by the Board of Directors, in consultation with the Council of Governors. In addition to his or her responsibilities as a Non-Executive Director, the Senior Independent Director will:

- Lead the Non-Executive Directors in the evaluation of the Trust Chairman's performance as part of a process agreed with the Council of Governors
- Convene a meeting of the Non-Executive Directors, without the Trust Chairman, at least annually and on such other occasions as are deemed appropriate
- Be available to Members and Governors if they have concerns which contact through the normal channels of Trust Chairman, Chief Executive or Deputy Chief Executive/Chief Finance Officer has failed to resolve or for which such contact is inappropriate
- Maintain sufficient contact with, and attend sufficient meetings of, the Governors to listen to their views in order to help develop a balanced understanding of their issues and concerns.

Executive Roles

2.5 Chief Executive and Accounting Officer

The Chief Executive will manage the Trust in accordance with the values, objectives, policies and specific decisions of the Board of directors and ensure that all activities are directed towards their achievement. Key responsibilities include:

- Evaluating present and future opportunities, threats and risks in the external environment and current and future strengths, weaknesses and risks to the Trust
- Producing the annual business plan and ensuring that it is geared to achieving the Trust's vision and strategy
- Managing Executive Directors and Senior Managers and developing effective working relationships and communications with other staff
- Ensuring that the Board of Directors is given the advice and information it needs to perform its duties and that the business of the Board is properly conducted
- Establishing systems of control and limits of delegation and providing the Board of Directors with regular assurance on their effectiveness
- Establishing strong systems for performance management, focused on continuous improvement in the delivery of services, and maintaining close relationships with relevant regulatory bodies
- Promoting effective joint working with external stakeholders and other key partners
- Strategic leadership for the Trust's Information Management and Technology infrastructure and services
- Ensuring the Trust has a robust IM&T strategy in place to support the objectives of the organisation.

In his or her capacity as the Accounting Officer, the Chief Executive has personal responsibility for:

- The overall organisation, management and staff of the Trust and for its procedures in financial and other matters ensuring there is a high standard of financial management in the Trust as a whole,
- The Trust delivers efficient and economical conduct of its business and safeguards financial propriety and regularity throughout the organisation
- Financial considerations are fully taken into account in decisions by the Trust
- The propriety and regularity of public finances for which he or she is answerable, the keeping of proper accounts, prudent and economical administration in line with the principles set out in Managing public money, the avoidance of waste and extravagance and the efficient and effective use of the Trust's resources in their charge
- Ensuring that appropriate advice is tendered to the Board of Directors and the Council of Governors on all matters of financial propriety and regularity, prudent and economical administration, efficiency and effectiveness
- If necessary, informing NHSi of any proposed course of action which might infringe the requirements of financial propriety and regularity, prudent and economical administration, efficiency and effectiveness
- Appearing before the Public Accounts Committee as required to give evidence on any report by the Comptroller & Auditor General on the economy, efficiency and effectiveness with which the Trust has used its resources

A statement on the division of responsibilities between the Trust Chairman and the Chief Executive, as agreed by the Board of Directors, is attached as Appendix A to this document.

2.6 Director of Finance and Planning

The **Director of Finance and Planning** is accountable to the Chief Executive, the Board of Directors and the Council of Governors on all aspects of financial strategy and financial management. Key responsibilities include:

- Providing strategic leadership for finance across the organisation and helping to strengthen its contribution to the Trust's activities
- Providing comprehensive financial services to the Trust including the production of budget proposals, the development of effective budgetary control systems, the provision of accurate and timely information and advice and the compilation of monthly management returns and year-end accounts for statutory and regulatory purposes
- Managing financial agreements between the Trust and its stakeholders effectively in order to ensure appropriate recovery of costs
- Overseeing all financial systems and internal controls, including the development and modification of accounting systems when required
- Managing relationships with the Trust's internal and external auditors
- Providing strategic leadership for the development of the Trust's Estate, ensuring its contribution to the Trust's activities.
- Ensure that there are robust systems in place to provide the Board with high quality data to support performance management and decision making

- Overseeing the Trust's operational and financial planning

2.7 Medical Director

The Medical Director is accountable to the Chief Executive, the Board of Directors and the Council of Governors on medical and clinical matters, including compliance with national policy, and will provide professional leadership to all medical staff within the Trust. Key responsibilities, carried out in collaboration with other executive directors, include:

- Developing a culture within the Trust which promotes clinical governance and ensures its effectiveness
- In collaboration with the Director of Nursing, ensure that the quality of patient care is integral to all the Trust's activities
- Planning and implementing the clinical services strategy for the Trust
- Leading the Trust's relationships with bodies representing general practitioners and with the medical schools associated with the Trust
- Leading on medical workforce planning and developing plans for the Trust and the wider health economy
- Taking the lead on research on behalf of the Trust and developing relationships with universities and the wider research community

2.8. Director of Nursing and Deputy Chief Executive

The Director of Nursing is accountable to the Chief Executive, the Board of Directors and the Council of Governors on nursing matters, including compliance with national policy, and will provide professional leadership to all nursing staff and Allied Health Professionals within the Trust. Key responsibilities include:

- Developing and implementing nursing policies that achieve the Trust's strategic direction
- Fostering a culture that values continuing professional development and strives for excellence in the delivery of patient care
- In collaboration with the Medical Director, developing the clinical governance culture of the Trust and monitoring its effectiveness
- In collaboration with the Medical Director, ensure that the quality of patient care is integral to all the Trust's activities
- Leading patient and public involvement in the Trust and managing the Patient Advice and Liaison Service (PALS) and complaints service
- Board responsibility for Health and Safety
- Caldicott Guardian
- Director of Infection Prevention and Control (DIPC)
- Risk Management and Governance
- Safeguarding Executive Lead
- EPRR Executive Lead

- Deputising for the Chief Executive in his / her absence

2.9. Director of Operations

The Director of Operations is accountable to the Chief Executive, the Board of Directors and the Council of Governors regarding the delivery of operational performance within the Trust. Key responsibilities include:

- Ensuring the delivery of operational activity in accordance with agreements between the Trust and its stakeholders and national targets
- Provide executive leadership to the clinical divisions for service delivery.
- Board level accountability for the delivery for operational performance standards and targets and achievement against local and national standards.
- Corporate responsibility as a member of the Trust Board for overall formulation of policy and strategic direction of the Trust.
- Board level accountability for the delivery and management of partnerships and service/business development.
- Developing and implementing operational policies to achieve the Trust's strategic direction.
- Fostering a culture that values continuing professional development and strives for excellence in service delivery and patient experience.
- Meet agreed targets and objectives, and deliver within defined costs, timescales and resources.

2.10 Director of People

The Director of People is accountable to the Chief Executive, the Board of Directors and the Council of Governors on human resource matters. Key responsibilities include:

- Ensuring effective matching of workforce to activity
- Facilitating continuous professional development and learning
- Developing the leadership capacity and capability

2.11 Director of Improvement, Organisational Development and Performance

The Director of Improvement, Organisational Development and Performance is accountable to the Chief Executive, the Board of Directors and the Council of Governors on organisational development matters and also the ongoing management of performance and the Trust's improvement agenda. Key responsibilities include:

- Ensuring the Trust has adequate oversight of its performance.
- Strategic leadership for the Trust's service improvement framework and agenda
- Ensuring the development and implementation of the Organisational Development Strategy
- As Senior Information Risk Owner (SIRO) ensuring that risks to data security are recognised and managed
- Design and ensure the effective operation of the Trust's process of continuous improvement

Board and Council Support

2.12 Foundation Trust Secretary

All Directors and Governors have access to the advice and services of the Trust Secretary, who has the following primary responsibilities:

- Ensuring good information flows within the Board of Directors, the Council of Governors and their Committees and between Senior Management, Non-Executive Directors and Governors
- Ensuring that the procedures and Standing Orders of the Board of Directors and the Council of Governors are complied with
- Advising the Board of Directors and the Council of Governors (through the Chairman) on all governance matters
- Supporting the induction of new Directors and Governors and assisting with their professional development

3. RESERVATION AND DELEGATION OF RESPONSIBILITIES

3.1 Matters Reserved to the Board

As recommended by the NHS Foundation Trust Code of Governance, the Board of Directors has expressly reserved certain key matters for its collective consideration and decision. The schedule of matters reserved to the Board of Directors is set out in Appendix E to this document.

3.2 Delegation to Officers

Matters which the Board of Directors considers suitable for delegation to individual directors and officers of the Trust are contained in the Scheme of Delegation and Standing Financial Instructions (SFIs), which are regularly reviewed and revised by the Board.

3.3 Delegation to Committees of the Board

The Board of Directors has established the following Committees, all of which are chaired by Non-Executive Directors, to exercise delegated responsibilities on behalf of the Board:

- Audit Committee
- Quality & Safety Committee
- Finance, Planning and Digital Committee
- Risk Management Committee
- People Committee
- Nomination and Remuneration Committee
- Executive Directors Appointments Committee

The membership and key responsibilities of these Committees of the Board are summarised in Appendix F to this document.

4. THE COUNCIL OF GOVERNORS

4.1 The Role of the Council of Governors

The general duties of the Council of Governors are:

- To hold the Non-Executive Directors individually and collectively to account for the performance of the Board of Directors, and
- To represent the interests of the members of the trust as a whole and the interests of the public. (Health & Social Care Act 2012)

The specific statutory powers and duties of the Council of Governors are to:

- Appoint and, if appropriate, remove the Trust Chairman
- Appoint and, if appropriate, remove the other Non-Executive Directors
- Decide the remuneration and allowances, and the other terms and conditions of office, of the Chair and the other Non-Executive Directors
- Approve the appointment of the Chief Executive
- Appoint and, if appropriate, remove the External Auditor
- Receive the Trust's annual accounts, any report of the External Auditor on them and the annual report
- Approve "significant transactions", including plans to increase the proportion of income received from activities other than the health service in England by 5%

In addition, in preparing the Trust's forward plan, the Board of Directors must have regard to the views of the Council of Governors.

In exercising its powers and duties, governors are required by the NHS Foundation Trust Code of Governance to:

- Represent the interests of Trust members and Partnership Organisations in the governance of the Trust
- Act in the best interests of the Trust and adhere to its values and code of conduct
- Hold the Board of Directors collectively to account for the Trust's performance and ensure that the Board of Directors acts in such a way that the Trust does not breach the terms of its Authorisation
- Feedback information about the Trust, its vision and its performance to the constituencies and stakeholder organisations that elected or appointed them.

4.2 The Composition of the Council of Governors

In accordance with the Trust's Constitution, the Council of Governors will consist of 15 governors, to be composed as follows:

- Nine Governors elected by the Public Constituency
- Three Governors elected by the Staff Constituency
- Three Governors appointed by Partnership Organisations, including one Governor appointed by Shropshire Council.

4.3 The Operation of the Council of Governors

Meetings of the Council of Governors will be held at least four times a year, one of which will be an AGM.

The Council of Governors is not permitted to delegate any of its powers or responsibilities to any committee or individual Governor, but is able to appoint committees to assist it in the proper performance of its functions.

The Trust's Constitution provides for the appointment by the Council of Governors of an ad hoc Nomination Committee for the purpose of making recommendations to it on each exercise of its powers to appoint and re-appoint the Trust Chairman and other Non-Executive Directors and to remove another Non-Executive Director (including the Trust Chairman).

4.4 The Role of the Lead Governor

The Lead governor has a role to play in facilitating direct communication between NHSi and the Council of Governors. This will be in a limited number of circumstances and, in particular, where it may not be appropriate to communicate through the normal channels, which in most cases will be via the Chairperson or the Trust Secretary.

The Lead Governor may also facilitate communication between the Chairman and the Governors where the Governors consider this to be the most appropriate approach.

4.5 Interface between the Board of Directors and the Council of Governors

The Chairman is responsible for ensuring that there is effective communication between the Board of Directors and the Council of Governors.

The Board of Directors provides the Governors with their meeting agenda, prior to the meetings and copies of the minutes once approved.

The Board of Directors ensures that the Governors are given the opportunity to comment on the strategic and operational plans.

There is a process in place for the escalation of disputes between the Board of Directors and the Council of Governors. In the first instance the Senior Independent Director would seek to resolve the dispute. If he was unable to resolve this, an ad hoc Dispute Resolution Committee would be appointed, comprising an equal number of Governors and Non-Executive directors. If this committee were to be unsuccessful the Senior Independent Director would refer the dispute to an independent assessor who was agreeable to both parties.

APPENDIX A: Framework for the Performance Evaluation of the Board, its Committees and Directors including the Chairman

APPENDIX A.1: Process for the Annual Appraisal of the Chairman

Prior to the Non-Executive Directors meeting formally, the Senior Independent Director will consult individually with the Chief Executive, Executive and Non-Executive Directors. The Lead Governor will formally meet with the Senior Independent Director and any other Governor may choose to contribute.

All Board members will participate in a confidential 360° questionnaire regarding the Chairman's performance.

Criteria

The criteria on which the appraisal will be based will include:

- RJAH annual performance
- Achievement of Board's key strategic objectives
- Leadership and effective working and development of the Board and Council of Governors
- Representational role on behalf of RJAH and stakeholder engagement

At the Non-Executive Directors' meeting the inputs from all sources will be considered and a collective assessment agreed.

The Senior Independent Director will then meet with the Chairman and subsequently confirm to the Board and Council that the appraisal has been conducted.

Timing

The appraisal should be conducted following the end of each financial year. This would normally be in May unless otherwise required.

APPENDIX A.2: Process for the Annual Appraisal of Non-Executive Directors

Process

Prior to the Non-Executive Directors (NED) meeting formally, the Chairman will consult individually with the Chief Executive and seek the views of the Council of Governors via the Lead Governor.

All Board members will participate in a confidential 360° questionnaire regarding Non-Executive Directors performance which will address contribution and understanding of the following areas:

- The NED demonstrates sufficient understanding of the markets within which the RJAH operates
- The NED understands the strategic needs of the organisation and contributes to the development strategy.
- The NED understands and ensures compliance with regulatory, legal and governance requirements and makes relevant contributions to the management of risk
- The NED has effective relationships with other members of the Board
- The NED consistently behaves in a way congruent with the RJAH brand
- The NED dedicates sufficient time to undertake their role effectively
- The contributions of the NED at the Board meetings are consistent, providing a balance of support and challenge to the executive management team
- The NED is committed to the success of the RJAH and demonstrates passion and energy
- The NED's behaviour is helpful to forming and developing trusting relationships
- The NED's contribution to meetings is high quality and value added, demonstrating clear thinking and good judgement
- The NED effectively communicates any concerns they have, listens appropriately and follow's up proactively
- The NED is sufficiently independent and objective
- The NED challenges constructively and probes when appropriate

Overall, the performance of the NED adds value to the Board.

At the Non-Executive Directors' meeting with the Chairman the inputs from all sources will be considered and a collective assessment agreed.

The Chairman will confirm to the Council of Governors that the assessment has been conducted.

Criteria

The criteria on which the assessment will be based will include:

- RJAH annual performance
- Achievement of Board's key strategic objectives
- Contribution to effective working and development of the Board
- Representational role on behalf of RJAH and stakeholder engagement

Timing

The appraisals should be conducted following the end of each financial year. This would normally be in May unless otherwise required.

APPENDIX A.3: Criteria for the Annual Performance Assessment of the Chief Executive, Executive and Associate Directors

- 1.1 Directors will be set annual objectives which address the following six areas:
 - i. Annual Corporate Objectives
 - ii. Corporate Risks
 - iii. Supporting Strategies
 - iv. Other e.g. legislative
 - v. Standards of Business Conduct & Trust Values
 - vi. Personal Development
- 1.2 A mid-year review will be undertaken to discuss progress and address any barriers to progress which may have arisen.
- 1.3 An end of year review will be undertaken to determine the level of performance of the Director as follows:
 - i. Concerned
 - ii. Satisfactory performance
 - iii. Good
 - iv. Very good
- 1.4 The Chief Executive assesses the performance of the Executive & Associate Directors
- 1.5 The Chairman assesses the performance of the Chief Executive.
- 1.6 The remuneration committee will consider the recommendations of the Chairman and Chief Executive as part of the annual pay review process.

APPENDIX B: Standards for Board Members

1. Policy Statement

The Robert Jones & Agnes Hunt Orthopedic Hospital NHS Trust (the Trust) expects that all members of the Board of Directors understand and are committed to the practice of good governance and the legal and regulatory frameworks in which the Trust operates, and will apply the standards for members of NHS boards, as set out by the Professional Standards Authority (2012) and conform to the Fit and Proper Persons Requirements as set out in the Health and Social Care Act 2008 (Regulated Activities) Regulations 2014 – Regulation 5 and Schedule 4.

2. Application

The policy applies to Directors¹ by which is meant executive and non executive, permanent, interim and associate positions, irrespective of their voting rights at all times when directors are carrying out the business of the foundation trust or representing the foundation trust.

3. Responsibilities

All Board members

- Will abide by the Standards at all times when at the service of the NHS.
- Will 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 well-being of patients and service users, 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.
- Will understand that they must act in the interests of patients, service users and the community they serve, and that they must uphold the law and be fair and honest in all their dealings.
- Will complete declarations upon appointment and annually thereafter providing their commitment to these standards.
- Will declare any failure to maintain the Standards, including the requirements of the Fit and Proper Persons

Head of Board Governance (Trust Secretary)

Will ensure appropriate declarations are provided on appointment, and annually thereafter as follows.

On Appointment

Standards for Board Members (Appendix 1)
Fit and Proper Persons Declaration (Appendix 2)

- Bankruptcy and Insolvency Register
- Disqualified Directors

Declaration of Confidence
Senior Managers Code of Conduct

Annual Declarations

Standards for Board Members (Appendix 1)
Fit and Proper Persons Declaration (Appendix 2)
Declarations of Interest

3. Monitoring

Directors will be monitored annually to confirm compliance and non compliance will be reported to the appropriate officer.

¹ As per Regulation 5~: Fit and proper persons: directors

APPENDIX C: Standards of Business Conduct Policy.

1. Policy Statement.

- 1.1. The Robert Jones & Agnes Hunt Orthopaedic Hospital NHS Foundation Trust (the Trust) is committed to achieving the highest possible standards of corporate behaviour and responsibility. As such, the Trust requires all employees to abide by the standards and principles within this policy.
- 1.2. The Trust has adopted a set of values which should inform all activities within the Trust, including business conduct.
 - Caring
 - Excellence
 - Friendly
 - Professional
 - Respect

2. Purpose

2.1 This policy sets out the overall intent and general principles the Trust will apply in relation to business conduct in order to comply with current legislation:

- Fraud Act 2006
- Bribery Act 2012
- Public interest Disclosure Act 1998
- the principles of public life defined by the Committee on Standards on Public Life (originally the Nolan Committee)
- Research Governance Framework 2005

- 1.3. Failure to comply with this policy may lead to disciplinary action, up to and including dismissal and staff may also be liable for personal prosecution.

2. Scope

2.1. This policy applies to all employees, students and trainees, agency staff and secondees.

3. Principles of Public Life –

- 3.1. In carrying out their functions, it is the responsibility of all staff to be guided by the Seven Principles of Public Life as follows:

Selflessness: Holders of public office should act solely in terms of the public interest: They should not do so in order to gain financial or other benefits for themselves, their family or their friends.

Integrity: Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties.

Objectivity: In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit alone.

Accountability: Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

Openness: Holders of public office should be as open as possible about all the decisions and actions they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

Honesty: Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

Leadership: Holders of public office should promote and support these principles by leadership and by example.

- 3.2. The means by which these principles should be applied in practice are set out within this policy.

4. Roles & Responsibilities

- 4.1. It is the responsibility of the Board of Directors to develop and sustain a culture of corporate responsibility and good governance

- 4.2. It is the responsibility of the Foundation Trust Secretary to maintain the Register of Interests and update it annually (appendix 1), and also to maintain a register of hospitality

- 4.3. The following staff categories will be required to complete the Register of Interests;

Medical Consultants

Senior Managers (i.e. Band 7 or above)

“Oracle Approvers” (i.e. Staff authorised to approve requisitions on the electronic ordering system)

(The Directors duties to declare their interests are covered by the Trust’s Constitution).

- 4.4. It is the responsibility of the Director of People to communicate this policy to all new starters through the Trust induction process including providing a summary copy of the entire policy for staff categories identified in paragraph 3.4 above, (appendix 2), and provide guidance and support regarding its application as and when required, including summary information (appendix 3).

- 4.5. It is the responsibility of all staff to comply with this policy

5. Candour and Openness

- 5.1. The Trust is committed to supporting a culture of openness and candour, where errors are reported and learnt from.

- 5.2. All staff have a duty to comply with guidelines and duties of candour and openness as laid down by their professional bodies, external regulators or by statute, see Being Open policy

6. Prevention of Corruption (Bribery Act 2010)

- 6.1. The Trust has a responsibility to ensure that all Trust staff are made aware of their duties and responsibilities arising from the Bribery Act 2010. Under this Act there are four offences:

- bribing, or offering to bribe, another person (section 1);
- requesting, agreeing to receive, or accepting a bribe (section 2);
- bribing, or offering to bribe, a foreign public official (section 6);
- failing to prevent bribery (section 7).

- 6.2. All Trust staff are required to be aware of the Bribery Act 2010 and should also refer to paragraphs 16 and 17 below for further guidance in relation to this.

7. Anti-Fraud measures

- 7.1. The Trust is committed to preventing fraud and staff are encouraged to report any concerns about potentially fraudulent activity.

- 7.2. For further information staff should consult the Anti-Fraud, Bribery & Corruption policy or contact the Local Counter Fraud Specialist.

8. Gifts and Hospitality

8.1. Where gifts or hospitality are given to individuals within the trust, subject to the guidance below regarding value, the overall principle is that they should firstly be refused, or secondly, if they cannot be refused, they should be made available to all staff within the department .

8.2. Gifts

8.2.1. Articles of low intrinsic value such as diaries or calendars, or small tokens of gratitude from patients or their relatives can be accepted. Departments may place such gifts in a raffle so that they can be shared with other staff locally.

8.2.2. In cases of doubt staff should either consult their line manager or politely decline acceptance.

8.2.3. Cash gifts must not be accepted by an individual, but instead treated as a donation and deposited with charitable trust funds, where a record of the donation will be made.

8.2.4. Contractors should not offer gifts to Trust employees and this is specified within their contract.

8.2.5. If gifts are over £50 intrinsic value and it has been impossible to refuse them (e.g. left or sent anonymously) employees must make arrangements to share with their department (e.g. this could be done by a raffle) and include the gift on the Trust hospitality register.

8.2.6. In cases of doubt consult with your line manager and or the Trust Secretary and include on the hospitality register.

8.3. Hospitality

8.3.1. Lunches or dinners in the course of a working visit or attendance at a meeting or conference may be accepted by an individual.

8.3.2. Material work related hospitality, such as the sponsorship of courses, is covered in the Commercial sponsorship section 14.

8.3.3. Extravagant or non-work related hospitality e.g. an invitation to attend a major sporting event or free tickets to the theatre must not be accepted by an individual.

8.3.4. All hospitality offered, even if refused, should be recorded in the hospitality register which is held by the Trust Secretary.

8.3.5. When in receipt of hospitality, staff should comply with the Alcohol and Drugs policy, in particular the Trust expects that all employees will not consume / use alcohol during working hours.

9. Declaration of Interest

10.1. There are occasions when an employees' links to another business or organisation could place them in a position where this could cause a conflict of interests. This link could be by the employees' direct involvement or by having a partner or close relative having an involvement. This link could be in the form of employment, unpaid work or by being a director. The type of organisation which could cause conflict would be ones who supplied (or may wish to supply) goods or services or ones which operated in the field of healthcare. These links could cause conflict if the employee was in a position to influence decisions by the Trust concerning them.

9.1.1. Where any of these circumstances occur the employee should declare this in the "Register of Interests", this is held by the Trust Secretary (see section 11) Having declared an interest, employees must not enter into business with that individual or organisation unless however the Trust can take steps to mitigate any potential conflict.

- 9.1.2. For example, a Director may be required to leave a board meeting for any agenda item where there was a potential conflict; or employees would not normally be placed in a position where they were responsible for ordering goods or services from an organisation with which they have links, where this was unavoidable for operational reasons additional safeguards would be put in place.
- 9.1.3. A potential conflict could also arise if an employee held a position of authority in a health related charity or campaigning organisation.

10. Registers

The Trust maintains two registers which are held by the Foundation Trust Secretary as follows:

- 10.1. Register of Interests - This details interests held by managers or their close relatives (i.e. spouse or partner, parent, child or sibling and may include other relatives. Commonsense should be applied when deciding if a relative is a close relative).
 - 10.1.1. Managers (see paragraph 5.3) are required to update, or confirm a nil declaration on an annual basis. If the circumstances of staff or their relatives were to change during the year, so as to pose a potential conflict of interests, they should inform the Trust Secretary straight away. New managers will be asked to declare their interest on appointment.
- 10.2. Hospitality Register - This holds ad hoc declarations of gifts or hospitality which should be made as and when they occur together with indicative values.

11. Secondary and Other Employment

- 11.1. Employees of the Trust must not engage in any secondary or other employment (including self-employment) which may conflict with their work or be potentially detrimental to the Trust. Before taking up any other employment, employees must put their request in writing to their Divisional Manager, or Director.
- 11.2. Secondary employment whilst absent from work due to sickness is not acceptable and failure to report secondary employment whilst absent due to sickness may be considered an offence under the Fraud Act.
- 11.3. Permission to engage in secondary or other employment will normally be granted if the following conditions are satisfied.
- 11.4. Working hours on other employment are conducted entirely outside of Trust contracted hours of work.
- 11.5. The employment is not in direct competition with the Trust's business and does not affect the business by, for example, loss of business or the passing on of confidential information.
- 11.6. The employee provides the Trust with the name and address of the other employer or organisation, an outline of the job role they wish to undertake and the hours they intend to work.
- 11.7. The work is not inherently hazardous or likely to put at risk the employee, other employees or patients. Staff are reminded that occupational sick pay is not normally payable for an absence caused by injuries whilst working for another employer and may affect their rights to the NHS benefits such as Superannuation Scheme,
- 11.8. The requirements of the working time regulations are met (including appropriate rest prior to commencement of work for the Trust).
- 11.9. Work excluded from this policy would generally include unpaid voluntary activities and private practice as specified in Consultant Contract (see below).

12. Medical Staff

- 12.1. Consultants and Staff and Associate Specialist who are employed under the terms of the new Contract may undertake private practice in accordance with the terms of that contract.
- 12.2. Staff and Associate Specialist who are employed under the terms of the old contract and associate specialists should refer to the guidance contained in "A guide to the management of Private practice in the NHS" (PM 979)11.
- 12.3. If a member of medical staff refers a patient to a nursing home in which he/she has an interest, they should declare that interest to the patient.
- 12.4. Medical staff cannot work for another organisation without the prior agreement of the Trust; following agreement, any such secondary employment should be declared in the register of interests.

13. Commercial Sponsorship

- 13.1. Research Funding - Employees undertaking research projects must declare any financial interests or potential conflict of interest that may arise from the research activity in accordance with the Research Governance Framework 2005.
- 13.2. Posts - The sponsorship of any post by an outside organisation must have the prior approval of the Chief Executive and be included in the declaration of interests.
- 13.3. Courses and Conferences - Sponsorship for Trust events such as; conferences, training, publications, team meetings and social events must be approved in advance by a Divisional Manager or Director.
- 13.4. Sponsorship for attendance by non-medical staff on a course must be approved in advance by a Divisional Manager or Director and attendance at courses abroad must have prior approval from the Director of People. The Trust study leave form allows for this approval process to be followed.
- 13.5. Sponsorship for attendance by medical staff on a course must be approved in advance by the medical Director and attendance at courses abroad must have prior approval from the Director of People. The Trust study leave form allows for this approval process to be followed.
- 13.6. Where the sponsorship includes the costs of travel/accommodation the recipient must declare that they are aware of their obligations under this policy and will act in such a manner as not to confer a commercial advantage onto the sponsoring company.
- 13.7. All sponsorship of courses and conferences must be declared on the hospitality register together with estimated value.

14. Supplies and Contractors

- 14.1. All Trust staff who are in contact with suppliers and contractors (including external consultants), and in particular those who are authorised to sign purchase orders or enter into contracts for goods and services are expected to adhere to professional standards in line with those set out in the Code of Ethics of the Chartered Institute of Purchasing and Supply (Appendix 3).
- 14.2. All Trust staff must treat prospective contractors or suppliers of services to the Trust equally and in a non-discriminatory way and act in a transparent manner.
- 14.3. Trust staff involved in the awarding of contracts and tender processes must take no part in a selection process if a personal interest or conflict of interest is known. Such an interest must be declared to the Trust Secretary as soon as it becomes apparent. Trust staff should not at

any time seek to give undue advantage to any private business or other interests in the course of their duties.

- 14.4. The Trust has duties under European and UK procurement law and staff must comply with standing financial instructions (SFIs) in relation to all contract opportunities with the Trust.
- 14.5. Trust staff must not seek, or accept, preferential rates or benefits in kind for private transactions carried out with companies with which they have had, or may have, official dealings on behalf of the Trust. This does not apply to officers' and members' benefit schemes offered by the NHS or trade unions.
- 14.6. Trust staff invited to visit organisations to inspect equipment for the purpose of advising on its purchase will be reimbursed for their travelling expenses in accordance with the travel expenses policy laid down by the Trust. Such expenses should not be claimed from other organisations to avoid compromising the purchasing decisions of the Trust.

15. Use of Trust Property

- 15.1. Trust property or facilities should not be used for personal activity or benefit. This includes:-
 - 15.1.1. Use of telephone (though limited use in extenuating circumstance is permissible).
 - 15.1.2. Use of email. The "RJAH" email address should not appear in any literature or correspondence not directly related to Trust Business. This does not prevent employees from using e-mail to conduct related business in another capacity e.g. correspondence from staff side representatives acting in a trade union capacity or correspondence related to an appropriate professional organisation or membership.
 - 15.1.3. Photocopying or printing.
 - 15.1.4. Trust Postal System.
- 15.2. Trust premises, facilities or equipment should only be used for private business with prior approval, and arrangements must be made for the Trust to be reimbursed for the cost of providing these facilities.
- 15.3. Photographs and graphics on the Trust website are also Trust property and should not be reproduced without permission.
- 15.4. In the case of any doubt, an employee should speak to their line manager.

16. Use of Trust Identity

When employees are engaged in activities outside of their formal employment, they should not use the Trust name, logo, email address or any other reference to the Trust to promote those activities without the prior approval of the Chief Executive.

17. Political/ Campaigning activities

- 17.1. Any political or campaigning activity should not identify an individual as an employee of the Trust, beyond any statutory declarations required.

18. Links to Other Policies

- 18.1. Staff should familiarise themselves with the relevant Trust policies and procedures which are held on the Trust intranet. In particular it is important that staff are familiar with the Standing Financial Instructions, and Scheme of delegation.
- 18.2. If at any stage they have any queries concerning these policies they should refer the matter to their line manager.

- Openness (Whistle blowing)
- Email Policy
- IT Security Policy including Internet Usage
- Research Misconduct and Fraud Policy
- Alcohol and Drugs policy,
- Anti-Fraud, Bribery and Corruption Policy
- Standing Financial Instructions
- Social Networking and mobile devices policy.
- Being Open Policy (Duty of Candour)

19. Communication

19.1. A copy of the policy is available on the Trust intranet site, and copies are available in different formats on request, from the human resources department.

19.2. Newly appointed staff will be informed of the policy and procedure as part of the corporate induction process.

20. Monitoring

The declaration of Interests and the Hospitality registers are reviewed on a quarterly basis by the Audit Committee.

Managers are responsible for ensuring that their staff complies with good standards of Business Conduct.

APPENDIX D: DIVISION OF RESPONSIBILITIES BETWEEN THE TRUST CHAIRMAN AND THE CHIEF EXECUTIVE

The following division of responsibilities between the Chairman and the Chief Executive has been agreed by the Board of Directors.

Key Responsibilities

Chairman:

- Managing the business of the Board of Directors and the Council of Governors so as to ensure their effective performance
- Promoting the highest levels of integrity, probity and corporate governance and ensuring that these standards are embodied in the conduct of the Board of Directors and the Council of Governors
- Ensuring that the Board as a whole is able to play a full and constructive role in the development of the Trust's strategy and business aims
- Ensuring that the Board pays sufficient attention to the development of the Trust's business and the protection of its reputation

Chief Executive:

- Executive management of the Trust's business consistent with the strategic and business objectives agreed by the Board as a whole
- Ensuring that the affairs of the Trust are carried out in accordance with the highest standards of integrity, probity and corporate governance and that these standards are embedded at all levels
- Ensuring that the strategy and business aims set by the Board are aligned with statutory, regulatory and contractual requirements
- Formulating annual objectives, budgets and operational plans to deliver the strategy and business objectives set by the Board

Detailed Responsibilities

a) Board of Directors

Chairman:

- Setting the Board's agenda and managing the conduct of its business
- Ensuring that all Directors receive accurate, timely and clear information on performance, the issues, challenges and opportunities facing the Trust and matters which are reserved to the Board for decision
- Facilitating the effective contribution of all Directors and ensuring constructive relationships between Executive Directors and Non-Executive Directors
- Ensuring that Non-Executive Directors receive full, formal and tailored induction and participate in the Board development programme
- Ensuring that the Board undertakes and acts on formal and rigorous evaluation of its own performance

Chief Executive:

- Leading, motivating and directing the other Executive Directors and Senior Managers
- Ensuring that the Board is given the advice and information it needs to carry out its duties effectively and (in consultation with the Chairman) that the business of the Board is properly conducted
- Promoting the effective contribution of Executive Directors and Senior Managers to the proceedings of the Board and its Committees
- Contributing to induction programmes for new Directors and ensuring that management time is made available for this purpose
- Providing input to the evaluation of the performance of the Board and its Committees

- and that of its Committees
- Appraising the performance of Non-Executive Directors and acting on the outcomes of performance evaluation where necessary
- Appraising the performance of Executive Directors in their corporate and functional roles.

b) Council of Governors

Chairman:

- Leading the Council of Governors and setting its agendas
- Ensuring that governors receive accurate, timely and clear information that is appropriate for their duties
- Ensuring that Governors receive full, formal and tailored induction and are enabled to update their skills, knowledge and familiarity with the Trust
- Leading the Council of Governors in periodically assessing its collective performance
- Ensuring constructive relationships between the Board of Directors and the Council of Governors and that the views of governors and members are communicated to the Board

Chief Executive:

- Facilitating the work of the Council of Governors and its Committees, ensuring that they have sufficient resources and are able to meet sufficiently regularly to discharge their duties
- Ensuring that the Council of Governors is given the advice and information it needs to carry out its duties effectively and (in consultation with the Chairman) that the business of the Council of Governors is properly conducted
- Contributing to induction and development programmes for Governors and ensuring that management time is available for this purpose.
- Providing input to the assessment of the performance of the Council of Governors
- Ensuring that the views of governors and members are taken into account in the conduct of the Trust's business and the development of its strategic aims

c) Stakeholders

Chairman

- Being a visible and accessible figurehead for the Trust's staff and the leading champion of its vision, values and objectives
- Taking the lead at ceremonial events and other corporate formalities
- Promoting mutual understanding with external partners and stakeholder bodies through dialogue with their Non-Executive or elected leads
- Supporting the Chief Executive in contacts with MPs and other political figures
- Taking the lead at public meetings

Chief Executive

- Performing the role of senior line manager and employer
- Taking the lead on employee relations and internal communications on operational matters
- Fostering good working relationships with external partners and stakeholders through the conduct of business with their Executive Officer Leads
- Taking the lead on contact with MPs and other political figures, with the participation of the Chairman as appropriate
- Taking the lead on

and events and with voluntary groups, as the public face of the Trust, with the participation of the Chief Executive as appropriate

- Acting as a confidential sounding board for the Chief Executive on key issues and decisions and providing advice, support or challenge as appropriate

communications with the media, with the participation of the Chairman as appropriate

- Informing and consulting the Chairman on key issues and decisions and ensuring that the Chairman is aware of emerging opportunities and threats to the achievement of objectives

d) Accountability

Chairman

- Accountable to the Board of Directors and the Council of Governors for the effective conduct of their activities

Chief Executive

- Accountable to the Chairman (acting on behalf of the Board) and to the Board direct

e) Reporting Lines

Chairman

- The Chairman is not responsible for the executive management of the Trust. Other than the Chief Executive and (in respect of matters relating directly to the Board of Directors or the Council of Governors) the Trust Secretary, no Executive Director, senior manager or other member of staff reports to the Chairman other than through the Board

Chief Executive

- The Chief Executive is responsible for all executive management matters relating to the Trust. All members of executive management report, directly or indirectly, to the Chief Executive.

The appointment and removal of the Trust Secretary is a matter for the Chairman and the Chief Executive jointly

APPENDIX E: SCHEDULE OF MATTERS RESERVED TO THE BOARD OF DIRECTORS

The matters set out in the schedule below are specifically reserved for the collective decision of the Board of Directors.

1.	STRATEGY AND MANAGEMENT
1.1	Responsibility for the overall management of the Trust
1.2	Approval of the Trust's long-term objectives and business strategy
1.3	Approval of the annual operating and capital expenditure budgets and any material changes to them
1.4	Oversight of the Trust's operations ensuring: <ul style="list-style-type: none"> • competent and prudent management • sound planning • an adequate system of internal control • adequate accounting and other records • compliance with its licence, constitution, mandatory guidance issued by the independent regulator, relevant statutory requirements and contractual obligations • the quality and safety of healthcare services, education, training and research delivered by the Trust • the application of the principles and standards of clinical governance set out by the Department of Health, the Care Quality Commission and other relevant NHS bodies
1.5	Review of performance in the light of the Trust's strategy, objectives, business plans and budgets and ensuring that any necessary corrective action is taken
1.6	Extension of the Trust's activities into new business areas
1.7	Any decision to cease to operate all or a material part of the Trust's business
1.8	Any decision to undertake transactions which have been designated as "Significant transactions",* subject to approval by the Council of Governors
1.9	Any decision to increase by 5% or more the proportion of its total income attributable to activities other than the provision of goods and services for the purposes of health service , subject to approval by the Council of Governors
1.10	Ratify decisions made under emergency powers
2.	CORPORATE STRUCTURE AND STATUS
2.1	Major changes to the Trust's corporate structure
2.2	Major changes to the Trust's management and control structure
2.3	Any changes to the Trust's status as an NHS Foundation Trust
2.4	Any proposal to establish a subsidiary company, joint venture or other corporate vehicle for the purpose of carrying out any current or proposed activity of the Trust
2.5	Any proposal involving a merger of the Trust with or takeover of the Trust by another organisation
2.6	Any acquisition or disposal of land

2.7	Any application to a planning authority for planning permission
2.7	Any proposal involving the Trust operating in another organisation (whether within the NHS or not) in the provision of services
2.9	Any use of the RJAH name or brand by another organisation for any purpose.
3.	FINANCIAL REPORTING AND CONTROLS
3.1	Approval of the quarterly financial report to the Independent Regulator.
3.2	Approval of the annual report and accounts, including the corporate governance statement and the remuneration report
3.3	Approval of any significant changes in accounting policies or practices
3.4	Approval of treasury policies, including foreign currency exposure and the use of financial derivatives
3.5	Receive Annual Audit Letter
4.	INTERNAL CONTROLS
4.1	Ensuring the maintenance of a sound system of internal control and risk management including: <ul style="list-style-type: none"> • receiving reports on, and reviewing the effectiveness of, the Trust's risk and control processes to support its strategy and objectives • undertaking an annual assessment of these processes • approving an appropriate statement for inclusion in the annual report • Approving Standing Financial Instructions.
5.	CONTRACTS
5.1	Major capital projects and Business Cases
5.2	Contracts which are material, strategically or by reason of size, or length of commitment entered into by the Trust in the ordinary course of business. Contracts, other than NHS, with a value per year in excess of £250k.
5.3	Contracts entered into by the Trust which are not in the ordinary course of its business.
6.	COMMUNICATION
6.4	Approval of formal submissions to the Department of Health, the Independent Regulator, the Care Quality Commission and other relevant NHS bodies concerning the Trust's compliance with applicable targets and standards
7.	BOARD MEMBERSHIP AND OTHER APPOINTMENTS
7.1	Nomination of a Deputy Chairman for formal appointment by the Council of Governors
7.2	Appointment of the Senior Independent Director in consultation with the Council of Governors
7.3	Establishment, Membership and chairmanship of Board committees
7.4	Nomination of Board representatives to any joint committee of the Board of Directors and the Council of Governors that may be established from time to time for any purpose
7.5	Appointments to the boards of any subsidiary company, joint venture or other corporate vehicle established by the Trust for the purpose of carrying out any

	current or proposed activity
8.	DELEGATION OF AUTHORITY
8.1	Approval of the statement on the division of responsibilities between the Chairman and the Chief Executive, which should be in writing
8.2	Approval and review of the terms of reference of Board committees
8.3	Receiving reports from Board committees on their activities
9.	CORPORATE GOVERNANCE MATTERS
9.1	Approval of the Trust Constitution, in conjunction with the Council of Governors
9.2	Undertaking at least annually a formal and rigorous review of the Board's own performance and that of its committees and individual directors
9.3	Determining the independence of non-executive directors
9.4	Review of the Trust's overall corporate governance arrangements
9.5	Receiving reports on the views of the Trust's members, patients, carers and members of the public
10.	POLICIES
10.1	Approval and revision of Trust-wide Policy Management guidance
10.2	Approval of key policies of general application throughout the Trust, including: <ul style="list-style-type: none"> • codes of conduct • health and safety policy • whistle blowing • business continuity • risk management
11.	OTHER
11.1	Approval of the appointment of the Trust's principal professional advisers, with the exception of the external auditor
11.2	Decisions relating to overall levels of insurance for the Trust, including proposals for the purchase of commercial directors' and officers' liability insurance and indemnification of directors.
11.3	Approve the arrangements relating to the discharge of the Trusts responsibilities as a corporate trustee for funds held on trust
11.4	This schedule of matters reserved for board decisions

Matters which the Board considers suitable for delegation are contained in the terms of reference of its committees and in the scheme of delegation.

In addition, the Board will receive reports and recommendations from time to time on any matter which it considers significant to the Trust.

*A Significant Transaction means a transaction which relates to;

- For UK Healthcare: investments, divestments or other transactions comprising > 25% of the assets, income or capital of the NHS Foundation Trust.

- For non-healthcare related and/or international; investments, divestments or other transactions comprising > 25% of the assets, income or capital of the NHS Trust or if a trust is in significant breach, any investment/divestment comprising >10% of the assets, income or capital of the trust.

APPENDIX F: MEMBERSHIP AND KEY RESPONSIBILITIES OF BOARD COMMITTEES

Audit Committee - F1
 Quality & Safety Committee – F2
 Finance, Planning and Digital Committee – F3
 Risk Management Committee – F4
 People Committee – F5
 Executive Appointments Committee – F6
 Executive Remuneration Committee – F7
 Non-Executive Appointments Committee – F8
 Non-Executive Remuneration Committee – F9

APPENDIX F1: Audit Committee Terms of Reference

1. **Constitution**

The Board hereby resolves to establish a Committee of the Board to be known as the Audit 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.

2. **Membership and Quorum (See attached schedule)**

The Committee shall be appointed by the Board from amongst the Non-Executive Directors of the Trust and shall consist of not less than three members. At least one of the members should have recent relevant financial experience. A quorum shall be two members. The Board will appoint a Committee Chair and Deputy Chair from the Committee members. The Chairman of the Trust Board shall not be a member of the committee.

3. **Attendance**

The Director of Finance and Planning, Trust Secretary and Head of Financial Management, as well as appropriate Internal and External audit representatives will be expected to attend each Audit Committee meeting. The Medical Director, Director of Nursing, Director of Operations and Director of Improvement, Organisational Development and Performance will attend as required. At least once a year the Committee will meet privately with the Internal and External Auditors.

The counter fraud specialist or representative will attend a minimum of two committee meetings a year.

The Chief Executive and other Executive Directors may be invited to attend, particularly when the Committee is discussing areas of risk or operations that are the responsibility of that director.

The Chief Executive may be invited to attend the meeting at which the draft Annual Governance Statement is discussed with the Audit Committee and the process for assurance which supports it.

The Chair of the Board is not a member of the Audit Committee and will not attend unless invited by the Chair of the Audit Committee to attend certain meetings or for specific agenda items either to form a view and understanding of the Committees operations or to provide assurances and explanation to the Committee on certain issues.

The Director of Finance and Planning shall agree the agenda with the Chair of the Audit Committee and other attendees, organise the collation and distribution of the papers and keep a record of matters arising and issues to be carried forward.

4. **Access**

The Head of Internal Audit, representative of external audit and counter fraud specialist have a right of direct access to the Chair of the committee.

5. Frequency

The Committee will meet at least four times per year, including at least one meeting a year with both the internal and external auditors but without Executive Board members. The external auditors or internal auditors may request a meeting if they consider that one is necessary.

6. Authority

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.

7. Reporting

The Chair of the Committee will report to the Board in as soon as practically possible following the Committee meeting, this will be no later than the Board meeting in the following month . A summary of the main issues of the discussion, drawing attention to any issues that require full Board or Executive action, will be presented. In addition to this the approved minutes of the meeting will also be submitted to the private session of the Board. This is in line with the committee reporting process agreed by the Board.

The Committee will report to the Board annually on its work in support of the Annual Governance Statement, specifically commenting on the fitness for purpose of the Assurance Framework, the completeness and embeddedness of risk management in the Trust, the integration of governance arrangements and the appropriateness of the self-assessment against the Care Quality Commission (CQC) regulations.

The Committee will undertake an annual self-assessment, which will be presented to the Trust board, along with the Annual Report of the Committee's activities.

The Duties of the Committee can be categorised as:

1. Governance and Internal Control

The Audit Committee reviews the establishment and maintenance of an effective system of internal control across the Trust. The Audit Committee provides an oversight of the activities of internal audit, external audit, the local counter fraud service and the assurance on internal control, including compliance with the law and regulations governing the Trust's activities.

The Audit Committee oversee the annual audit programme for the Trust. This includes verifying that the Trust has suitable and effective systems of internal controls with respect to risk management in place. An annual Head of Internal Audit Report is presented to the Audit Committee.

In particular, the Committee will review the adequacy of:

- All control related disclosure statements (in particular the Annual Governance Statement and declarations of compliance with the Care Quality Commission (CQC) regulations), together with any accompanying Head of Internal Audit statement, external audit opinion or other appropriate independent assurances, prior to endorsement by the Board.
- The underlying assurance processes that indicate the degree of the achievement of corporate objectives and the appropriateness of the above disclosure statements.

- The policies for ensuring that there is compliance with relevant regulatory, legal and code of conduct requirements and any related reporting and self-certifications.
- The policies and procedures for all work related to fraud and corruption as required by NHS Protect and best practice.
- The policies and procedures promoting an anti-bribery and corruption culture. This will include the “Whistle blowing” and Standards of Business Conduct policies and the Declaration of Interests and Hospitality registers

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 audit functions. It will also seek reports and assurances from directors and managers as appropriate, concentrating on the over-arching systems of integrated governance 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 that of the audit and assurance functions that report to it.

The Audit Committee will have oversight of the effectiveness of the Governance of Board Committees.

2. Information Governance

The Audit Committee are responsible for maintaining an oversight of Information Governance principally by monitoring the progress against the Information Governance toolkit.

The Audit Committee has a specific role with regard to data quality to review the process put into place by the Trust to ensure the accuracy of key data. This will be achieved through a regular report on data quality presented by the Information Manager at each meeting and additional reports by exception where required. Members of the committee may request further assurance where necessary.

The Quality & Safety Committee has a specific role to review data governance issues relating to patient information, in particular in investigating any Patient Identifiable Data SI’s.

The Audit Committee has a duty to ensure that these specific matters have been referred to the appropriate committee and dealt with appropriately.

3. Internal Audit

The Committee shall ensure that there is an effective internal audit function established by management, which meets mandatory NHS Internal Audit Standards and provides appropriate independent assurance to the Audit Committee, Chief Executive and Board. This will be achieved by:

- Considering the appointment of the internal audit service, the audit fee and any questions of resignation and dismissal.
- Reviewing and approving the internal audit strategy, operational plan and more detailed programme of work, ensuring that this is consistent with the audit needs of the Trust as identified in the Assurance Framework.
- Considering the major findings of internal audit investigations (and management’s response), and ensure co-ordination between the Internal and External Auditors.
- Ensuring that the Internal Audit function is adequately resourced and has appropriate standing within the Trust. Conducting an annual review of the effectiveness of Internal Audit and providing feedback to the Board and the Internal Auditors.

4. Counter Fraud Service

The committee will ensure that there is an effective Counter Fraud function that meets NHS Protects standards. It will approve the Counter Fraud Annual plan, receive the Annual report and receive regular progress reports into any special investigations.

5. External Audit

The Committee shall review the work and findings of the External Auditor and consider the implications and management's responses to their work. This will be achieved by:

- Considering the appointment of the external audit service, the audit fee and any questions of resignation and dismissal, in accordance with the procedures governing NHS Foundation Trusts as appropriate
- Discuss and agree with the External Auditor, before the audit commences, the nature and scope of the audit as set out in the Annual Plan, and ensure coordination, as appropriate, with other External Auditors in the local health economy.
- Discussion with the External Auditors of their local evaluation of audit risks and assessment of the Trust and associated impact on the audit fee.
- Review all External Audit reports, and any work carried outside the annual audit plan, together with appropriateness of management responses.
- Conduct an annual review of the effectiveness of External Audit and provide feedback to the Board and the External Auditors.

6. Other Assurances Functions

The Audit Committee shall be made aware of the findings of other significant assurance functions, both internal and external to the Trust, and consider the implications to the governance of the Trust.

These will include, but will not be limited to, any reviews by Department of Health Arm's Length Bodies or Regulators/Inspectors (e.g. CQC, NHS Resolutions, NHSi etc.), professional bodies with responsibility for the performance of staff or functions (e.g. Royal Colleges, accreditation bodies, etc.)

The Audit Committee shall receive details of Single Tender Waivers as approved by the Chief Executive or delegated Executive Director.

The Audit Committee shall receive a schedule of losses and compensations and approve appropriate write-offs.

The Audit Committee shall review the Registers of Declarations of Interest and Gifts and Hospitality.

7. Management

The Committee shall request and review, as appropriate, reports and positive assurances from directors and managers on the overall arrangements for governance, risk management and internal control.

They may also request specific reports from individual functions within the Trust (e.g. clinical audit) as they may be appropriate to the overall arrangements.

8. Policies

The Committee shall approve such policies as the Board has not reserved to itself and as required by the Trust's Policy Framework. These will include:

- Counter Fraud Policy
- Management of Conflicts of Interest Policy

9. Other Matters

Financial Reporting:

The Audit Committee shall review the Annual Report and Financial Statements before submission to the Board, focusing particularly on:

- The wording of the Annual Governance Statement and other disclosures relevant to the Terms of Reference of the Committee;
- Changes in, and compliance with, accounting policies and practices;
- Unadjusted mis-statements in the financial statements;
- Letters of representation;
- Major judgmental areas; and
- Significant adjustments resulting from the audit

The Committee should also ensure that the systems for financial reporting to the Board, including those of budgetary control, are subject to review as to completeness and accuracy of the information provided to the Board.

10. Reference Costs

The Committee shall review the process for producing the annual reference costs and confirm that the Trusts return is compliant with the given procedures prior to submission.

Approved by Board of Directors:

Committees of the Board – Exec, Non-Exec and Others							
	Quality and Safety	Audit	Finance Planning and Digital	Risk	People	Remuneration and Appointment (Exec)	Remuneration and Appointment (Non-Exec)
Terms of Reference Requirement	3 NEDs and 4 Execs	3 NEDs	2 NEDs and 4 Execs	2 NEDs and 5 Execs [1]	2 NEDs and 3 Execs	Chairman, Chief Executive and 5 NEDs	Chairman / Senior NED + 4 Governors
Meetings Per Year	10 (plus extra-ordinary meeting with Audit)	4 (plus extra-ordinary meeting with Q&S)	10	4	4	As required	As required
Quorum	1 NED and 2 Exec	2 NEDs	1 NED and 2 Exec	1 NED and 2 Execs	1 NED and 2 Exec	(CEO Role) Chairman and 3 NEDs (Exec Role) Chairman, Chief Executive and 2 NEDs	(Chairman) Senior NED and 4 Governors (NED Role) Chairman and 4 Governors
NED Membership	(Attendance is required and makes up quorum, * denotes an open invitation)						
Frank Collins	*	*	*	*	*	✓	✓ (NED Role)
Alastair Findlay			✓			✓	✓ (Chairman)
Paul Kingston	✓	✓			✓	✓	
David Gilbert	✓	✓	✓	*		✓	
Chris Beacock	✓			✓	✓	✓	
Harry Turner		✓		✓	✓	✓	
Exec Membership	(Attendance is required and makes up quorum, * denotes an open invitation)						
CEO	✓	*	*	✓	*	✓ (Exec Role)	
Director of Nursing[2]	✓	*	*	✓	✓		
Medical Director*	✓	*	*	*	*		
Director of Finance and Planning	*	✓ (not a member)	✓	✓	*		
Director of Operations	✓	*	✓	✓	*		
Director of People	*	*	*	✓	✓	✓	
Director of Improvement Organisational Development and Performance	*	*	✓	*	✓		
Associate Director of IT		*	✓	*	*		
Governor Membership	(Attendance is required and makes up quorum, ^denotes an and/or)						
Lead Governor							✓
Public Governor x 2							✓
Staff Governor					*		✓
Appointed Governor							✓
In Attendance	(Attendance is required but does not make up quorum)						
Trust Secretary	✓	✓	✓	✓	✓		✓
Hilary Pepler, Board Advisor	✓				✓		
Head of Financial Management		✓					
Deputy Director of Nursing	✓						

Assistant Director of Nursing and Governance	✓			✓			
Divisional Governance Leads				✓			
Internal Audit		✓					
External Audit		✓					
As Required	(Attendance is by invitation, * denotes an open invitation)						
Head of People	✓			*	✓		
Associate Director of Estates and Facilities	✓	✓		*	*		
Chief Pharmacist	✓	✓		*	*		
Clinical Leads	✓			✓	✓		
Q&S Matron	✓			*	*		
Theatres and Anaesthetics Representative[3]	✓			✓	✓		
Diagnostics Representative	✓			✓	✓		
Surgery Representative	✓			✓	✓		
Medicine and Rehab Representative	✓			✓	✓		
Medical Representative				✓	✓		
Nursing Representative				✓	✓		

[1] The Executive Directors have a buddy system and therefore one of the following should attend Director of Operations / Finance and Planning and Director of People / Director of Improvement, Organisational Development and Performance

[2] If the Director of Nursing is unable to attend an appropriate Nursing Representative will attend

[3] The divisional representatives can be one of the following:

Divisional Manager

Matron

Clinical Lead

APPENDIX F2: Quality and Safety Committee Terms of Reference

1. **Constitution**

The Board hereby resolves to establish a Committee of the Board to be known as the Quality and Safety 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.

2. **Membership and Quorum (See attached schedule)**

The Committee shall be appointed by the Board from the Non-Executive Directors and Executive Directors of the Trust and shall consist of;

- Three Non Executive Directors
- The Board will appoint a Committee chairman and deputy chairman from the non-executive members of the Committee and appoint a Non-Executive Director to attend meetings in the absence of the chairman or deputy Chairman
- Chief Executive Officer – invited to attend as required
- Medical Director
- Director of Nursing (Governance Lead)
- Director of Operations

In exceptional circumstances a deputy may attend in place of an Executive Director.

The Board of Directors will appoint a Committee chairman from the Non-Executive members of the Committee and a Non-Executive Director will be nominated to chair meetings in the absence of the chairman.

A quorum will be one Non-Executive members and two Executive members.

3. **Attendance**

The Trust Secretary, Deputy Director of Nursing and Assistant Director of Nursing for Governance will be expected to attend each meeting. The Chair of the Trust may attend at the invitation of the Chair of the Committee.

The Associate Director of IMT, Chief Pharmacist and Deputy Director of HR, Divisional Representative will only be expected to attend when a relevant paper is being presented.

The Director of Nursing shall agree the agenda with the Chair of the Committee and other attendees. A member of the Executive office secretariat will organise the collation and distribution of the papers and keep a record of matters arising and issues to be carried forward.

4. **Frequency of meetings**

The Committee will meet at least 10 times a year for regular business. The Chairman of the Committee may call additional meetings.

5. **Authority**

The Committee is authorised by the Board to investigate any activity and is expected to make recommendations to the full board, 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 others from outside the Trust with relevant experience and expertise if it considers this necessary.

6. **Reporting**

The Chair of the Committee will report to the Board in as soon as practically possible following the Committee meeting; this will be no later than the Board meeting in the following month. A summary of the main issues of the discussion, drawing attention to any issues that require full Board or Executive action, will be presented. In addition to this the approved minutes of the meeting will also be submitted. This is in line with the committee reporting process agreed by the Board.

The Committee will undertake an Annual self-assessment, which will be presented to the Trust board, along with an Annual Report.

7. Key responsibilities

- Promote excellence in patient care in all aspects of quality and safety, and monitor and review the “Quality Improvement Strategy”.
- The purpose of the Quality and Safety Committee is to assist the Board obtaining assurance that high standards of care are provided and any risks to quality identified and robustly addressed at an early stage. The Committee will work with the Audit Committee and Risk Management Committee to ensure that there are adequate and appropriate quality governance structures, processes and controls in place throughout the Trust to:
 - Promote safety and excellence in patient care
 - Identify, prioritise and manage risk arising from clinical care
 - Ensure efficient and effective use of resources through evidence based clinical practice
- To ensure the Trust is meeting core standards and is compliant with national guidelines to include (but not be limited to) prevention and control of infection and effective and efficient use of resources through evidence based clinical practice.
- To consider NHSi Quality Governance Framework in the delivery of its key responsibilities
- To receive an agreed level of clinical data and trend analysis from clinical forums and working groups, which provides adequate clinical matrix to inform and analyse the clinical services provided at the Trust.
- To ensure that the Committee has adequate information on which to advise and assure the Board on standards of care provision.
- To receive reports from the following committees:
 - Patient Experience Committee
 - Safeguarding Committee
 - Clinical Governance & Quality Committee
- The Quality & Safety Committee shall review the Quality Accounts before submission to the Trust Board,
- The Committee shall approve such policies as the Board has not reserved to itself and as required by the Trust’s Policy Control Policy

Clinical outcomes

- Monitoring the effectiveness of the Trust's arrangements for the systematic monitoring of mortality and other patient outcomes.
- Receiving and commenting on action plans and progress reports proposed by management in response to monitoring data on patient outcomes.

Incident reporting and investigation

- Monitoring the effectiveness of the Trust's systems for reporting and investigating Serious Incidents (SIs), near misses and other incidents.
- Reviewing the outcomes of investigations, ensuring that the information is presented in sufficient detail to enable systemic failings in patient care to be identified; receiving and commenting on action plans and progress reports proposed by management in response to SIs, near misses and other incidents.

Patient experience

- Monitoring the effectiveness of the Trust's systems for complaints handling and reviewing complaints for trends and themes.
- Monitoring the effectiveness of the Trusts systems for advocacy and the encouragement of feedback from patients and relatives.

Approve and review of CQUIN requirements

Patient Information Governance

- Monitoring the arrangements to ensure the security of personally identifiable data.

Approved by Board of Directors

Committees of the Board – Exec, Non-Exec and Others							
	Quality and Safety	Audit	Finance Planning and Digital	Risk	People	Remuneration and Appointment (Exec)	Remuneration and Appointment (Non-Exec)
Terms of Reference Requirement	3 NEDs and 4 Execs	3 NEDs	2 NEDs and 4 Execs	2 NEDs and 5 Execs [1]	2 NEDs and 3 Execs	Chairman, Chief Executive and 5 NEDs	Chairman / Senior NED + 4 Governors
Meetings Per Year	10 (plus extra-ordinary meeting with Audit)	4 (plus extra-ordinary meeting with Q&S)	10	4	4	As required	As required
Quorum	1 NED and 2 Exec	2 NEDs	1 NED and 2 Exec	1 NED and 2 Execs	1 NED and 2 Exec	(CEO Role) Chairman and 3 NEDs (Exec Role) Chairman, Chief Executive and 2 NEDs	(Chairman) Senior NED and 4 Governors (NED Role) Chairman and 4 Governors
NED Membership	(Attendance is required and makes up quorum, * denotes an open invitation)						
Frank Collins	*	*	*	*	*	✓	✓ (NED Role)
Alastair Findlay			✓			✓	✓ (Chairman)
Paul Kingston	✓	✓			✓	✓	
David Gilbert	✓	✓	✓	*		✓	
Chris Beacock	✓			✓	✓	✓	
Harry Turner		✓		✓	✓	✓	
Exec Membership	(Attendance is required and makes up quorum, * denotes an open invitation)						
CEO	✓	*	*	✓	*	✓ (Exec Role)	
Director of Nursing[2]	✓	*	*	✓	✓		
Medical Director*	✓	*	*	*	*		
Director of Finance and Planning	*	✓ (not a member)	✓	✓	*		
Director of Operations	✓	*	✓	✓	*		
Director of People	*	*	*	✓	✓	✓	
Director of Improvement Organisational Development and Performance	*	*	✓	*	✓		
Associate Director of IT		*	✓	*	*		
Governor Membership	(Attendance is required and makes up quorum, ^denotes an and/or)						
Lead Governor							✓
Public Governor x 2							✓
Staff Governor					*		✓
Appointed Governor							✓
In Attendance	(Attendance is required but does not make up quorum)						
Trust Secretary	✓	✓	✓	✓	✓		✓
Hilary Pepler, Board Advisor	✓				✓		
Head of Financial Management		✓					
Deputy Director of Nursing	✓						

Assistant Director of Nursing and Governance	✓			✓			
Divisional Governance Leads				✓			
Internal Audit		✓					
External Audit		✓					
As Required	(Attendance is by invitation, * denotes an open invitation)						
Head of People	✓			*	✓		
Associate Director of Estates and Facilities	✓	✓		*	*		
Chief Pharmacist	✓	✓		*	*		
Clinical Leads	✓			✓	✓		
Q&S Matron	✓			*	*		
Theatres and Anaesthetics Representative[3]	✓			✓	✓		
Diagnostics Representative	✓			✓	✓		
Surgery Representative	✓			✓	✓		
Medicine and Rehab Representative	✓			✓	✓		
Medical Representative				✓	✓		
Nursing Representative				✓	✓		

[1] The Executive Directors have a buddy system and therefore one of the following should attend Director of Operations / Finance and Planning and Director of People / Director of Improvement, Organisational Development and Performance

[2] If the Director of Nursing is unable to attend an appropriate Nursing Representative will attend

[3] The divisional representatives can be one of the following:

Divisional Manager

Matron

Clinical Lead

APPENDIX F3: Finance, Planning and Digital Committee Terms of Reference

1. Constitution

The Board hereby resolves to establish a Committee of the Board to be known as the Finance, Planning and Digital 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.

2. Membership and Quorum (See attached schedule)

The Committee shall be appointed by the Board from the Non-Executive Directors and Executive Directors of the Trust and shall consist of;

- Two Non Executive Directors
- The Board will appoint a Committee chairman and deputy chairman from the non-executive members of the Committee and appoint a Non-Executive Director to attend meetings in the absence of the chairman or deputy Chairman
- Director of Finance and Planning
- Director of Improvement, Organisational Development and Performance Director of Operations
- Associate Director of IM&T
- Director of People – Invited to attend as required
- Chief Executive Officer – Invited to attend as required

The Board of Directors will appoint a Committee chairman and deputy chairman from the Non-Executive members of the Committee and appoint a Non-Executive Director to attend meetings in the absence of the chairman.

A quorum will be one Non-Executive members and two Executive members.

3. Attendance

Other Executive Directors to attend as appropriate. The Trust Secretary will attend. The Chairman of the Trust may attend at the invitation of the Chairman of the Committee.

The Director of Finance shall agree the agenda with the Chair of the Committee. A member of the Executive office secretariat will, organise the collation and distribution of the papers, record the proceedings of the Committee and keep a record of matters arising and issues to be carried forward.

4. Frequency of Meetings

The Committee will meet at least ten times a year for regular business. The Chairman of the Committee may call additional meetings.

5. Authority

The Committee is authorised by the Board to provide an objective view of the financial and performance position of the Trust and will act to oversee the delivery of achieving financial, activity and operational performance targets, making any decisions delegated to it and if appropriate, report and make recommendations to the Board, within its terms of reference.

The Committee is distinct and separate from the Audit Committee and will act to minimise any possible areas of overlap between these two Committees,

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 others from outside the Trust with relevant experience and expertise if it considers this necessary.

6. Reporting

The Chairman of the Committee will report to the next Board meeting following the Committee meeting. A summary of the main issues of the discussion, drawing attention to any issues that require Board or Executive action, will be presented. In addition to this the approved minutes of the meeting will also be submitted. This is in line with the Committee reporting process agreed by the Board.

The Committee will undertake an Annual self-assessment, which will be presented to the Board, along with an Annual Report.

7. Key Responsibilities

The Finance, Planning and Digital Committee supports and advises the Board on all aspects of the Trust's Annual and Long Term Financial Plans and recommends adoption of the plans to the Board of Directors.

Strategy

- To consider and approve the key planning and financial assumptions to be used in the five year strategy and annual operational plan.
- Oversight of strategic issues related to income e.g. changes to tariff, commissioning intentions, tendering for new services, risks from competition and market share.
- To consider and recommend Board approval of the Trust's Digital Strategy
- To consider recommendations of investment and disinvestment of Trust sub-specialty / service reviews ensuring strategic steer in keeping with the Trust strategy and objectives.
- Capital planning oversight, ensuring forward planning, regular review and recommendations including acquisitions and disposal of assets, in line with the Trust strategy and objectives.
- To consider, evaluate and if appropriate recommend for Board approval commercial developments and partnerships opportunities in keeping with the Trust strategy and objectives.
- To consider and recommend Board approval of material business cases as defined by the Trust SFI's (currently investments above c£250k)
- Consider post project evaluation reports on significant capital investments. This will include all schemes over £250k and other schemes which are considered to represent a significant risk to the Trust.

Oversight and Scrutiny

- Receive regular reports on financial performance including the overall financial performance against plan and associated risk rating, performance of Capital programme and the performance of activity against contract
- Oversight of the Trust's digital risks
- To oversee the delivery of the Trust's digital strategy and any associated risks to delivery

- To evaluate progress and recommend further actions from the review of in year financial, CIP, activity, RTT and productivity performance information, including SLR review
- Review the Trust's investment register of cash investment as required
- To evaluate progress of service transformation and investment plans, ensuring establishment of models of best practice in line with the Trust strategy.
- Promoting sustainability and receiving sustainability KPIs
- To receive routine reports/minutes from designated working groups e.g. Capital Planning Group, I, M & T programme Board, Procurement Committee.
- Receive relevant internal audit reports.
- To provide oversight in respect of all aspects of business planning, partnerships and development.
- To provide oversight to the Trust annual plan and its subsequent delivery.

Policies/Strategies

- The Committee shall approve such policies and strategies as the Board has not reserved to itself and as required by the Trust's Policy Control Policy.
- Review progress made in delivering key enabling strategies such as (but not limited to) Estates, Procurement, and IT raising any significant risks regarding their delivery to the Board.

Approved by Trust Board of Directors

Committees of the Board – Exec, Non-Exec and Others							
	Quality and Safety	Audit	Finance Planning and Digital	Risk	People	Remuneration and Appointment (Exec)	Remuneration and Appointment (Non-Exec)
Terms of Reference Requirement	3 NEDs and 4 Execs	3 NEDs	2 NEDs and 4 Execs	2 NEDs and 5 Execs [1]	2 NEDs and 3 Execs	Chairman, Chief Executive and 5 NEDs	Chairman / Senior NED + 4 Governors
Meetings Per Year	10 (plus extra-ordinary meeting with Audit)	4 (plus extra-ordinary meeting with Q&S)	10	4	4	As required	As required
Quorum	1 NED and 2 Exec	2 NEDs	1 NED and 2 Exec	1 NED and 2 Execs	1 NED and 2 Exec	(CEO Role) Chairman and 3 NEDs (Exec Role) Chairman, Chief Executive and 2 NEDs	(Chairman) Senior NED and 4 Governors (NED Role) Chairman and 4 Governors
NED Membership	(Attendance is required and makes up quorum, * denotes an open invitation)						
Frank Collins	*	*	*	*	*	✓	✓ (NED Role)
Alastair Findlay			✓			✓	✓ (Chairman)
Paul Kingston	✓	✓			✓	✓	
David Gilbert	✓	✓	✓	*		✓	
Chris Beacock	✓			✓	✓	✓	
Harry Turner		✓		✓	✓	✓	
Exec Membership	(Attendance is required and makes up quorum, * denotes an open invitation)						
CEO	✓	*	*	✓	*	✓ (Exec Role)	
Director of Nursing[2]	✓	*	*	✓	✓		
Medical Director*	✓	*	*	*	*		
Director of Finance and Planning	*	✓ (not a member)	✓	✓	*		
Director of Operations	✓	*	✓	✓	*		
Director of People	*	*	*	✓	✓	✓	
Director of Improvement Organisational Development and Performance	*	*	✓	*	✓		
Associate Director of IT		*	✓	*	*		
Governor Membership	(Attendance is required and makes up quorum, ^denotes an and/or)						
Lead Governor							✓
Public Governor x 2							✓
Staff Governor					*		✓
Appointed Governor							✓
In Attendance	(Attendance is required but does not make up quorum)						
Trust Secretary	✓	✓	✓	✓	✓		✓
Hilary Pepler, Board Advisor	✓				✓		
Head of Financial Management		✓					
Deputy Director of Nursing	✓						

Assistant Director of Nursing and Governance	✓			✓			
Divisional Governance Leads				✓			
Internal Audit		✓					
External Audit		✓					
As Required	(Attendance is by invitation, * denotes an open invitation)						
Head of People	✓			*	✓		
Associate Director of Estates and Facilities	✓	✓		*	*		
Chief Pharmacist	✓	✓		*	*		
Clinical Leads	✓			✓	✓		
Q&S Matron	✓			*	*		
Theatres and Anaesthetics Representative[3]	✓			✓	✓		
Diagnostics Representative	✓			✓	✓		
Surgery Representative	✓			✓	✓		
Medicine and Rehab Representative	✓			✓	✓		
Medical Representative				✓	✓		
Nursing Representative				✓	✓		

[1] The Executive Directors have a buddy system and therefore one of the following should attend Director of Operations / Finance and Planning and Director of People / Director of Improvement, Organisational Development and Performance

[2] If the Director of Nursing is unable to attend an appropriate Nursing Representative will attend

[3] The divisional representatives can be one of the following:

Divisional Manager

Matron

Clinical Lead

APPENDIX F4: Risk Management Committee Terms of Reference

1. Constitution

The Board hereby resolves to establish a Committee of the Board to be known as the Risk Management 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.

2. Membership and Quorum (See attached schedule)

The Committee shall be appointed by the Board from the Non-Executive Directors and Executive Directors of the Trust and shall consist of;

- Two Non-Executive Directors
- The Board will appoint a Committee chairman and deputy chairman from the non-executive members of the Committee and appoint a Non-Executive Director to attend meetings in the absence of the chairman or deputy Chairman
- Chief Executive Officer
- Director of Nursing
- Director of Operations or Director of Finance and Planning
- Director of People or Director of Improvement, Organisational Development and Performance

A quorum will be one Non-Executive members and two Executive members (or an appointed Deputy).

3. Attendance

A medical and nursing representative is required to attend each meeting.

The Deputy Director of Nursing, Assistant Director of Nursing and Governance and the Trust Secretary will be expected to attend each meeting. The Chair of the Trust may attend at the invitation of the Chair of the Committee.

The Divisional Managers will ensure divisional representation at each meeting for presentation of the divisional deep dives and will attend, where possible with their Divisional Governance Lead.

The Associate Director of IMT, Chief Pharmacist, Head of People, Associate Directors of Estates and Facilities and Finance Representative have open invitation to attend when there is an agenda item of interest and will be required to attend by invitation for discussions regarding their departments.

The Director of Nursing shall agree the agenda with the Chair of the Committee and other attendees. A member of the Executive office secretariat will organise the collation and distribution of the papers and keep a record of matters arising and issues to be carried forward.

4. Frequency of Meetings

The Committee will meet four times per year but this is to be reviewed in June 2018 following an assessment of the Committee with a view to the meetings moving to six per year if effectiveness is assured.

5. Purpose

The purpose of the Risk Management Committee is to have overall responsibility for establishing a strategic approach to risk management across the organisation, ensuring that the approach is pro-active. The Committee is also responsible for the overall co-ordination of risk management activity. It ensures that the necessary processes are in place to achieve compliance with statutory requirements and to protect the Trust's patients, staff and assets.

Risk management will be an integral part of the Trust's strategic and operational objectives.

6. Establishment of Risk Management Committee

The Risk Management Committee is established in accordance with guidance set out by the NHS Executive.

7. Authority and Accountability

The Committee is authorised by the Board of Directors to make executive decisions regarding the management of risk. . 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 others from outside the Trust with relevant experience and expertise if it considers this necessary.

The Chair of the Committee will report to the Board in as soon as practically possible following the Committee meeting; this will be no later than the Board meeting in the following month. A summary of the main issues of the discussion, drawing attention to any issues that require full Board or Executive action, will be presented. In addition to this the approved minutes of the meeting will also be submitted. This is in line with the committee reporting process agreed by the Board.

The Committee will undertake an Annual self-assessment, which will be presented to the Trust board, along with an Annual Report.

8. Duties

The committee is responsible for the following aspects of Risk Management:

The Committee is responsible for the following aspects of Risk Management:

- Promote systems which provide assurance and improve the quality of care, safety and experience of patients, carers, staff and visitors to the Trust
- Exercise oversight of the systems of governance and risk management and seek assurance that they are fit-for-purpose, adequately resourced and effectively deployed to concentrate on matters of concern
- Oversee the effective management of risks as appropriate to the purpose of the committee
- Seek assurances that the Trust complies with its own policies and all relevant external regulations and standards of governance and risk management (CQC framework)
- Review quality governance and require action to address any non-compliance with NHSi Quality Governance Framework
- Review of relevant external reports including CQC and ensure action plans are devised and performance managed to address any identified deficiencies in clinical governance
- Monitor investigations and sign off action plans of serious untoward incidents
- Satisfy itself and the Board that structures, processes and responsibilities for identifying and managing risks to patients, staff and the organisation are adequate

Ensure that standards and procedures relating to risk are embedded throughout the Trust, with mechanisms through the committee for detailed scrutiny of high and significant areas, including consultation with appropriate Trust staff

- Provide leadership to ensure risk is identified and managed proactively in accordance with the Board's risk appetite
- Champion and promote highly-effective risk management practices and ensure that the risk management process and culture are embedded throughout the organisation
- Maximise the delivery of objectives through an effective control system
- Keep risk under prudent control at all times and minimise over exposure to risk
- Improve the standard of decision making on risk management
- To receive and review the BAF bi-monthly and agree additions to the BAF
- Review and ensure compliance with nationally agreed regulated standards including: CQC and locally agreed standards STAR assessment
- Monitor outcomes in relation to patient experience projects identifying trends and ensuring action plans are reviewed and completed at a local or organisational level with identified risks monitored through the relevant risk management processes completed
- Review significant incidents as identified via incident reporting, claims or complaints.
- Review Divisional Risk Registers monitoring effectiveness of risk mitigation actions plans and escalate as appropriate.
- Recommend audits to be undertaken from identified incidents, complaint, claims and risks with high risk ratings reviewing outcomes and actions to completion
- Receive a report from the Clinical Audit Committee highlighting any risks with regard to progress against current clinical audits and any risks identified from completed clinical audits
- Receive a report from the Clinical Audit Committee highlighting any risks in relation to implementation of NIHC guidance
- To raise awareness and understanding of Governance and risk management at all levels and among all staff within the Trust.
- Ensure Divisional responsibility for effective governance and risk management is in place and adhered to through local Divisional meetings
- To ensure all risks are scored appropriately via the Risk Matrix
- Develop an effective reporting mechanism to allow escalation of risk and governance issues from an operational level and to ensure the risk profile of the whole Trust can be consolidated and to ensure that this profile takes into account the level of risk identified through both a proactive process (i.e., risk assessment with assessment with forward planning) and also through reactive processes (i.e. incidents, complaints and claims).
- To provide the Executive Team with assurance that effective governance processes are in place across the organisation and that risks are being discussed and appropriate control measures are put in place to mitigate and reduce risks highlighted within the trust.

9. Clinical Risk/Quality Risk

Reviewing the Trust's strategy for management of clinical risk and monitoring the overall level of clinical risk within the Trust, taking account of CQC requirements and applicable regulatory guidance.

- Supporting the Audit Committee in assessing the overall scope and effectiveness of the Trust's risk management systems
- Reviewing the entries of the Trust's risk register which are relevant to the Committee and in line with the terms of reference.

10. Reporting Arrangements into the Committee

The Risk Management Committee receives summary reports detailing progress made against their divisional risk register and a review of the work of committees with delegated responsibilities for specific areas or risk. Reports are received from Facilities, Estates, Finance, Corporate, Diagnostics, IT, Medicine and Rehabilitation, Surgery, Surgery Services and Governance.

11. Required Frequency of Attendance by Members

It is highly important that members attend the Risk Management Committee on a regular basis and as a minimum 75% of all meetings (save for those with arrangements as outlined below). Where possible a delegated deputy should attend the meeting in the absence of a Risk Management Committee member.

- Chief Executive required to attend one meeting per quarter
- Either the Director of Finance and Planning or the Director of Operations should be in attendance at each meeting with a cumulative attendance rate of no less than 75%
- Either the Director of People / Head of People should be in attendance at each meeting with the Director of Improvement, Organisational Development and Performance representing in their absence to achieve a cumulative attendance rate of no less than 75%

12. Process for Monitoring the Effectiveness of all of the above

The effectiveness of the Risk Management Committee is monitored through the following:

- The Trust Board Minutes
- Internal Audit
- Annual Risk Management Report
- Associated action plans related to controls assurance framework

13. Review

The terms of reference will be reviewed annually.

Approved by Board of Directors

Committees of the Board – Exec, Non-Exec and Others							
	Quality and Safety	Audit	Finance Planning and Digital	Risk	People	Remuneration and Appointment (Exec)	Remuneration and Appointment (Non-Exec)
Terms of Reference Requirement	3 NEDs and 4 Execs	3 NEDs	2 NEDs and 4 Execs	2 NEDs and 5 Execs [1]	2 NEDs and 3 Execs	Chairman, Chief Executive and 5 NEDs	Chairman / Senior NED + 4 Governors
Meetings Per Year	10 (plus extra-ordinary meeting with Audit)	4 (plus extra-ordinary meeting with Q&S)	10	4	4	As required	As required
Quorum	1 NED and 2 Exec	2 NEDs	1 NED and 2 Exec	1 NED and 2 Execs	1 NED and 2 Exec	(CEO Role) Chairman and 3 NEDs (Exec Role) Chairman, Chief Executive and 2 NEDs	(Chairman) Senior NED and 4 Governors (NED Role) Chairman and 4 Governors
NED Membership	(Attendance is required and makes up quorum, * denotes an open invitation)						
Frank Collins	*	*	*	*	*	✓	✓ (NED Role)
Alastair Findlay			✓			✓	✓ (Chairman)
Paul Kingston	✓	✓			✓	✓	
David Gilbert	✓	✓	✓	*		✓	
Chris Beacock	✓			✓	✓	✓	
Harry Turner		✓		✓	✓	✓	
Exec Membership	(Attendance is required and makes up quorum, * denotes an open invitation)						
CEO	✓	*	*	✓	*	✓ (Exec Role)	
Director of Nursing[2]	✓	*	*	✓	✓		
Medical Director*	✓	*	*	*	*		
Director of Finance and Planning	*	✓ (not a member)	✓	✓	*		
Director of Operations	✓	*	✓	✓	*		
Director of People	*	*	*	✓	✓	✓	
Director of Improvement Organisational Development and Performance	*	*	✓	*	✓		
Associate Director of IT		*	✓	*	*		
Governor Membership	(Attendance is required and makes up quorum, ^denotes an and/or)						
Lead Governor							✓
Public Governor x 2							✓
Staff Governor					*		✓
Appointed Governor							✓
In Attendance	(Attendance is required but does not make up quorum)						
Trust Secretary	✓	✓	✓	✓	✓		✓
Hilary Pepler, Board Advisor	✓				✓		
Head of Financial Management		✓					
Deputy Director of Nursing	✓						

Assistant Director of Nursing and Governance	✓			✓			
Divisional Governance Leads				✓			
Internal Audit		✓					
External Audit		✓					
As Required	(Attendance is by invitation, * denotes an open invitation)						
Head of People	✓			*	✓		
Associate Director of Estates and Facilities	✓	✓		*	*		
Chief Pharmacist	✓	✓		*	*		
Clinical Leads	✓			✓	✓		
Q&S Matron	✓			*	*		
Theatres and Anaesthetics Representative[3]	✓			✓	✓		
Diagnostics Representative	✓			✓	✓		
Surgery Representative	✓			✓	✓		
Medicine and Rehab Representative	✓			✓	✓		
Medical Representative				✓	✓		
Nursing Representative				✓	✓		

[1] The Executive Directors have a buddy system and therefore one of the following should attend Director of Operations / Finance and Planning and Director of People / Director of Improvement, Organisational Development and Performance

[2] If the Director of Nursing is unable to attend an appropriate Nursing Representative will attend

[3] The divisional representatives can be one of the following:

Divisional Manager

Matron

Clinical Lead

APPENDIX F5: People Committee Terms of Reference

To be confirmed following first meeting in May 2019

APPENDIX F6: Executive Directors Remuneration and Appointments Committee Terms of Reference

Constitution

The Board hereby resolves to establish Committee of the Board to be known as the Executive Directors Remuneration Committee and Appointments Committee
The Committee is a Non-Executive Committee of the Remuneration Committee and has no executive powers other than those specifically delegated in these Terms of Reference.

Purpose

To be responsible for identifying and appointing candidates to fill all the Executive Director positions on the board.

When appointing the Chief Executive, the Committee shall be the Committee described in Schedule 7, 17(3) of the National Health Service Act 2006 (the Act). When appointing other Executive Directors the committee described in Schedule 7, 17(4) of Act

The Committee shall ensure there is a formal, rigorous and transparent procedure for the appointment of new Directors and that Directors are 'fit and proper' to meet the requirements of the general conditions of the Trusts provider licence.

Membership

The membership of the Committee(s) shall vary according to the nature of the business to be discharged at a particular meeting as follows:

For the appointment and remuneration of the Chief Executive

Chairman of the Board
Non- Executive Directors

The quorum is the Chairman and three Non-Executive Directors.

For the appointment of remuneration any other Executive Director

Chairman of the Board
Chief Executive
Non-Executive Directors

The quorum is the Chairman, Chief Executive and two Non-Executive Directors.

Secretary to the Committee

The Director of People will act as the secretary to the committee(s), and will facilitate and attend all meetings of the committee. S/he will agree the agenda with the Chair of the Committee and other attendees organise the collation and distribution of the papers and keep a record of decisions and recommendations taken.

Attendance

The Committee may request an Independent advisor to attend.

Executive Directors may be requested to attend when the committee considers such issues as succession planning.

The Director of People will attend to facilitate the meeting and provide technical advice if required

Frequency of meetings

Ad hoc

Authority

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 to obtain outside legal or other independent professional advice and to secure the attendance of others from outside the Trust with relevant experience and expertise if it considers this necessary.

Key Responsibilities

- As Requested by the Board, review the structure, size and composition of the board and make recommendations for changes as appropriate.
- As Requested by the Board, give full consideration to succession planning, taking into account the future challenges, risks and opportunities facing the Trust and the skills and expertise requires within the board of directors to meet them.
- When considering the appointment of Executive Directors, the Appointment Committee must ensure that statutory roles are maintained and will take into account the views of the board of directors regarding the qualifications, skills and experience required.
- The Committee is responsible for ensuring that any Director nominated for a Board position, is “fit and proper” to undertake the role. The requirements, checks and declarations are shown at Appendix F6.1.
- Setting the remuneration of all Executive Directors, including salary and any performance related elements / bonuses or allowances and provision for other benefits including cars
- Ensuring the contractual terms of Executive Directors are in accordance with national policy and guidance, particularly in relation to the termination of employment, notice periods and pension benefits
- Determining whether a proportion of Executive Directors’ remuneration should be linked to corporate and individual performance and, if so, approving an appropriate scheme of performance related remuneration.

Process for the Identification and Nomination of Chief Executive or Executive Directors

The process to be followed for the appointment of a new Chief Executive or Executive Director has been agreed by the Trust Board, and is included in appendix F6.2.

Suggestions for improvement to the process will be feedback to the Trust Board as appropriate, and the process will be periodically updated where agreed.

Reporting

The Chair of the Committee will report to the next meeting of the Board following the Committee, summarising the main issues of the discussion and drawing to the Board’s attention any issues that require disclosure to the full Board or require Executive action.

Details of the Committee and the appointments made will be included in the Trust’s Annual Report. When the Committee has met to appoint Chief Executive, the Chairman will prepare a report of the proceeding for the Governors, to assist them in approving the appointment.

Approved by Trust Board

Appendix F6.1: Fit and Proper Person requirements, checks and declarations

- NHS Employers – Employment Checks Requirements
 - Identity
 - Right to Work
 - Professional Registration and Qualifications
 - Employment history and reference
 - Criminal record and barring
 - Work health assessment
- Current and previous directorships
- Conflicts of interest
- Declaration to abide by Standards for Members of NHS boards
- Declaration to abide by Trusts Standards of Business Conduct
- Declaration to maintain confidentiality

The following may not become a member of the Board of Directors

- A person who has been adjudged bankrupt or whose estate has been sequestrated and (in either case) has not been discharged.
- A person who has made a composition or arrangement with, or granted a trust deed for, his or her creditors and has not been discharged in respect of it.
- A person who within the preceding five years has been convicted in the British islands of any offence if a sentence of imprisonment (whether suspected or not) for a period of not less than three months (without the option of a fine) was imposed on him or her).
- A person who has been barred from acting as a governor of an FT or disqualified as a director.
- A person with a history of any action against the principles of the NHS Constitution

Appendix F6.2: Process for the Identification and Nomination of Chief Executive or Executive Director

The standard approach to advertising and recruitment for executive appointments shall be as follows:

- Identify skills gap based on assessment of requirements of the post
- Liaise with the Remuneration Committee to confirm terms & conditions
- Update role description and person specification to reflect skills gap being addressed
- Consideration will be given to the use of agencies to assist with recruitment processes where appropriate
- Advertise through
 - Local and or National newspapers (Shropshire; North Wales; Cheshire)
 - NHS Careers Website/NHS Employers executive vacancies
 - Trust Web Site through link to NHS Careers
 - Email shot to FT Members
 - Email shot to Trust Staff
- Pre-screening - Dependent on the number and standard of applications received the Committee will give consideration to the use of ability and psychometric testing in order to determine a short list for interview Committee (this may be via teleconference)
- Appoint Independent Adviser with appropriate professional background.

For the Appointment of the Chief Executive

Chairman of the Board
 Minimum of three Non- Executive Directors
 Independent Adviser (non-voting)

For the appointment of any other Executive Director

Chairman of the Board
 Chief Executive
 Minimum of two Non-Executive Directors
 Independent Adviser (non-voting)

- Interview panel - Prior to the interview, panel members to be allocated areas of questioning, with sample questions to support them together with a scoring matrix to ensure decisions are based on a robust assessment of each applicant
- Interview panel recommendation for appointment of a Chief Executive will be made to the Executive Director Appointment Committee (sitting without the Chief Executive) and subject to the approval of the Council of Governors
- Interview panel recommendation for appointment of an Executive Director will be made to the Executive Director Appointment Committee
- Conditional offer made subject to completion of 'fit and proper' person checks

Suggestions for improvement to the process will be fed back to the Trust Board as appropriate, and the process will be periodically updated where agreed.

APPENDIX F7: Non-Executive Directors Remuneration and Appointment Committee Terms of Reference

Constitution

The Non-Executive Directors Remuneration and Appointment Committee (the Committee) is constituted as a standing committee of the Council of Governors. Its constitution and terms of reference shall be set out below, subject to amendment at future meetings of the Council of Governors.

Purpose

The Committee is responsible for appointing Non-Executive Directors, including the Chairman, to the Board of Directors.

The Committee shall ensure there is a formal, rigorous and transparent procedure for the appointment of new Directors and that Directors are 'fit and proper' to meet the requirements of the general conditions of the Trusts provider licence.

The Committee will also periodically be satisfied that plans are in place for orderly succession for appointments to Non-Executive positions, so as to maintain an appropriate balance of skills and experience on the board.

The Committee will recommend to the Council of Governors remuneration and terms of service policy for Non-Executive Directors, taking into account the views of the chair (except in respect of his own remuneration and terms of service) and the chief executive and any external advisers.

The Committee will agree the process and receive and evaluate reports about the performance of individual Non-Executive Directors and consider this evaluation output when reviewing remuneration levels.

Membership

The membership of the Committee shall have a majority of governors, and will be chaired by the Chairman or by the Senior Independent Director in his absence, and will consist of the following

For the appointment and remuneration of the Chairman

Lead Governor
 Senior Independent Director of the Board
 2 public governors
 1 staff governor and/or 1 appointed governor

For the appointment and remuneration of any other Non-Executive Director

Chairman of the Board
 Lead Governor
 2 Public Governors
 1 Staff Governor and/or 1 Appointed Governor

Secretary to the Committee

The Trust Secretary will act as the Secretary to the Committee, and will facilitate and attend all meetings of the committee. She will agree the agenda with the Chair of the Committee and other attendees organise the collation and distribution of the papers and keep a record of decisions and recommendations taken.

Conflicts of Interest

The Chair of the Trust or any Non-Executive Directors present at Committee meetings will withdraw from discussions concerning their own remuneration of terms of service.

Attendance

The Committee may request an Independent advisor to attend. Director of People will attend to facilitate the meetings and will be available to give technical advice if required.

Frequency of meetings

Ad Hoc

Authority

The Committee is authorised by the Council of Governors to act within its terms of reference and constitution as set out in this document. The Committee is authorised by the Council of Governors, subject to funding and Board approval, to obtain outside legal or other independent professional advice and to secure the attendance of others from outside the Trust with relevant experience and expertise if it considers this necessary. The Committee is also authorised to request such internal information as is necessary and expedient to the fulfilment of its function.

Key Responsibilities

- When considering the appointment of non-executive directors, the appointments committee, on behalf of the council of governors, will take into account the views of the board of directors regarding the qualifications, skills and experience required for each position.

The skills and experience needed across the Non-Executive Directors of the Board, to ensure a broad range of appropriate knowledge and experience to ensure sufficient challenge to the executive team are determined as follows:

- Legal
 - Financial
 - Business Strategy
 - Human Resources
 - Clinical/Research
 - Marketing/PR
- The Committee is responsible for ensuring that any Director nominated for a Board position, is “fit and proper” to undertake the role. The requirements, checks and declarations are shown at Appendix F7.1.
- In adhering to all relevant laws and regulations the Committee will establish levels of remuneration which:
 - Are sufficient to attract, retain and motivate Non-Executive directors of the quality and with the skills and experience required to lead the trust successfully, without paying more than is necessary for this purpose, and at a level which is affordable for the Trust;
 - Reflect the time commitment and responsibilities of the roles;
 - Take into account appropriate benchmarking and market-testing, which ensuring that increases are not made where trust or individual performance do not justify them; and
 - Are sensitive to pay and employment conditions elsewhere in the trust (not foregoing that non-executive directors are not employees)

Process for the Identification and Appointment of Non-Executive Directors

The process to be followed for the appointment of a new Chairperson or Non-Executive Director has been agreed by the Council of Governors, and is included in appendix F7.2.

Suggestions for improvement to the process will be fed back to the Council of Governors as appropriate, and the process will be periodically updated where agreed.

Reporting

Formal minutes shall be taken of all Committee meetings and once approved by the Committee, circulated to members of the Council of Governors, unless a conflict of interest, or matter of confidentiality exists.

The Committee will report to the Council of Governors after each meeting.

The Committee shall receive and agree a description of the work of the Committee, its policies and all Non-Executive Director emoluments in order that these are accurately reported in the required format in the trusts annual report.

Details of the Committee and the appointments made will be included in the Trust's Annual Report.

Approved by Trust Board

Appendix F7.1: Fit and Proper Person Requirements, Checks and Declarations

- Criminal records checks
- Current and previous directorships
- Previous employment referencing
- Verification of relevant qualifications
- Conflicts of interest
- Reside within a constituency of the Trust
- Be a member of the Trust
- Declaration to abide by Standards for Members of NHS boards
- Declaration to abide by Trusts Standards of Business Conduct
- Declaration to maintain confidentiality

The following may not become a member of the Board of Directors

- A person who has been adjudged bankrupt or whose estate has been sequestrated and (in either case) has not been discharged.
- A person who has made a composition or arrangement with, or granted a trust deed for, his or her creditors and has not been discharged in respect of it.
- A person who within the preceding five years has been convicted in the British islands of any offence if a sentence of imprisonment (whether suspected or not) for a period of not less than three months (without the option of a fine) was imposed on him or her).
- A person who has been barred from acting as a governor of an FT or disqualified as a Director.
- A person with a history of any action against the principles of the NHS Constitution

Appendix F7.2: Process for the Identification and Appointment of Non-Executive Directors

The standard approach to advertising and recruitment for NED appointments shall be as follows:

- Identify skills gap based on assessment of NEDs current skills and experience
- Amend generic role description and person specification to reflect skills gap being addressed
- Appoint Independent Adviser
- Liaise with Non-Executive remuneration Committee to confirm terms and conditions
- Advertise through :
 - Local and or National newspapers (Shropshire; North Wales; Cheshire)
 - Trust Web Site
 - Email shot to FT Members
 - NHS Careers Website
 - Email shot to Trust Staff
- **Applications via on-line form together with covering letter to Director of People**
- Long list (i.e. sift out inappropriate applications by Director of People /Chairman)
- Short list agreed by Appointments Committee (this may be via teleconference)
- Nominations committee interview panel - Prior to the interview, panel members to be allocated areas of questioning, with sample questions to support them together with a scoring matrix to ensure decisions are based on a robust assessment of each applicant.
- Appointment Committee recommendation for appointment made to the Council of Governors for approval
- Conditional offer made subject to completion of 'fit and proper' person checks

Suggestions for improvement to the process will be fed back to the Council of Governors as appropriate, and the process will be periodically updated where agreed.