

Agenda items 3.iv

Report to:	Board of Directors	Date: 02 March 2023
Report from:	Chief Finance Officer and Trust Secretary	
Principal Objective/Strategy:	GOVERNANCE	
Title:	Corporate Governance Documents: Annual Reviews	
Board Assurance Framework Entries:	None	
Regulatory Requirement:	Regulator Code of Governance requirement	
Equality Considerations:	Equality has been considered but none believed to apply	
Key Risks:	Non-compliance resulting in Regulator action	
For:	Approval and recommendation to the Board of Directors	

1 Purpose

- 1.1 The purpose of this paper is to present the following documents for approval and recommendation to the Board of Directors for ratification under Item 3.iv Annual Reviews:
- a. DN142 Standing Orders
 - b. DN140 Standing Financial Instructions
 - c. DN137 Scheme of Delegation
 - d. Committee Terms of Reference
 - i. TOR001 Audit Committee
 - ii. TOR002 Quality & Risk Committee
 - iii. TOR007 Performance Committee
 - iv. TOR18 Strategic Projects Committee
 - v. TOR51 Workforce Committee

2 Background

The documents brought for review form a central part of the corporate governance framework of the Trust taken alongside the Trust's Constitution; its Provider Licence; the Accounting Officer Memorandum and its codes of conduct.

3 Changes and key issues for 2023-24

- 3.1 Revisions in this year include updated references to the Code of Governance for NHS Provider Trusts published in October 2022 and coming into effect from 1 April 2023.
- 3.2 The new code of governance includes best practice guidance in relation to the chair of Audit, and a restates the role of the Audit Committee. The updated code can be accessed here: [Code of Governance](#). Following discussion, the recommendation from the Audit Committee is that this change is reflected as the 'ideal' and which would allow for this change to be brought into effect following the end of the term of the current Audit Committee Chair in March 2024. The Board is asked to support this approach.
- 3.3 Copies of the documents are attached in the reference pack and changes to documents are summarised in Appendix 1.

3.4 In addition, following the Committee reviews the Executive were asked to consider the ED membership and attendance requirements for each committee and to consider whether this needed any further review. This request is to be considered by EDs on the 28 February and a verbal recommendation will be brought to the Board.

4 Recommendation

4.1 The Board is asked to review and approve:

- a. DN142 Standing Orders
- b. DN140 Standing Financial Instructions
- c. DN137 Scheme of Delegation
- d. Committee Terms of Reference
 - i. TOR001 Audit Committee
 - ii. TOR002 Quality & Risk Committee
 - iii. TOR007 Performance Committee
 - iv. TOR18 Strategic Projects Committee
 - v. TOR51 Workforce Committee

Commentary from document reviews:

a. DN142 Standing Orders

1. Review dates updated.
2. Reference to status of Monitor and NHS Improvement updated
3. Whole document: References updated to refer to the Code of Governance for NHS Provider Trusts which comes into effect from the 1 April 2023 (and removal of references to the former Monitor code).
4. Amendments to reflect gender neutral pronouns
5. Appendix1: Inclusion of Workforce Committee
6. Version Control updated

b. DN140 SFI's

1. Review dates updated.
2. Page 3 title updated to 'Finance Business Partner'
3. P7 reference to status of NHS Improvement updated
4. Whole document: References updated to refer to the Code of Governance for NHS Provider Trusts updated
5. 2.2.3 updated to reflect the restated role of the Audit Committee
6. Amendments to reflect gender neutral pronouns
7. 9.2.8 updated reference to the Conflicts of Interest policy
8. 9.4.1 updated to procurement thresholds to £213,447 as a result of a change in classification for NHS Foundation Trusts as covered in The Public Contracts (Amendment) Regulations 2022 No. 1390
9. 9.4.12 new requirement to evaluate Social Value in procurement and commissioning (Procurement Policy Note 06/20 and NHS publication PAR1030)
10. 9.5.2 process revision for retained quotations (action suggested by Internal Audit)
11. 9.9.2 process update to reflect best practice in consultancy contract approvals
12. Version control updated

c. DN137 Scheme of Delegation

1. Review dates updated.
2. Whole document: References updated to refer to the Code of Governance for NHS Provider Trusts updated
3. Amendments to reflect gender neutral pronouns
4. P6 Delegation to Committee: Workforce Committee added to table
5. P21 section 20 Authorisation of new drugs updated to reflect process within and outside delegated envelopes
6. P23 numbering updated to remove duplicated reference
7. Version control updated

d.i TOR001 Audit Committee

1. Review dates updated.
2. Whole document: References updated to refer to the Code of Governance for NHS Provider Trusts which comes into effect from the 1 April 2023 (and removal of references to the former Monitor code).
3. Para: 2.1 to 2.9 updated to reflect the restated role of the Audit Committee
4. Para 2.4 (and throughout) inclusion of the remit of the Workforce Committee
5. Para 5.3 & 5.4 revised to reflect best practice provisions for membership and Chair
6. Version control updated.

d.ii TOR002 Quality & Risk Committee

1. Review dates updated.
2. Section 2: Purpose and Section 4: Duties have been revised to reflect the shift of workforce matters to the oversight of the Workforce Committee.
3. Health & Safety: The reference to oversight of H&S at 4.2 has been amended with the separation of responsibilities between Q&R, for matters relating patients and the public, and Workforce Committee for matters relating to our staff has been set out.
4. Version control updated.

d.iii TOR007 Performance Committee

1. Review dates updated.
2. Purpose/Objectives: 2.1: Revised to include Productivity and to revise the reference to Workforce matters *in as far as these effect the delivery of the duties of the Committee.*
3. Version control updated.

d.iv TOR18 Strategic Projects Committee

1. Review dates updated.
2. Membership/Attendance revised to identify the Executive lead and that the attendance requirement for the Director of Estates and Facilities.
3. Version control updated.

d.v TOR51 Workforce Committee (New for approval)