

Agenda item 3.vi

Report to:	Board of Directors Part I	Date: 28 March 2019
Report from:	Trust Secretary	
Principal Objective/ Strategy and Title:	GOVERNANCE: Board Committee Self-Assessment 2019	
Board Assurance Framework Entries:	Governance - All	
Regulatory Requirement:	Code of Governance Audit Committee Handbook	
Equality Considerations	None believed to apply	
Key Risks:	Insufficient assurance regarding performance, key risks etc	
For:	Note and Approve	
Report to:	Board of Directors	

1. Purpose

For the Board of Directors to receive feedback on the recent Committee reviews of their terms of reference and the results of Committee self-assessments.

2. Background

Full discussions relating to Board Committee responsibilities, membership and frequency of meetings have been considered at Board Committees as part of the review of Committee Terms of Reference and annual self-assessment. For completeness the Charitable Funds Committee has been included in this paper although it is a Committee of the Board of Trustees not the Board of Directors.

3. Committee Self-Assessments

The Audit Committee undertook its annual Committee self-assessment at the January meeting, the self-assessment follows the format suggested in the '*NHS Audit Committee Handbook*'. All other Board/Trustee Committees have also undertaken self-assessments against their agreed checklists.

The Audit Committee, Performance Committee, Quality and Risk Committee, Strategic Projects Committee and the Charitable Funds Committee have undertaken Committee self-assessments. These are attached at Appendix 1. The Remuneration Committee has not met in 2019 and the self-assessment for this Committee will be undertaken at its next meeting.

4. Feedback from Governors

In addition to the Board processes the Council of Governors Sub Committees have undertaken their own self-assessment reviews and have provided further feedback through a Governor survey and NED 360 reviews. As a part of this there has been consideration of how engagement between Non-Executive Directors and the Governing body could be improved.

Council of Governors meetings are regularly attended by the Chairman on behalf of the Board supported by Executive Directors and it has been agreed that a greater level of engagement with Non-Executive Directors at the Council and Sub-Committee meetings would be helpful. The role of the Council of Governors is to hold the Non-Executive to account and effective engagement with Governors allows for this to happen.

This is to be addressed in the first instance by electronic diary invitations to be sent to NEDs to ensure they are aware of the opportunity to join the Governor meetings. The

Chair of the Performance Committee has also agreed to attend to present the Chair's report from the Performance Committee to the Council of Governors. There are two further committees in which NED representation is identified within the Governor ToR. These are the Patient and Public Involvement Committee, and the Governors Assurance Committee, which has historically included the Chair of the Audit Committee. The Board is asked to consider nominations of NEDs to join these Committees.

5. Terms of Reference

The updated Committee Terms of Reference are included separately on the agenda at Item 3vii. The updated Terms of Reference reflect the outcome of review at committee meetings. The following changes have been proposed to Committee membership:

- Q&R Committee increase in quorum to 2 NEDs
- Performance Committee increase in quorum to 2 NED

It has subsequently been proposed to move the Q&R Committee to monthly meetings.

The Committee membership and proposed representation of Non-Executive Directors is attached at Appendix 2. There is no change proposed to Executive membership or committee leads. The Board needs to consider the consequence of the proposed changes in terms of sustainable workloads for NEDs and any consequence in the requirement for ED representation at Committee. The outcome of this review will be included in the final ToR for Board sub Committees for 2019/20.

6. Training

There was one area identified for training arising from the Committee Self-Assessments covering Trustee training and director's responsibilities. This training is to be scheduled as an extended Board Learning Together session. In addition the CoG had expressed interest in joining the Board Learning Together Sessions as this would address some of the training needs identified in the Governor feedback. This proposal was supported at the CoG meeting on the 20 March 2019 and if supported by the Board may provide greater opportunity for NED and Governor interaction.

7. Recommendation

The Board is asked to note results of the recent Committee self-assessments consider and approve:

- The increase in the frequency of meetings for the Q&R Committee
- Consider and agree NED role allocations for Board and Governor Committees.