



Camden and Islington
NHS Foundation Trust

C&I BOARD COMMITTEE HANDBOOK

APRIL 2020

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	20/05/14	1.1	Small changes to the Remuneration Committee terms of reference - definition change and one change to the duties of the Committee (last bullet point)
	29/01/15	2.0	Annual review - updates to existing ToR and new ToR added for the Strategic Development Committee and new approved committee structure and committee meeting dates for 2015 appended.
	12/08/15	2.1	Minor updates to committee memberships and ToR
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19/03/20	6.0	Routine annual review – minor changes Inclusion of Strategic Alliance Committee ToR Inclusion of Clinical Audit to A&R Committee responsibilities Changes to remit to Q&S and Resources committees Removal of meeting diagram (previously appendix 3) due to changes to sub-committee structure yet to be finalised
07/04/20	6.1	Updates following corrections notified at Trust Board meeting
14/04/20	6.2	Updated sub-committee structures respectively for each of the Board Committees
16/04/20	6.3	Final review and updates with minor changes

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1. Introduction and Purpose of this Handbook

This handbook sets out the Board of Directors' committee structure and lays down Committees' respective terms of reference, decision-making powers, membership and planned dates of future meetings. This handbook is updated annually and approved by the Board.

For consistency and to promote established good practice, this Handbook and the contained Terms of Reference are designed to provide a template for other meetings and groups that may be established across C&I.

A basic guide is included in Appendix 4 to help Committee Chairs and managers in determining when Committee business should be conducted in private i.e. information is exempt from disclosure under the Freedom of Information Act.

2. Committee Overview

The table below provides a summary overview of the role of each of the seven committees reporting to the Board of Directors:

Board Committee	Role of the Committee
Audit and Risk Committee	<ul style="list-style-type: none"> • Seek assurance that financial reporting, risk management and internal control principles are applied • Maintain an appropriate relationship with the Trust's auditors, both internal and external, and the Trust's counter-fraud team • Offer advice and assurance to the Board about the reliability and robustness of internal controls
Quality and Safety Committee	<ul style="list-style-type: none"> • To ensure that quality, healthcare and social care outcomes are the focus of the Trust's activity • To oversee that the three core healthcare outcomes of patient safety, effectiveness and patient experience are central to the development, delivery and measurement of the Trust's care and services • To oversee strategic workforce management including the equality, diversity and inclusion agenda • To assure the Board that standards of performance and policy changes in relation to quality, healthcare and social outcomes are met
Resources Committee	<ul style="list-style-type: none"> • To oversee the strategic planning and management of the Trust's operational resources, including those related to finance and infrastructure, and to oversee performance reporting
Strategic Development Committee	<ul style="list-style-type: none"> • To oversee the delivery of major strategic developments to support the sustainability of the Trust's services and to lead the implementation of the Trust's five-year strategic plan • To act as the lead committee for the St Pancras Transformation Programme

Board Committee	Role of the Committee
Strategic Alliance Committee	<ul style="list-style-type: none"> To oversee the Trust's alliance with Barnet, Enfield and Haringey NHS Mental Health Trust and the workstreams delivered under it
Nominations Committee	<ul style="list-style-type: none"> To oversee the identification and appointment of suitable candidates for executive director positions on the Board To seek assurance that those identified for nomination have been sourced in an open and fair manner and are in line with the current requirements of the Trust, taking into consideration appropriate succession planning
Remuneration Committee	<ul style="list-style-type: none"> To advise the Board on appropriate remuneration and terms of service for the Chief Executive, Executive Directors and other members of the executive management team as the Board may determine
*Executive Team Meeting	<ul style="list-style-type: none"> The Executive Team is collectively accountable for the management of the Trust and the delivery of its strategic objectives, as set by the Board. It is a formal meeting to support the Chief Executive to effectively discharge his/her responsibilities as the Accountable Officer

* Executive Team Meeting is not a committee of the Board but is shown here for information and completeness

3. Terms and Governance Principles Applicable to all Committees

There are a number of terms and governance principles that apply to all Committees and they are therefore listed below and not included in the individual Committees' Terms of Reference. These include terms regarding:

- Membership
- Quorum
- Public disclosure
- Authority delegated to the Committee
- Notice of meetings
- Secretarial support
- Minutes of meetings
- Annual Members' Meeting requirements
- Monitoring and review requirements

Key Definitions

"the Committee"	Any of the Board's seven Committees
"the Trust"	Camden & Islington NHS Foundation Trust
"the Board"	the Trust's Board of Directors
"the Governors"	the Trust's Council of Governors

Terms and governance principles applicable to all Committees

<p>Membership and attendance requirements</p>	<p>Members are appointed from and by the Board and in consultation with the Chair of the Committee; they are normally required to attend meetings in person.</p> <p>Committee chairs will be Non-Executive Directors appointed by the Board. In the absence of the appointed Chair, another Non-Executive Director will act as Chair. This will be agreed in advance of the meeting in as far as possible.</p> <p>All committees will normally have at least three Non-Executive Director members.</p> <p>Members may not appoint a deputy to represent them at a committee meeting as an alternate.</p> <p>Only members of the Committee have the right to attend and vote at committee meetings.</p> <p>Committee members should attend all meetings. The secretary of the Committee will keep a register of attendance which will be published in the Trust's Annual Report.</p>
<p>Managing interests</p>	<p>The Committee Chair, with the support of the Trust Company Secretary, is responsible for taking appropriate actions to manage conflicts of interest (perceived and actual) during a meeting.</p> <p>Members conflicted on any items of business on a committee meeting agenda shall declare their conflict and withdraw from discussions and/or the decision-making as required.</p> <p>Conflicted members are not to be counted for quorum.</p>
<p>Co-opted members</p>	<p>For some committees, co-opted members may be appointed. Co-opted members are non-voting members who add particular expertise relevant to that committee.</p>
<p>Core attendees</p>	<p>Core attendees are those who are normally expected to attend meetings but who are not members.</p>
<p>Authority delegated to the Committee</p>	<p>Committees have no powers, other than those specifically delegated by the Board in respective terms of reference. Where powers are delegated, the overall accountability shall always remain with the Board.</p> <p>Committees will normally fulfil their functions by making appropriate recommendations to the Board.</p> <p>Committees will operate in line with relevant laws and regulations, codes of conduct and good practice, and the Trust's Standing Orders, Standing Financial Instructions and Schemes of Delegation.</p> <p>All Board committees are authorised to:</p> <ul style="list-style-type: none"> • Seek any information they require from any employee of the Trust in order to perform their duties • Obtain, outside legal or other professional advice on any matter within its terms of reference subject to the Trust's Scheme of Delegation and Standing Financial Instructions; this should normally be co-ordinated through the Trust Company Secretary

Terms and governance principles applicable to all Committees

	<ul style="list-style-type: none"> To call any employee to be questioned at a committee meeting as and when required
Quorum	A duly convened meeting of Committees at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
Powers Executed Outside of Formal Meetings	<p>In exceptional circumstances where delaying actions or decisions would have a negative impact on the Trust's business, certain items of business requiring an urgent decision, or the taking of the decision itself, may be conducted outside of formal meetings. This will normally be agreed by the Committee in advance and executed by either:</p> <ul style="list-style-type: none"> Chair's action Calling an extraordinary, virtual meeting Reaching consensus on a decision by e-mail <p>The Trust Company Secretary will co-ordinate these items of business and ensure that appropriate records are kept and that all relevant decisions are formally ratified by the Committee and/or Board at the next meeting.</p> <p>Chair's action shall require two signatories - the Committee Chair and the Trust Chair. Where the Committee Chair is the Trust Chair, the second signatory may be the Deputy Trust Chair or the Chief Executive Officer.</p>
Public Disclosure	All Committee meetings are held in private. However, all business conducted at meetings and the information supplied is subject to disclosure under the Freedom of Information Act unless they are subject to one of the Act's provisions for exemption. High level guidance on how to determine applicability of exemptions can be found in Appendix 4 of this handbook.
Secretarial support	<p>The secretary to the Committee will be nominated by and is accountable to the Trust Company Secretary. He/she will agree the agenda for meetings with the Committee Chair and the executive director or senior manager lead.</p> <p>The secretary will support the Chair in the effective running of Committee meetings and seek the advice and input from the Trust Company Secretary as and when required.</p>
Notice of meetings	<p>Meetings of a Committee may be called by the secretary of the Committee at the request of any of its members.</p> <p>Unless otherwise agreed, notice of meetings confirming the venue, time and date together with an agenda of items to be discussed and supporting papers shall be distributed to members and those in attendance not less than five working days in advance of each meeting.</p> <p>For the Executive team meeting, agenda and supporting papers will be circulated two working days in advance.</p>

Terms and governance principles applicable to all Committees

Minutes of meetings	<p>The Committee secretary shall minute the proceedings of all meetings of the Committee.</p> <p>Members and those present should declare any interests and any potential conflicts at the start of each meeting.</p> <p>Minutes of committee meetings shall be approved by all present at a subsequent committee meeting. Once approved, they are formally received by the Board.</p> <p>Executive Team minutes are approved on a weekly basis. The Board does not receive these minutes.</p>
Annual Members' Meeting requirements	<p>Committee Chairs will normally attend the Annual Members' Meeting and should be prepared to respond to any members' questions on the Committee's activities.</p>
Risk management responsibilities	<p>In line with the Trust's Risk Management Strategy, any risks identified during a meeting should be referred to the Risk and Patient Safety Team. Risks identified by any sub-committee or sub-group should be reviewed and a decision taken on whether to refer those risks on to the Risk and Patient Safety Team. Decisions not to refer risks should be recorded in the minutes and the reporting group is required to manage those risks.</p>
Reporting responsibilities	<p>The approved minutes of each meeting are received at the next meeting of the Board. The Committee Chair is expected to provide an exception report to the Board of any relevant issues that the Committee considers urgent or important.</p> <p>The Chief Executive Officer provides a summary of the key decisions taken by Executive Team to each Board meeting through the Chief Executive's Report which is a standing agenda item.</p>
Monitoring and review requirements	<p>The Board will monitor the effectiveness of each Committee through receipt of the Committee's minutes, the regular Chair's Report and through other activities the Board may determine from time to time with the advice and input of the Trust Company Secretary.</p> <p>The performance of the Committee against its terms of reference is assessed annually through a self-assessment effectiveness review which forms the subject of an annual report to the Board, submitted in the first quarter of the following financial year.</p> <p>The terms of reference will be reviewed by the Committees and approved by the Board annually alongside preparation of the annual report unless the need for a more frequent review should arise.</p>

4. Committee Terms of Reference

The following pages provide the approved terms of reference for each of C&I's Board Committees covering:

- Role and aims of the committee
- Duties of the committee
- Membership
- Core attendees
- Quorum
- Frequency of meetings
- Reporting responsibilities
- Other relevant matters

4.1 Audit & Risk Committee Terms of Reference

AUDIT & RISK COMMITTEE CHAIR: Mark McLaughlin

Role

The role of the Audit & Risk Committee is to:

- Monitor the integrity of the Trust's financial statements
- Review internal financial control, internal control and risk management systems
- Monitor and review the effectiveness of the internal audit function
- Monitor and review the effectiveness of local counter-fraud provisions
- Monitor and review the effectiveness of the external auditor
- Develop and implement policy on using external auditors to supply non-audit services
- Report to the Council of Governors any matters where action or improvement is needed and making recommendations as to the steps to be taken
- Review the arrangements for raising concerns and whistle-blowing
- Approve the Trust's annual clinical audit programme

Aims

Through independent oversight and scrutiny and in close collaboration with the internal and external auditors, the Committee aims to provide robust assurance to the Board that C&I operates effectively, efficiently and economically. The Committee actively promotes the Nolan Principles and sound stewardship of public funds.

Duties & Responsibilities

The Committee should carry out the duties below for the Board, as appropriate:

Financial Reporting

The Committee will:

- Monitor the integrity of the financial statements of the Trust, including its Annual and Quarterly Reports, and any other formal announcement relating to its financial performance, reviewing significant financial reporting issues and judgments which they contain
- Review summary financial statements, significant financial returns to regulators and any financial information contained in other official documents, including the Annual Governance Statement
- Ensure that the systems for financial reporting to the Board are subject to review as to the completeness and accuracy of the information provided
- The Committee should review and challenge where necessary:
 - the consistency of, and any changes to, accounting policies both on a year-on-year basis and across the Trust
 - the methods used to account for significant or unusual transactions where different approaches are possible
 - whether the Trust has followed appropriate accounting standards and made appropriate estimates and judgments, taking into account the views of the External Auditor
 - the clarity of disclosure in the Trust's financial reports and the context in which statements are made

- all material information presented with the financial statements (in so far as it relates to the audit and risk management)

Internal Controls and Risk Management Systems

The Committee shall review the implementation and on-going quality of governance, risk management and internal control across the whole of the Trust's activities (clinical and non-clinical), that supports the achievement of its objectives. In particular the Committee shall:

- Review the effectiveness of the Trust's internal controls, Board Assurance Framework, governance and risk management systems
- Oversee and scrutinise the effectiveness of local counter-fraud provisions and seek assurance of any issues being dealt with effectively
- Monitor the policies, procedures and any investigations relating to counter-fraud, anti-corruption activities and the prevention of bribery in line with the requirements of the NHS Counter Fraud Authority
- Review the adequacy of all risk and control related disclosure statements, in particular the Statement on Internal Control and monitoring that the organisation complies with NHS Improvement's Risk Assessment Framework, together with any reports from Internal or External Audit or other appropriate independent assurances, before making recommendations to the Board
- Approve the statements to be included in the Annual Report concerning internal controls and risk management
- Review the underlying assurance processes that indicate the degree of the achievement of corporate objectives, the effectiveness of the management of principal risks and the appropriateness of the above disclosure statements
- Review policies for ensuring compliance with relevant regulatory, legal and code of conduct requirements
- Monitor the effectiveness of the Trust's risk management arrangements, the Trust's risk management strategy, and the organisation's compliance with it
- Be responsible for the development and maintenance of the Board Assurance Framework and the Trust Risk Register
- Oversee the management of risks and related risk treatments. Where appropriate, the Committee will add issues of concern raised by other committees to the Trust Risk Register
- Review the effectiveness of, and monitor, the Trust's local infrastructure security management arrangements including estates, cyber and information security
- Approve the Trust's annual clinical audit programme

Internal Audit

- To monitor the effectiveness of the Internal Audit function established by management, which meets mandatory Public Sector Internal Auditing Standards and provides appropriate independent assurance to the Committee, Chief Executive Officer and Board, the Committee shall:
 - monitor and review the quality and effectiveness of the Trust's Internal Audit Function in the context of the Trust's overall risk management system as identified in the Board Assurance Framework
 - consider and approve the remit of the Internal Audit function and ensure it has adequate resources and appropriate access to information to enable it to perform its function effectively and in accordance with the relevant professional standards; and ensure the function has adequate standing and is free from management or other restrictions

- The Committee shall review and approve:
 - the remuneration and terms of engagement of the Internal Audit service provider including resignation, (re)appointment and dismissal
 - approve the appointment and removal of the Head of the Internal Audit function
- The Committee shall review and assess the Annual Internal Audit Plan
- The Committee shall review promptly all reports on the Trust from Internal Audit
- The Committee shall review and monitor management's responsiveness to the findings and recommendations of Internal Audit
- The Committee shall meet the Head of Internal Audit at least once a year, without management being present, to discuss their remit and any issues arising from the internal audit reviews carried out
- In addition, the Head of Internal Audit shall be given the right of direct access to the Trust's Chair and to the Committee.

External Audit

- The Committee shall consider and make recommendations to the Council of Governors, in relation to the appointment, re-appointment and removal of the Trust's External Auditor
- The Committee shall oversee the selection process for new auditors and, if an auditor resigns, the Committee shall investigate the issues leading to this and recommend to the Council of Governors whether any action is required
- The Committee shall oversee the relationship with the External Auditor including:
 - ensuring the auditor complies with the Audit Code for NHS Foundation Trusts
 - approving of their remuneration, whether fees for audit or non-audit services and ensuring that the level of fees is appropriate to enable an adequate audit to be conducted, in line with what is agreed between the Committee and the Council of Governors
 - agreeing and implementing a policy regarding the supply of non-audit services by the External Auditor and monitoring that service, in accordance with the agreement of the Council of Governors
 - approving of their terms of engagement, including any engagement letter issued at the start of each audit and the scope of the audit, as agreed between the Council of Governors and the Committee
 - assessing annually their independence and objectivity taking into account relevant UK professional and regulatory requirements and the relationship with the auditor as a whole, including the provision of any non-audit services
 - developing and implementing a policy on the supply of non-audit services by the External Auditor, taking into account any relevant ethical guidance on the matter
 - satisfying itself that there are no relationships (such as family, employment, investment, financial or business) between the auditor and the Trust (other than in the ordinary course of business)
 - agreeing with the Board a policy on the employment of former employees of the Trust's auditor and monitoring the implementation of this policy
 - monitoring the auditor's compliance with relevant ethical and professional guidance on the rotation of audit partners, the level of fees paid by the Trust compared to the overall income of the firm, office and partner and other related requirements
 - assessing annually their qualifications, expertise and resources and the effectiveness of the audit process which shall include a report from the External Auditor on their own internal quality procedures

- The Committee shall meet regularly with the External Auditor, including once at the planning stage before the audit and once after the audit at the reporting stage
- The Committee shall meet the External Auditor at least once a year, without officers of the Trust being present, to discuss their remit and any issues arising from the audit work undertaken
- The Committee shall review and approve the External Audit Annual Plan and ensure that it is consistent with the scope of the audit engagement
- The Committee shall review the audit findings of the External Auditor. This shall include, but not be limited to, the following:
 - a discussion of any major issues, including their local evaluation of audit risks, which arose during any audit
 - any accounting and audit judgments
 - levels of errors identified during any audit
- The Committee shall also assess the effectiveness of the audit process by:
 - reviewing any representation letter(s) requested by the external auditor before they are signed by management
 - considering the management letter and management's response to the auditor's findings and recommendations.

Assurance

- The Committee will review the findings of other significant assurance functions, both internal and external, and make recommendations to directors on matters affecting the governance of the Trust. These could include:
 - any review undertaken by regulators (e.g. NHS Improvement), the NHS Litigation Authority, and professional bodies with responsibility for the performance of staff or functions (e.g. Royal Colleges, accreditation bodies, etc.)
 - in addition, the committee may review the work of other Committees within the organisation, whose work can provide relevant assurance to the Committee's own scope of work and in relation to matters of quality affecting the Board Assurance Framework

Annual Report

- The Audit and Risk Committee will consider the annual accounts and Annual Report and make recommendations on the approval of these
- The terms of reference of the Audit and Risk Committee, including its role and the authority delegated to it by the Board and by the Council of Governors, shall be made publicly available
- The Annual Report shall include a separate section to cover the work of the Committee in discharging the responsibilities outlined above
- The Annual Report should explain to members how, if the auditor provides non-audit services, auditor objectivity and independence is safeguarded
- The Annual Report should detail the auditor appointment process
- Where the Council of Governors decides not to accept the recommendations of the Committee with regard to the appointment of an auditor, a statement in the annual report should set out those reasons
- Where the auditor's contract is terminated in disputed circumstances, the removal process and the underlying reasons for that action must be set out in the Annual Report.

Whistle Blowing / Raising Concerns

The Committee shall annually review the Trust's arrangements for its employees to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters. The Committee will ensure that these arrangements allow proportionate and independent investigation of such matters and appropriate follow-up action.

Management of Sub-committees

- Through three sub-groups, the Audit and Risk Committee will:
 - oversee and seek assurance of effective standards and performance in the areas of health and safety, fire safety, information governance, and cyber security
 - oversee and scrutinise the performance of relevant sub-committees/groups through a range of formal and informal activities
- The Committee will receive minutes and exception reports where necessary from its sub-committees/groups, which are:
 - Health, Safety and Fire Committee
 - Information Governance Steering Group
 - Cyber Security Working Group
- The Committee shall approve all sub-groups' terms of reference at least every two years or as recommended otherwise by the Trust Company Secretary

Additional Duties

The Committee will escalate relevant risks to the Board as appropriate and seek assurance that the Board's other Committees are overseeing risks within their respective remits effectively.

Membership

The committee shall be made up of three Non-Executive Directors, at least one of whom shall have recent and relevant financial experience.

The Trust Chair shall **not be** a member of the committee but may be invited to attend any meeting including that at which the Committee considers the Accounts and the Annual Report.

Core Attendees

The following Trust officers will normally attend all meetings:

- Director of Finance
- Deputy Director of Finance
- Director of Clinical Information Management
- Trust Company Secretary
- Head of Internal Audit
- Counter Fraud Representation
- External Auditor will normally be invited to attend meetings of the Committee

Quorum

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

Frequency

Meetings are normally held in private. The Committee will meet at least four times a year and otherwise as required in line with reporting and audit cycles.

Reporting Responsibilities

The Committee will:

- Report to the Board annually on its work in support of the Statement on Internal Control, specifically commenting on the fitness for purpose of the Board Assurance Framework, the

completeness and degree of integration of risk management in the organisation, and the holistic nature of governance arrangements

- The Committee Chair should provide a regular balanced report to the Board on any issues he/she considers high risk, urgent or of particular concern, and areas of achievement and outstanding good practice
- Report such matters to the Governors relating to audit activities that it considers requiring action and/or improvement to be made, highlighting recommendations
- Make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed
- Produce an Annual Audit and Risk Management Report for the Board in which it will state how it has discharged its duties for the previous year
- Make necessary recommendations to the Governors on areas relating to the appointment, re-appointment and removal of auditors, the level of remuneration and terms of engagement as it deems appropriate
- Compile a report to Governors and members on its activities to be included in the Trust's Annual Report. This will include any recommendations by the Committee to the Governors that were not approved, and the reasons for their non-acceptance

The Committee Chair should write to the independent regulator of NHS Foundation Trusts (NHS Improvement) in those instances where the services of the External Auditor are terminated in disputed circumstances.

Where exceptional, serious and improper activities have been revealed by the Committee, the Chair of the Committee shall write to NHS Improvement, if insufficient action has been taken by the Board after being informed of the situation.

The Committee will receive minutes and exception reports from its sub-groups.

Other Relevant Matters

The Committee should:

- Have access to sufficient resources in order to carry out its duties, including access to the Trust secretariat for assistance as required
- Be provided with appropriate and timely training, both in the form of an induction programme for new members and on an on-going basis for all members
- Give due consideration to laws and regulations, and the provisions of the NHS Foundation Trust Code of Governance
- Oversee any investigation of activities within its terms of reference and act as a court of the last resort.

Terms of reference last reviewed by Committee on 27 January 2020

4.2 Quality and Safety Committee Terms of Reference

QUALITY & SAFETY COMMITTEE CHAIR: Jackie Smith

Role

The role of the Quality and Safety Committee is to seek assurance and carry out deep-dive analysis on behalf of the Board in relation to the Committee's four primary areas of focus:

- Safety
- Patient Experience
- Quality and Effectiveness
- Workforce and Strategic HR Change Management

The Committee works closely with the Strategic Development Committee in overseeing the development of the Trust's Clinical Strategy, scrutinising that the requirements of the NHS long-term plan and service user views are appropriately incorporated.

The Committee seeks assurance that latest best practice standards are embedded and that the Trust operates effective systems for continuous learning and improvement.

Aims

In order to provide robust assurance to the Board, the Committee aims to bring together a wide range of information and reporting strands from different subjects and expert groups, and through regular reports from its sub-committees.

By putting safety as the Committee's first priority it aims to drive a culture of learning and continuous improvement and an open culture that is focused on effective risk management and on enhancing the experience of C&I's service users and their carers.

Duties & Responsibilities

With regard to the four key areas of focus, Safety, Patient Experience, Quality and Effectiveness and Workforce, the Committee should carry out the duties below on behalf of the Board, as appropriate.

Safety, Risk & Compliance

The Committee should:

- Scrutinise and seek assurance of:
 - effective mechanisms for managing clinical risk and improving service user safety
 - effective systems and processes that embed learning from incidents in a way that reduces risks and improves quality
 - detailed reports and analyses of clinical incidents that are appropriately triangulated with a range of other information sources to establish a holistic view
 - action and improvement plans arising from clinical audits, site visits and other clinical governance activities
- Oversee as appropriate enquiries and investigations into serious incidents, scrutinise the outcome of such investigations and any related reports, and seek assurance that remedial action plans are implemented and learning is embedded and shared across the organisation
- Report to the Audit and Risk Committee on serious concerns about quality or risks that are overseen by the Committee

- Refer relevant clinical risks or other matters to appropriate committees for information or mitigation
- In areas where significant risks remain, draw on other expert input, including commissioning external expertise, to help identify additional actions required and to make appropriate recommendations to the Board where top level decisions are required
- Seek assurance that the Trust's standards of clinical practice meet the requirements of professional and regulatory bodies, and relevant legislative instruments
- Scrutinise the effectiveness of safeguarding systems and procedures including the staff's compliance with training requirements.

Patient Experience

The Committee should:

- Seek assurance that service user and carer's views shape improvements in quality across the Trust and that their views are sought effectively in the development of strategies and service improvement initiatives
- Monitor the effectiveness of the Trust's equality, diversity and inclusion strategy through high level scrutiny of relevant action plans, progress reports and implementation initiatives the committee receives from relevant groups and sub-committees
- Through gathering and triangulating a holistic range of data sets, identify patterns and trends across the Trust and recommend appropriate action to improve patient experience and service quality.

Quality & Effectiveness

The Committee should:

- Oversee the Trust's activities relating to external inspections such as those by the CQC; to seek assurance that identified areas of improvement are addressed effectively and that improvements are embedded and become 'business as usual'
- Oversee the effective delivery of quality improvement programmes seeking assurance that key milestones, targets and outcomes are achieved
- Scrutinise relevant elements of the Board's integrated performance report and to report to the Board areas of concern and key success factors
- Ensure that an annual programme of clinical audits is set and scrutinise report findings and resulting action plans
- Seek assurance that complaints are managed in a way that promotes a culture of openness, learning and continuous improvement across all divisions
- Promote the application of research findings across clinical services to implement best practice and improve effectiveness and clinical outcomes
- Seek assurance that research activities are controlled appropriately by an effective governance framework
- Ensure that research findings and outcomes that are presented to the Committee are routinely reported to the Board to inform the development of strategic plans and priorities
- Seek assurance that relevant staff training and development programmes continue to deliver required improvements and the embedding of established best practice
- Informed by the Quality & Safety Programme Board, give assurance on the uptake of NICE Quality Standards to the Board as required

The Committee Chair should provide a regular balanced report to the Board on any issues he/she considers high risk, urgent or of particular concern, and areas of achievement and outstanding good practice.

The Committee should report to the Board annually on an assessment of its effectiveness and performance as a Committee in line with an annual review of the Committee's terms of reference.

The Committee will make a recommendation to the Board each quarter about compliance with the quality declaration to be submitted to NHS Improvement.

The Committee will receive minutes and exception reports where necessary from its sub-groups, which are:

- Quality & Safety Programme Board
- Workforce & Culture Programme Board
- Mental Health Law Committee

Other matters

The Committee shall:

- Have access to sufficient resources in order to carry out its duties, including access to the Trust Secretariat for assistance as required
- Be provided with appropriate and timely training, both in the form of an induction programme for new members and on an on-going basis for all members.

Terms of reference last reviewed by Committee on 28 January 2020

4.3 Resources Committee Terms of Reference

RESOURCES COMMITTEE CHAIR: Angela Harvey
Role
<p>The role of the Resources Committee is to oversee the strategic planning and management of the Trust's operational resources, including those related to finance; infrastructure (ICT and estates); and digital, and to oversee the process for reporting performance to the Board and its committees.</p>
Aims
<p>The Committee aims to have in place effective, Board-level oversight of how effectively, efficiently and economically the Trust deploys its resources and how it scrutinises the performance of the Trust.</p> <p>In order to provide robust assurance to the Board, the Committee aims to bring together a wide range of information and reporting strands from different subjects and expert groups, and through regular reports from its sub-groups.</p>
Duties & Responsibilities
<p>With regard to the three key areas of focus performance reporting, finance and infrastructure resourcing, the Committee should carry out the duties below on behalf of the Board, as appropriate.</p> <p>Performance Reporting</p> <ul style="list-style-type: none"> • Oversee and scrutinise the robustness of the performance reporting process to the Board • Provide advice and appropriate recommendations for the identification of KPIs, performance targets and metrics in relation to the Trust's key strategies and areas of strategic risk • Seek assurance that the performance report is appropriately aligned with all relevant strategic priorities, annual business objectives and key strategies • Undertake deep-dive analysis of particular performance areas as directed by the Board as well as those developed by the Resources Committee • Make appropriate recommendations to the Board and to highlight any areas of concern relating to the performance reporting process and the validity of information <p>Financial Resources</p> <ul style="list-style-type: none"> • Recommend to the Board financial objectives that will support Trust objectives • Keep the Board updated on NHSI Control totals allocated to the Trust, including any repercussions should these not be achieved • Monitor delivery of the statutory and Trust financial objectives and agree appropriate actions • Examine financial performance of the Trust including income and expenditure, balance sheet, cash flow against plan, key financial ratios, any other NHSI defined metrics and advise on remedial action where necessary

- Provide regular risk assessments against each financial objective, ensuring action plans are developed and implemented where required and the risk register updated accordingly
- Monitor the Trust's borrowing arrangements and agree any actions necessary.
- Scrutinise the assumptions underpinning financial modelling within the Business Plan and advise the Board accordingly
- Recommend to the Board an appropriate cash management strategy to deliver the agreed Business Plan
- Consider financial planning and seek assurance that the process for setting internal budgets is sound and in line with agreed accounting principles
- Approve all bids for additional revenue and capital funding above a limit set in the Trust's Scheme of Delegation and/or with significant business implications.
- Agree principles and an approach for substantial or material contracts and be a point of referral in negotiations if required
- Scrutinise and report to the Board on unexpected/emergency expenditure and reclaim.

Infrastructure Resources

- Seek assurance that an Estates Strategy is implemented effectively and that it supports the Business Plan and meets all legislative duties and national targets
- Seek assurance that the estate is utilised effectively and efficiently
- Approve the annual Capital Programme based on recommendations from the Estates & Capital Planning Committee
- Provide regular risk assessments against Estate Strategy objectives, overseeing the development and implementation of action plans where required
- Oversee the ICT issues of the Trust, and seek assurance that resilient cyber security processes and systems are in place
- Oversee the Trust's ICT and Digital strategies and monitor compliance, seeking assurance that they are aligned with the Trust's priorities
- Oversee the implementation of the Trust's Digital plan and to receive regular progress reports to scrutinise delivery and the meeting of key milestones
- Oversee the activities of the Trust's dedicated ICT Committee.

Management of Sub-groups

- Through a range of sub-groups, oversee and seek assurance of effective standards and performance in the areas of Finance, Estates and Capital Planning, ICT and Digital Development
- Oversee and scrutinise the performance of relevant sub-groups through a range of formal and informal activities
- The Committee shall approve all sub-groups' terms of reference annually or as recommended otherwise by the Trust Company Secretary.

Additional Duties <ul style="list-style-type: none"> Report to the Audit & Risk Committee on serious concerns about resourcing and performance risks that are overseen by the Committee 	
Membership	
Core Attendees	
<p>The committee shall be made up of the following members:</p> <ul style="list-style-type: none"> Three Non-Executive Directors (who may include the Trust Chair) The Director of Finance Chief Operating Officer Director of Clinical Information Management 	<p>The following Trust officers will normally attend all meetings:</p> <ul style="list-style-type: none"> Chief Executive Officer Associate Director of Estates Associate Director of ICT Deputy Director of Finance <p>Others may attend by Chair's invitation only</p>
Quorum	
Meetings & Frequency	
<p>The quorum necessary for the transaction of business shall be three members, including at least two Non-Executive Director of the Trust.</p>	<p>Meetings are normally held in private. Under normal circumstances, the Committee will meet at least six times a year and otherwise as required.</p>
Reporting Responsibilities	
<p>The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.</p> <p>The Committee Chair should provide a regular balanced report to the Board on any issues he/she considers high risk, urgent or of particular concern, and areas of achievement and outstanding good practice.</p> <p>The Committee should report to the Board annually on an assessment of its effectiveness and performance as a Committee in line with an annual review of the Committee's terms of reference.</p> <p>The Committee will receive minutes and exception reports where necessary from its sub-groups, which are:</p> <ul style="list-style-type: none"> Finance and Performance Programme Board Digital Strategy Programme Board 	
Other Matters	
<p>The Committee shall:</p> <ul style="list-style-type: none"> Have access to sufficient resources in order to carry out its duties, including access to the Trust Secretariat for assistance as required Give due consideration to laws and regulations, and the provisions of the NHS Foundation Trust Code of Governance 	

Terms of reference last reviewed by Committee on 25 February 2020

4.4 Strategic Development Committee Terms of Reference

STRATEGIC DEVELOPMENT COMMITTEE CHAIR: Jackie Smith

Role

The role of the Strategic Development Committee is to:

- Drive and oversee all major strategic programmes to support the sustainability of the Trust and its services and to lead the implementation of the Trust's Clinical Strategy
- Act as the lead committee for the St Pancras Transformation Programme to scrutinise and oversee all critical programme milestones

Aims

The aim of the Committee is to ensure the Board has sufficient strategic and long-term focus to take account of external developments in NHS and government policy in a way that secures the long-term delivery of relevant services to local communities.

Duties & Responsibilities

The Committee should carry out the duties below for the Trust, as appropriate.

- Oversee the implementation of the Clinical Strategy and the Trust's strategic plan
- Oversee relevant strategic planning processes including the Annual Plan and C&I's Clinical Strategy,, and to scrutinise that plans effectively deliver the requirements of the NHS long-term plan
- Oversee the delivery of the St Pancras Transformation Programme and to seek detailed assurance that robust governance processes and controls are in place
- Oversee and input to the development and implementation of the Trust's Estates Strategy and Disposal Pipeline
- Oversee and input to the planned programmes of work within the strategic alliance with BEH and report to the Board on any key issues or seek Board level decisions where this may be required
- Provide assurance to the Board that programme risks are effectively managed and that appropriate governance structures and controls are in place and they work effectively for all major strategic developments
- Approve the establishment of strategic programme and project scrutiny groups and to hold these to account in relation to agreed milestones and targets, receiving routine reports as required
- Provide assurance to the Board that established strategic programme and project scrutiny groups are managing respective projects effectively
- Where Board-level decisions are required, the Committee will undertake a deep-dive analysis of all proposals and provide robust recommendations to the Board for effective decision-making

- Work collaboratively with the Resources Committee ensuring that:
 - resourcing decisions and capital developments are consistent with the strategic direction of the Trust
 - projects are affordable and in line with the Trust’s financial model and represent good value for money
 - outline and full business cases are jointly approved
 - the Trust complies with NHS Improvement’s REID guidance
- Develop strategies for strategic engagement with relevant NHS partners, and agree the development of strategic partnerships and plans to drive integration and more integrated working, and to keep under review:
 - the delivery of agreed and shared objectives
 - the contribution of strategic partnerships to the Trust’s growth and sustainability
- Approve business development and segmented marketing strategies
- Make strategic recommendations to the Board of Directors for final approval.

Management of Sub-groups

- Through a range of sub-groups oversee and seek assurance of effective standards and performance in all areas of the St Pancras Transformation Programme and other relevant strategic development programmes
- Oversee and scrutinise the performance of relevant sub-groups through a range of formal and informal activities
- The Committee shall approve all sub-groups’ terms of reference annually or as recommended otherwise by the Trust Company Secretary

Additional Duties

- Report to the Audit & Risk Committee on serious concerns about strategic risks that are overseen by the Committee
- Report to the Resources Committee on the development of performance measures, KPIs and other relevant targets in relation to the Trust’s key strategies.

Membership	Core Attendees
<p>The Committee shall be made up of at least eight members, including the Chair of the Committee. Members of the Committee will be</p> <ul style="list-style-type: none"> • Three Non-Executive Directors including the Trust Chair • Chief Executive Officer • Medical Director • Chief Operating Officer • Director of Finance • Director of Strategy & Business Development 	<p>The following Trust officers will normally attend all meetings:</p> <ul style="list-style-type: none"> • St Pancras Transformation Programme Director

Quorum	Frequency
The quorum necessary for the transaction of business shall be three members (including at least two Non-Executive Directors).	Meetings are normally held in private. Under normal circumstances, the Committee will meet every month and at appropriate times in the reporting cycle and otherwise as required.
Reporting Responsibilities	
<p>The Committee will report to the Board and escalate any urgent issues with regard to the Trust's strategic planning and the St Pancras Transformation Programme and make whatever recommendations to the Board it deems appropriate.</p> <p>The Committee Chair should provide a regular balanced report to the Board on any issues he/she considers high risk, urgent or of particular concern, achievements and good practice.</p> <p>The Committee should report to the Board annually on an assessment of its effectiveness and performance in line with an annual review of the Committee's terms of reference.</p> <p>The Chair of the Committee will normally attend the Annual Members' Meeting to respond to any member questions on the Committee's activities.</p> <p>The Committee will receive minutes and exception reports where necessary from its sub-groups including the Stakeholder Reference Group.</p>	
Other matters	
<p>The Committee shall:</p> <ul style="list-style-type: none"> • Ensure that Committee membership sufficiently overlaps with membership of sub-groups to facilitate effective information flows but in a way that this does not compromise the committee's independence and function to effectively scrutinise the performance of its sub-groups • Have access to sufficient resources in order to carry out its duties • Be provided with appropriate and timely training, both in the form of an induction programme for new members and on an on-going basis for all members. 	

Terms of reference last reviewed by Committee on 11 February 2020

4.5 Strategic Alliance Committee Terms of Reference

STRATEGIC ALLIANCE COMMITTEE CHAIRS: Jackie Smith and Mark Lam

Role

The role of the Strategic Alliance Committee is to oversee the successful delivery of the Partnership Alliance between Camden and Islington NHS Foundation Trust (C&I) and Barnet, Enfield and Haringey Mental Health Trust (BEH) and to seek assurance of the effective delivery of jointly agreed programmes of work in line with the memorandum of understanding (MOU) between both Partners' Boards.

The Strategic Alliance Committee is a joint Board committee established in accordance with the respective standing orders and standing financial instructions of both Partners.

Aims

The aim of the Committee is to have in place an effective system of quality and governance assurance that serves both Partners' Boards and promotes the continued success of both organisations.

Duties & Responsibilities

The Committee shall act in the best interest of both Partners at all times and should carry out the duties below for the Boards of C&I and BEH as appropriate.

- Provide strategic leadership to the Alliance in delivering on the purposes set out in the MOU including:
 - reviewing the Alliance aims on a regular basis and setting clear, measurable objectives in line with these aims
 - reviewing and evaluating present and future opportunities for joint working that promote and enhance the continued success of both organisations and that secure the sustainability of services for local populations
 - ensuring that joint programmes of work and relevant joint, strategic objectives are appropriately incorporated into each Partner's long-term plans and strategies
- Exercise health-system leadership and a strong 'voice' for mental health in the local health economy
- Ensure that obligations to the Partners and other stakeholders are understood and met
- Ensure that, through the Partners, the resources are available to achieve the objectives
- Monitor and guide the work of the Alliance and its future development including:
 - approving and prioritising the projects to be delivered as part of the programme of joint work to ensure alignment with both Trusts' overarching strategic plans and priorities
 - approving resourcing of projects in line with both Trusts' SFIs and Schemes of Delegation, approving identified KPIs and outcomes and monitoring performance against these
 - seeking assurance that effective project governance is in place
 - maintaining an up-to-date record of the programme of joint work arising under the MOU
- Ensure that both Boards have clear and transparent oversight of the work of the Strategic Alliance and all related work programmes

- Ensure that communications both to and from the Partners and relevant stakeholders are effective in relation to the Alliance
- Oversee risk management and performance reporting to Boards and relevant committees and to escalate any issues of concern.

Management of Sub-groups

The Committee may establish sub-groups as it deems necessary (such as the Strategic Alliance Steering Group) but it may not delegate any of its powers to any other group or individuals. While the committee may delegate responsibilities to sub-groups or individuals, the accountability for these shall always rest with this Committee.

The Committee will establish robust reporting and performance measuring systems for any work delegated to sub-groups or individuals.

Additional Duties

The Committee should report to each Partner's respective Audit & Risk Committee on serious concerns about strategic risks that are overseen by the Committee. Operational risks should be reported through the Trusts' established risks management structures and normal escalation routes.

The Committee will maintain a register of interests for all its members which shall be presented to Committee meetings regularly in line with current declaration processes.

Delegated Functions and Powers

The Committee has no powers, other than those implied and specifically delegated by both Boards by these terms of reference. The Committee will normally fulfil its functions by making appropriate recommendations to the Boards and will operate within relevant codes of conduct and both Trusts' Standing Orders, SFIs and Schemes of Delegation.

Generally, the Committee is authorised to:

- Seek any information it requires from any employee of either Trust in order to perform its duties, and to call any employee to be questioned at a committee meeting as required
- Obtain outside legal or other professional advice on any matter within its terms of reference subject to the Trusts' Schemes of Delegation and SFIs; this should normally be co-ordinated through the Trust Company Secretary.

The Committee may not delegate any executive powers to any sub-group or individuals unless expressly authorised by both Boards.

Powers Executed Outside of Formal Meetings

In exceptional circumstances, where delaying actions or decisions would have a negative impact on the Alliance's business, certain items of business requiring an urgent decision, or the taking of the decision itself, may be conducted outside of formal meetings. This will normally be agreed by the Committee in advance and executed by either:

- Chair's action
- Calling an extraordinary or virtual meeting
- Reaching consensus on a decision by e-mail

The Trust Company Secretaries of both Partners will co-ordinate these items of business and ensure that appropriate records are kept and that all relevant decisions are formally ratified by the Committee and/or both Boards at the next meeting.

A written record of the action, signed by both Chairs, should be presented to the whole committee for ratification at its next meeting.

Membership		Core Attendees	
<p>The Committee shall be made up of:</p> <ul style="list-style-type: none"> • Both Partners' Chairs • 2 Non-Executive Directors from each Partner's Board • Both Partners' Chief Executive Officers • Medical Director of C&I • Director of Finance of BEH 		<p>The following officers are normally expected to attend all meetings:</p> <ul style="list-style-type: none"> • Interim Joint Partnership Director • Director of Strategy (both Partners) 	
Membership and Chair			
<p>The two Chairs shall jointly chair this committee and take turns to chair meetings. The other Non-Executive Directors (one from each partner) shall deputise for the Chairs as required. The Committee shall invite other Executive or Non-Executive Directors to become <i>ex-officio</i> members or to attend meetings as and when required.</p>			
Quorum		Frequency	
<p>The quorum necessary for the transaction of business shall be four unconflicted members (including at least one Chair or Non-Executive Director from each Partner, and both Chief Executive Officers or their named delegates).</p> <p>The Chairs and Non-Executive Directors present shall determine whether an appropriate balance of representation from C&I and BEH is present to form a quorum.</p>		<p>Under normal circumstances, the Committee will meet every other month and at appropriate times in the annual business cycle and otherwise as required. <i>[NB. This may change to quarterly after the initial 'embedding' phase – to be determined later as required]</i></p> <p>Either partner may call additional meetings giving at least five working days' notice or as otherwise agreed by both Chairs.</p> <p>All meetings are held in private. However, all business conducted at meetings and all related records are subject to disclosure under the Freedom of Information Act.</p>	
Reporting Responsibilities			
<p>The Committee shall report and be accountable to the Boards of both Partners. The Boards shall determine on-going reporting and information requirements as they deem necessary. The Committee shall provide to both Boards an annual evaluation of the model and a six-monthly progress report to review achievements and delivery against the ambitions set out at the start of the Alliance.</p> <p>The Chief Executive Officers (or their named delegates) shall provide a regular progress report to their respective Boards highlighting any key issues that require Board attention and any key learning that can be shared across organisations.</p> <p>The Committee shall receive a regular report from the joint Alliance Steering Group on the performance of all work programmes and to maintain overall assurance of effective project governance.</p>			
Secretariat			
<p>Secretariat functions to this Committee shall be provided jointly by the Trust Secretariat teams for BEH and C&I. The teams will take turns to prepare agendas and papers for the meetings, and to record minutes and actions.</p>			

The Trust Company Secretaries will maintain the register of interests, oversee the escalation of any risks and co-ordinate the reporting and information flows. They will also hold an actions and matters arising log as required.

All Committee members shall have seamless access to the advice and support of the two Trust Company Secretaries across organisational boundaries.

Other matters

The Committee should:

- Review its Terms of Reference and present to each respective Board for approval at least annually
- In line with the review of its terms of reference, the committee should provide a self-assessment report of its effectiveness and performance for the year

Terms of reference last reviewed by Committee on 18 July 2019

4.6 Nominations Committee Terms of Reference

NOMINATIONS COMMITTEE CHAIR: Jackie Smith
Role
The role of the Board of Directors Nominations Committee is to carry out the duties as laid out in the National Health Services Act 2006 and other governance documents regarding identification of suitable candidates for Executive Director positions and approving appointments.
Aims
<p>The Committee aims to:</p> <ul style="list-style-type: none"> • Ensure effective recruitment processes for Executive Director positions • Make effective appointment decisions that are based on robust assessment evaluations and a fair, equitable and transparent process • Seek assurance the Trust is compliant with all relevant standards of good practice including those relating to equality, diversity and inclusion
Duties & Responsibilities
<p>The Committee should carry out the duties below for the Board, as appropriate.</p> <p>The Committee shall:</p> <ul style="list-style-type: none"> • Regularly review the structure, size and composition (including the skills, knowledge and experience) required of Directors of the Board compared to its current position and make recommendations to the Board with regard to any changes • Give full consideration to succession planning for all Executive Directors in the course of its work, taking into account the challenges and opportunities facing the Trust, and what skills and expertise are therefore needed on the Board of Directors in the future • Review the job descriptions of the Executive Director role as required • Oversee the recruitment to all Executive Director positions by ensuring effective processes are in place for: <ul style="list-style-type: none"> ○ effective engagement of executive search and recruitment consultants ○ identification of strong candidates pools ○ assessment and evaluation of candidates ○ compliance with relevant standards of good practice including those relating to equality, diversity and inclusion • Before any appointment is made, evaluate the balance of skills, knowledge and experience on the Board, and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular executive appointment. In identifying suitable candidates, the committee shall: <ul style="list-style-type: none"> ○ use open advertising, or the services of external advisers, to facilitate searches ○ consider candidates from a wide range of backgrounds ○ consider candidates on merit and against objective criteria, taking care that appointees have enough time available to devote to the position

- Receive appropriate and robust recommendations from the appointments panel in order to approve all appointments to Executive Director positions
- Keep under review the leadership needs of the organisation, with a view to ensuring the continued ability of the organisation to deliver services effectively
- Keep up to date and fully informed about strategic issues and commercial changes affecting the Trust and the environment in which it operates
- Annually review the performance evaluation process for Executive Directors ensuring it is fit for purpose

The Committee shall also make recommendations to the Board of Directors concerning:

- The formulation of succession plans for Executive Directors
- Membership of the Audit & Risk and Remuneration Committees, in consultation with the Chairs of those committees
- Any matters relating to the continuation in office of any Executive Director at any time including the suspension or termination of service

The Committee will ensure that for all appointments, the Fit and Proper Person Test checks are carried out appropriately and references taken and found to be satisfactory.

Membership	Meetings & Core Attendees
Membership of the Committee shall be made up of the Trust Chair, the Chief Executive Officer and the independent Non-Executive Directors, and free of any conflict of interest.	Meetings are normally held in private and only members have the right to attend meetings.
Quorum	Frequency
The quorum necessary for the transaction of business shall be three members .	Under normal circumstances, the Committee will meet at least once a year and otherwise as required.
Reporting Responsibilities	
<p>The Committee Chair shall report formally to the Board of Directors on its proceedings after each meeting on all relevant matters within its remit.</p> <p>The Committee shall make whatever recommendations to the Board of Directors it deems appropriate on any area within its remit where action or improvement is needed.</p> <p>The Committee shall make a statement in the annual report about its activities, the process used to make appointments and explain if external advice or open advertising has not been used.</p>	

Other matters

The Committee shall:

- Have access to sufficient resources in order to carry out its duties, including access to the Trust Secretariat for assistance, as required
- Be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members
- Review as appropriate all members' interests in relation to the Committee's activities and any ongoing recruitment activities

Terms of reference last reviewed by Committee on 21 February 2019

4.7 Remuneration Committee Terms of Reference

REMUNERATION COMMITTEE CHAIR: Jackie Smith

Role

The role of the Remuneration Committee is to advise the Board on appropriate remuneration and terms of service for the Chief Executive Officer, Executive Directors and other members of executive management as the Board may determine.

Aims

The Committee's aim is to ensure that the Trust has a remuneration policy that is sufficient to attract, retain and award individuals with the right skills and experience and this policy is sufficiently competitive in the wider labour market.

Duties & Responsibilities

The Committee should carry out the duties below for the Board, as appropriate.

The Committee shall:

- Determine a framework or broad policy for the remuneration of the Trust's Chief Executive Officer, the Executive Directors, and such other members of executive management as the Board may determine. The Executive Directors, including the Chief Executive Officer, and other members of executive management shall not be involved in any discussions or decisions as to their own remuneration
- In determining such policy, take into account all factors which it deems necessary, and consult with external organisations as appropriate. The objective of such policy shall be to ensure that members of the executive management are provided with appropriate incentives to encourage enhanced performance and are, in a fair and responsible manner, rewarded for their individual contributions to the success of the Trust
- Review the on-going appropriateness and relevance of the Remuneration Policy;
- Approve the design of, and determine targets for, any performance related pay schemes operated by the Trust and approve the total annual payments made under such schemes, ensuring that upper limits are set and appropriately disclosed
- Determine the policy for, and scope of, pension arrangements for each Executive Director and such other members of the executive management as the Board may determine
- Ensure that contractual terms on termination, and any payments made, are fair to the individual, and the Trust, that failure is not rewarded and that the duty to mitigate loss is fully recognised, in line with national guidance where appropriate
- Within the terms of the agreed policy and in consultation with the Trust Chair, and/or Chief Executive Officer if appropriate, determine the total individual remuneration package of each Executive Director and such other members of the executive management as the Board may determine including bonuses
- In determining such packages and arrangements, give due regard to any relevant legal requirements, the provisions and recommendations in the NHS Agenda for Change and associated guidance
- Review and note annually the remuneration trends across the Trust

- Oversee any major changes in employee benefits structures throughout the Trust and consider the pension consequences and associated costs to the Trust of changes to pensionable remuneration
- Agree the policy for authorising claims for expenses from the Chief Executive Officer
- Ensure that all provisions regarding disclosure of remuneration, including pensions, are fulfilled
- Be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any remuneration consultants who advise the Committee
- Should remuneration consultants be appointed to assist the Committee, a statement should be made available as to whether they have any other connections with the Trust
- Obtain reliable, up-to-date information about remuneration in other Foundation Trusts. The Committee shall have full authority to commission any reports or surveys which it deems necessary to help it fulfil its obligations
- To receive annual reports of Trust redundancy payments and to consider all non-contractual redundancy or exception payments
- To consider all contractual redundancy payments over £50k

Membership

The committee shall be made up of three Non-Executive Directors to include the Trust Chair and the Chair of the Audit and Risk Committee.

Core Attendees

The Chief Executive Officer, external advisors and other officers of the Trust without conflict of interest may be invited by the Chair to attend all or part of a meeting.

Quorum

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

Frequency

Meetings are normally held in private. Under normal circumstances, the Committee will meet at least once a year and otherwise as required.

Reporting Responsibilities

The Committee Chair should provide a regular balanced report to the Board on any issues he/she considers high risk, urgent or of particular concern, and areas of achievement and outstanding good practice.

The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

The Committee shall produce an annual report of the Trust's Remuneration Policy.

Other Matters

The Committee shall:

- Have access to sufficient resources in order to carry out its duties, including access to the Trust secretariat for assistance as required
- Be provided with appropriate and timely training, both in the form of an induction programme for new members and on an on-going basis for all members.

Terms of reference last reviewed by Committee on 01 February 2019

4.8 Executive Team Meeting Terms of Reference

EXECUTIVE TEAM MEETING CHAIR: Angela McNab

Role

The Executive Team is collectively accountable for the management of the Trust and the delivery of its strategic objectives, as set by the Board. It is a formal meeting to support the Chief Executive Officer to effectively discharge his/her responsibilities as the Accountable Officer and assists the Chief Executive Officer in:

- The development and implementation of strategy
- The effective delivery of the business plan
- The management of strategic programmes
- Ensuring effective programmes for risk management and internal controls are in place
- Achieving improvements in mental health outcomes

Duties & Responsibilities

Strategy

- To assist the Chief Executive Officer in the development of strategies, business and operational plans, policies and procedures for recommendation to the Board that is in line with NHS and regulatory body requirements
- To undertake any duties as delegated to the Executive by the Trust Board or set out in the Trust's Reservations of Powers to the Board and Delegation of Power
- To set the Cultural Pillars and offer interventions that enable greater effectiveness within the Trust
- To consider and respond to external matters

Delivery

- To ensure that the Trust has effective processes to achieve compliance with its Provider Licence Conditions and the regulatory framework within which it operates
- To formulate service development and change and make decisions affecting all services / areas where they require Executive level resolution
- To identify and address operational issues
- To ensure delivery of statutory duties, operational, financial and clinical performance and ensure achievement of national and local targets in line with the requirements of NHS Improvement, the CQC and other stakeholders
- To ensure coordination and a timely response to requests from all regulatory bodies
- To prioritise the use of resources to achieve the delivery of objectives
- To agree operational (though not strategic) policies referred from sub-groups as well as those relating to coordination of the Council of Governors

Board

- To develop and manage the Board business cycle and ensure appropriate preparation is given to Board business
- To ensure that actions are taken as necessary following Board meetings
- To consider and approve relevant information being presented to the Board

Risk

- To identify key risks to the Trust's business and escalate risk management issues to the Trust Board in line with Risk Management Strategy and Board Assurance Framework

Membership

The Executive Team membership is comprised of:

- Chief Executive Officer
- Medical Director
- Director of Finance
- Director of Nursing & Quality
- Chief Operating Officer
- Director of HR & OD
- Director of Strategy & Business Development
- Director of Clinical Information Management

All members have equal voting and decision-making powers but these may not be delegated to any deputies.

Members unable to attend will send a deputy to represent them.

Core Attendees

The following Trust staff will normally attend meetings:

- St Pancras Transformation Programme Director
- Trust Company Secretary (business meetings only)

Other Trust staff may be invited to attend for specified business items only.

Quorum

The chair should decide on whether a sufficient number of attendees is present to ensure the effective conduct of Trust business.

Reporting Requirements

The Executive Team is accountable to the Board and will normally report on relevant business and developments, decisions and other important and urgent matters through the standing Chief Executive's Report provided at every Board meeting.

Terms of Reference reviewed by the Executive Team on 3 April 2019

APPENDIX 1

Summary of Committee Membership and Attendance

	Audit & Risk	Quality & Safety	Resources	Strategic Development	Nominations	Remuneration	SAC
Jackie Smith		CHAIR	Member	CHAIR	CHAIR	CHAIR	CHAIR
Angela McNab		Member	Attendee	Member	Member		Member
Pippa Aitken	Member			Member	Member		
Dalwardin Babu		Member			Member		
Jeffrey Boateng**	Attendee		Member				
Dean Howells		Member					
Luisa Fulci	Member		Member		Member		
Angela Harvey			CHAIR		Member	Member	Member
Vincent Kirchner		Member		Member			Member
Mark McLaughlin	CHAIR			Member	Member	Member	Member
Sally Quinn**		Member					
Andy Rogers		Member	Member	Member			
Darren Summers**				Member			Attendee
David Wragg	Attendee		Member	Member			
Christian Oribio***	Attendee				Attendee	Attendee	

*Executive Team Meeting (ET) is not a sub-committee of the Board but is shown here for information and completeness.

**Non-voting member of the Board

*** Trust Company Secretary occasionally attends all Committees and at least once annually

APPENDIX 2

SCHEDULE OF MEETINGS FOR 2020

2020	Audit & Risk	Quality & Safety	Resources	Strategic Development	Nominations*	Remuneration*	SAC
January	27	28	15	14			
February			25	11			18
March		24		10			
April	27		28	14			14
May	14	11		5			
June			23	16	18	18	
July	27	28		14			
August				25			
September		22	21	14			
October	26			13	15	15	
November		24	23	10			
December				8			

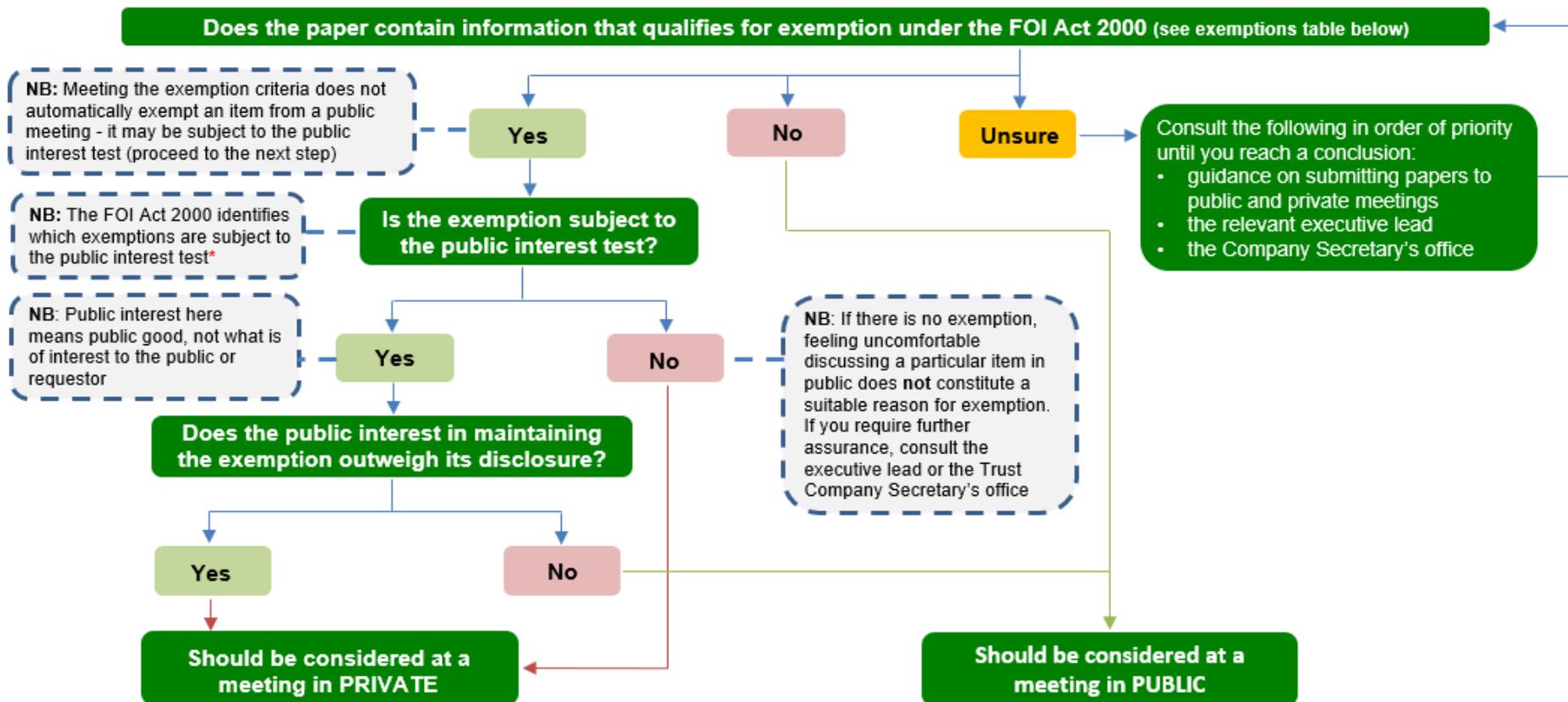
*Committee will meet at least once each year and as required thereafter

** extraordinary committee meeting

In addition to the above meetings, the Board routinely holds a series of Board Seminars and away-days which are normally held in private.

APPENDIX 3

GUIDANCE FOR DETERMINING ITEMS OF BUSINESS THAT SHOULD BE CONDUCTED IN PRIVATE



FOI Act 2000 exemptions:

s.22: Settled intention to publish the information in the future*

s.31: Disclosure would/would be likely to prejudice: the prevention/detection of crime; apprehension/prosecution of offenders; administration of justice; investigations regarding failure to comply with law and regulations*

s.36: Disclosure would/would be likely to inhibit or prejudice the provision of advice or exchange of views in an open, honest and complete manner, or negatively impact the effective conduct of public affairs*

s.38: Disclosure would/would be likely to, endanger the physical/mental health or safety of any individual or group

s.40: Contains personal data that contravenes the data protection principles or contravenes the right to prevent processing likely to cause damage or distress

s.41: Information provided in confidence, the release of which would/would be likely to, constitute a breach of confidence

s.42: Information obtained from legal professionals providing legal advice or help to prepare for proposed or on-going legal dispute/claim*

s.43: Contains information such as contracts/tenders, disclosure of which would/would be likely to, damage the commercial interests of any person or organisation*

s.44: Disclosure prohibited by the law

*subject to the public interest test