



**Camden and Islington**  
NHS Foundation Trust

## **C&I BOARD SUB-COMMITTEE HANDBOOK**

JANUARY 2018

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	20/05/14	01.01	Small changes to the Remuneration Committee terms of reference -definition change and one change to the duties of the Committee (last bullet point)
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## 1. Introduction and purpose of the handbook

This handbook sets out the Board of Directors committee structure, with their respective terms of reference, decision making powers, membership and, planned dates of future meetings. This handbook will be updated annually and approved by the Board.

## 2. Committee overview

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

Board sub-committee	Role of the committee
Audit and Risk Committee	<ul style="list-style-type: none"> <li>• Seek assurance that financial reporting, risk management and internal control principles are applied;</li> <li>• Maintain an appropriate relationship with the Trust's auditors, both internal and external; and</li> <li>• Offer advice and assurance to the Board about the reliability and robustness of the process of internal control.</li> </ul>
Quality Committee	<ul style="list-style-type: none"> <li>• To ensure that quality, healthcare and social care outcomes are the focus of the Trust's activity;</li> <li>• To make the three core healthcare outcomes of safety, effectiveness and service user experience central to the development, delivery and measurement of the Trust's care and services;</li> <li>• To assure the Board that standards of performance and policy changes in relation to quality, healthcare and social outcomes are met.</li> </ul>
Resources Committee	<ul style="list-style-type: none"> <li>• To oversee the strategic planning and management of the Trust's operational resources, including those related to finance; ICT and workforce</li> </ul>

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Strategic Development Committee	<ul style="list-style-type: none"> <li>• Drive the major strategic developments to support the sustainability of the Trust – lead the implementation of the Trust’s five year strategic plan</li> <li>• Act as the lead committee for the St Pancras redevelopment Programme Board.</li> </ul>
Nominations Committee	<p>The Nominations Committee is responsible for:</p> <ul style="list-style-type: none"> <li>• The identification and appointment of suitable candidates for executive director positions on the Board</li> <li>• Assuring 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 and takes into consideration appropriate succession planning.</li> </ul>
Remuneration Committee	<ul style="list-style-type: none"> <li>• To advise the Board about 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.</li> </ul>
*Executive Team Meeting	<ul style="list-style-type: none"> <li>• 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 their responsibilities as the Accountable Officer.</li> </ul>

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

### 3. Committee terms of reference and governance principles

#### Committee terms of reference

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

- Role of the committee;
- Definitions;
- Duties of the committee;
- Membership;
- Core attendees;
- Quorum;
- Frequency of meetings;
- Reporting responsibilities;
- Other relevant matters.

#### Governance principles

Following the terms of reference for each committee, a number of working and operational principles that apply to all committees are detailed including:

- Membership;
- Authority delegated to the committee.
- Secretarial support;
- Notice of meetings;
- Minutes of meetings;
- Annual Members' meeting requirements; and
- Monitoring and review requirements.

## 4. The Audit and Risk Committee Terms of Reference

### AUDIT & RISK COMMITTEE

#### AUDIT & RISK COMMITTEE: CHAIR, KIERAN PARMAR

##### 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 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; and
- Review the arrangements for “whistle blowing”.

These Terms of Reference describe how the Committee will fulfil its role.

##### Definitions

“the Committee”	the Audit & Risk Committee
“the Trust”	C&I NHS Foundation Trust
“the Board”	the Trust’s Board of Directors
“the Governors”	the Trust’s Council of Governors

##### Duties

The Committee should carry out the duties below for the Trust, 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; and
- 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 (both clinical and non-clinical), that supports the achievement of its objectives. In particular the Committee shall review:
  - Review the effectiveness of the Trust's internal controls, Board Assurance Framework, governance and risk management systems;
  - 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;
  - 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 NHS Protect;
  - 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; and
  - 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 security

management arrangements.

### 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 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; 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; and
  - 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 (but not limited to):
  - 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 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, then 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 fee income of the firm, office and partner and other related requirements; and
  - 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; and
- 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; and
  - 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.); and
  - 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 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.

### Additional Duties:

The Committee will escalate relevant risks to the board as appropriate.

### 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;
- Trust Company Secretary
- Head of Internal Audit;
- Counter Fraud Representation
- The 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**. A duly convened meeting of the Committee 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.

### Frequency

Under normal circumstances, the Committee will meet at least four times a year and otherwise as required.

Committee meetings should be scheduled at appropriate times in the reporting and audit cycle.

### 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, the holistic nature of governance

arrangements;

- Report to the Board on its proceedings after each meeting;
- 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 Chair of the Committee 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 where necessary from its sub-groups, which are the:

- Health, Safety, and Fire; and
- Information Governance Committee.

### 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*;
- Be responsible for co-ordination of the Internal and External auditors; and
- Oversee any investigation of activities which are within its terms of reference and act as a court of the last resort.



## 5. The Quality Committee Terms of Reference

### QUALITY COMMITTEE

#### QUALITY COMMITTEE: CHAIR, SUE GOSS

##### Role

The role of the Quality Committee is to:

- Ensure that quality, healthcare and social care outcomes are the focus of the trust's activity;
- Make the three core healthcare outcomes of safety, effectiveness and service user experience central to the development, delivery and measurement of the Trust's care and services;
- Align clinical governance, risk and audit behind safety, effectiveness and service user experience within divisions to ensure standards are set and met within the NHS outcomes framework;
- Assure the Board that standards of performance and policy changes in relation to quality, healthcare and social outcomes are met;
- Receive and assess service user and staff experience measurement data (e.g. complaints, compliments, Advice and Complaints service, claims, service user surveys, service visits, staff surveys, FFT, staff pulse survey, PLACE inspections);
- Ensure that learning and development needs are identified and appropriately met from clinical governance, risk and audit programmes; and
- Oversee the Trust's key programmes in related areas.

##### Definitions

"the Committee"	the Quality Committee
"the Trust"	C&I NHS Foundation Trust
"the Board"	the Trust's Board of Directors
"the Governors"	the Trust's Council of Governors

##### Duties

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

##### Safety

The Committee should:

- Ensure that the Trust has effective mechanisms for managing clinical risk and improving service user safety, learning from incidents and taking action to reduce risks and improve quality;
- Receive and review highlight reports and trend analysis of clinical incidents;

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- Review and approve actions arising from clinical audits, site visits and other clinical governance activities and, where significant risks remain, agree any additional action required; and

### **Effectiveness**

The Committee should:

- Ensure that the Trust's standards of clinical practice meet the requirements of professional and regulatory bodies;
- Ensure that divisions set and deliver appropriate quality clinical programmes which meet CQC expectations;
- Approve the Trust's annual plan for improving clinical quality;
- Ensure that an annual programme of clinical audits is set and reported on;
- Ensure that the Trust uses research findings to inform best practice to deliver effectiveness;
- Ensure research governance and report on performance to the Board;
- Ensure programmes of professional training are commissioned and delivered to deliver effectiveness;
- Give assurance on the uptake of NICE Quality Standards;
- Approve the Trust's Annual Quality Account, implement the account's proposals and to monitor the annual action plan;
- Review homicide inquiries and Department of Health mental health policies and strategies and consider implications for the Trust;
- Approve all clinical policies, protocols and guidelines.

### **Delivery of Quality Programmes**

The Committee should:

- Oversee work programmes in the areas of infection control, mental health law, equality and diversity, safeguarding and medicines management;
- Ensure that effective channels are in operation for communicating and managing issues of quality to relevant managers, staff and external stakeholders;
- Report to the Audit & Risk Committee on serious concerns about quality or risks being overseen by the Committee;
- Refer relevant risks or other matters to appropriate committees for information or mitigation;
- Ensure user and carer views shape improvements in quality across the Trust;
- Ensure effective safeguarding across the Trust;
- Monitor equality and diversity and ensure appropriate action is taken to improve equality;
- provide an overview of all aspects of quality across the Trust through exception reports provided by the Performance Committee; and

- Identify patterns and trends across the Trust and recommend appropriate action to improve quality.

**Additional Duties:**

The Committee will escalate relevant risks to the board as appropriate.

**Membership**

The committee shall be made up of six members comprising:

- Two Non-Executive Directors;
- The Chief Executive;
- The Medical Director;
- The Director of Nursing; and
- The Chief Operating Officer.

**Core Attendees**

The following Trust officers will normally attend all meetings:

- Head of Governance & Quality Assurance
- Risk & Patient Safety Manager

**Quorum**

The quorum necessary for the transaction of business shall be **three members**, including at least one Non-Executive Director of the Trust. A duly convened meeting of the Committee 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.

**Frequency**

Under normal circumstances, the Committee will meet at least six times a year and otherwise as required.

**Reporting responsibilities**

The Committee chair will report to the Board and, where appropriate, the Council of Governors on its proceedings after each meeting on all matters within its duties and responsibilities.

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

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-committees, which are:

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- Infection Control Committee;
- Drugs and Therapeutics Committee;
- Research and Development Committee;
- Safeguarding Committee;
- Equality and Diversity Committee;
- Mental Health Law Committee; and
- Quality Governance 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; and
- 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 reviewed by Committee on 14<sup>th</sup> December 2017.

## 6. The Resources Committee Terms of Reference

### RESOURCES COMMITTEE

#### RESOURCES COMMITTEE: CHAIR, ANGELA HARVEY

##### Role

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; ICT and workforce

##### Definitions

"the Committee"	the Resources Committee
"the Trust"	C&I NHS Foundation Trust
"the Board"	the Trust's Board of Directors

##### Duties

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

- To oversee the Trust's workforce plans and strategies, including learning and organisational development, statutory and mandatory training, and monitor compliance ensuring that these are in line with the Trust's priorities and values;
- Oversee and monitor progress against national NHS England workforce standards and reporting e.g. Workforce Race Equality Standard, NHS England guidance on Whistleblowing and the government introduced Apprenticeship Levy;
- To 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;
- To 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;
- To provide regular risk assessments against each financial objective, ensuring action plans are developed and implemented where required and the risk register updated accordingly;
- To monitor the Trust's borrowing arrangements and agree any actions necessary;
- To scrutinise the assumptions underpinning financial modelling within the Business Plan and advise the Board accordingly;
- To recommend to the Board an appropriate cash management strategy to deliver the agreed Business Plan;

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- To consider financial planning and seek assurance that the process for setting internal budgets is sound and in line with agreed accounting principles.
- To 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;
- To agree principles and approach for substantial or material contracts and be a point of referral in negotiations if required;
- Ensure an Estates Strategy is implemented that supports the Business Plan and meets all legislative duties and national targets;
- To ensure that the estate is utilised effectively and efficiently;
- To approve the annual Capital Programme based on recommendations from the Estates & Capital Planning Committee;
- To provide regular risk assessments against Estate Strategy objectives, ensuring action plans are developed and implemented where required and the risk register updated accordingly;
- To oversee the information, communications and technology issues of the Trust, and be assured that resilient cyber security processes are in place;
- To oversee the Trust ICT strategy and monitor compliance, ensuring that this is in line with the Trust's priorities;
- To oversee the activities of the Trust's dedicated ICT Committee;

**Additional Duties:**

- The Committee will escalate relevant risks to the Board as appropriate.

**Membership**

The committee shall be made up of at least four members comprising:

- Two Non-Executive Directors (who may include the Chair of the Trust);
- The Director of Finance;
- Chief Operating Officer; and
- Director of Human Resources and Organisational Development.

**Core Attendees**

The following Trust officers will normally attend all meetings:

- Chief Executive;
- Trust Chair;
- Associate Director of Estates;
- Associate Director of ICT; and
- Deputy Director of Finance

Quorum	Frequency
<p>The quorum necessary for the transaction of business shall be <b>two members</b>, including at least one Non-Executive Director of the Trust. A duly convened meeting of the Committee 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.</p>	<p>Under normal circumstances, the Committee will meet at least six times a year and otherwise as required.</p>
Reporting responsibilities	
<p>The Committee Chair will report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.</p> <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 will receive minutes and exception reports where necessary from its sub-committees, which are:</p> <ul style="list-style-type: none"> <li>• Estates &amp; Capital Planning Committee;</li> <li>• Digital Development Committee; and</li> <li>• Workforce Committee.</li> </ul>	
Other matters	
<p>Committee will:</p> <ul style="list-style-type: none"> <li>• Have access to sufficient resources in order to carry out its duties, including access to the Trust Secretariat for assistance as required; and</li> <li>• Give due consideration to laws and regulations, and the provisions of the NHS Foundation Trust Code of Governance.</li> </ul>	

Terms of Reference reviewed by Committee on 19<sup>th</sup> December 2017

## 7. The Strategic Development Committee Terms of Reference

### STRATEGIC DEVELOPMENT COMMITTEE

#### STRATEGIC DEVELOPMENT COMMITTEE: CHAIR, LEISHA FULLICK

##### Role

The role of the Strategic Development Committee is to:

- Drive the major strategic developments to support the sustainability of the Trust – lead the implementation of the Trust’s five year strategic plan
- Act as the lead committee for the St Pancras redevelopment Programme Board.

##### Definitions

“the Committee”	the Strategic Development Committee
“the Trust”	C&I NHS Foundation Trust
"the Board"	the Trust’s Board of Directors
“the Governors”	the Trust’s Council of Governors

##### Duties

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

- To oversee the implementation of the five year Strategic Plan and oversee its refreshment in line with NHS Improvement’s published guidance and timeline;
- To work collaboratively with the Resources Committee ensuring that:
  - resource 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 represents good value for money;
  - outline and full business cases are jointly approved; and
  - the Trust complies with NHS Improvement’s REID guidance.
- To ensure robust project management structures and governance frameworks are in place for all major strategic developments;
- To oversee and lead the Annual Planning process;
- To provide assurance to the Board that established programme and project boards are managing respective projects appropriately, and that project risks are appropriately recorded and mitigated;
- To approve the establishment of strategic programme and project boards and business development groups and hold to account in relation to agreed milestones and targets, receiving reports as required;
- To agree the development of strategic partnerships and keep under review:

<ul style="list-style-type: none"> <li>○ the delivery of their agreed objectives; and</li> <li>○ the contribution of strategic partnerships to the Trust's growth strategy and sustainability.</li> <li>● To approve business development and marketing strategies for segments of the Trust's business;</li> <li>● To be responsible for making strategic recommendations to the Board of Directors for final approval.</li> </ul>	
Membership	
<p>The Committee shall be made up of at least 7 members, including the Chair of the Committee.</p> <p>Members of the Committee will be</p> <ul style="list-style-type: none"> <li>● Two Non-Executive Directors</li> <li>● Chief Executive</li> <li>● Medical Director</li> <li>● Chief Operating Officer</li> <li>● Director of Finance</li> <li>● Director of Strategy &amp; Business Development</li> </ul>	<p style="text-align: center;"><b>Core Attendees</b></p> <p>The following Trust officers will normally attend all meetings:</p> <ul style="list-style-type: none"> <li>● St Pancras Transformation Programme Director</li> <li>● Project Director, St Pancras Redevelopment</li> </ul>
Quorum	
<p>The quorum necessary for the transaction of business shall be <b>three members (including at least one NED)</b>. A duly convened meeting of the Committee 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.</p>	<p style="text-align: center;"><b>Frequency</b></p> <p>Under normal circumstances, the Committee will meet at least four times a year at appropriate times in the reporting cycle and otherwise as required.</p>
Reporting responsibilities	
<p>The Committee will report to the Board and escalate any urgent issues with regard to the trust's strategic planning.</p> <p>The Chair of the Committee will normally attend the Annual Members' Meeting prepared 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.</p>	
Other matters	

The Committee should:

- Have access to sufficient resources in order to carry out its duties; and
- 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 reviewed by Committee on 28<sup>th</sup> November 2017

## 8. The Nominations Committee Terms of Reference

### NOMINATIONS COMMITTEE

#### NOMINATIONS COMMITTEE: CHAIR, LEISHA FULLICK

##### Role

The role of the Board of Directors Nominations Committee is to:

- Identify suitable candidates for Executive Director positions.

##### Definitions

“the Committee”	the Nominations Committee
“the Trust”	C&I NHS Foundation Trust
“the Board”	the Trust’s Board of Directors
“the Governors”	the Trust’s Council of Governors

##### Duties

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

The Committee shall:

- Regularly review the structure, size and composition (including the skills, knowledge and experience) required of Executive 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;
- 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:
  - Use open advertising, or the services of external advisers, to facilitate the search;
  - Consider candidates from a wide range of backgrounds; and
  - Consider candidates on merit and against objective criteria, taking care that appointees have enough time available to devote to the position.
- Review the job descriptions of the Executive Director role as required;
- Keep under review the leadership needs of the organisation, with a view to ensuring the continued ability of the organisation to deliver services

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<p>effectively;</p> <ul style="list-style-type: none"> <li>• Keep up to date and fully informed about strategic issues and commercial changes affecting the Trust and the environment in which it operates; and</li> <li>• Annually review the performance evaluation process for Executive Directors ensuring it is fit for purpose;</li> </ul> <p>The Committee shall also make recommendations to the Board of Directors concerning:</p> <ul style="list-style-type: none"> <li>• The formulation of succession plans for Executive Directors;</li> <li>• Membership of the Audit and Remuneration Committees, in consultation with the Chairs of those committees; and</li> <li>• Any matters relating to the continuation in office of any Executive Director at any time including the suspension or termination of service.</li> </ul> <p>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.</p>	
Membership	Core Attendees
Membership of the Committee shall be made up of the Trust’s Chair, the Chief Executive and the independent Non-Executive Directors, and free of any conflict of interest.	None
Quorum	Frequency
<p>The quorum necessary for the transaction of business shall be <b>three members</b>,</p> <p>A duly convened meeting of the Committee 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.</p>	Under normal circumstances, the Committee will meet at least once a year and otherwise as required

### Reporting responsibilities

The Committee Chair shall report formally to the Board of Directors on its proceedings after each meeting on all matters within its duties and responsibilities.

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.

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.

### 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; and

## 9. The Remuneration Committee Terms of Reference

### REMUNERATION COMMITTEE

#### REMUNERATION COMMITTEE: CHAIR, LEISHA FULLICK

##### Role

The role of the Remuneration Committee is to:

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

##### Definitions

"the Committee"	the Remuneration Committee
"the Trust"	C&I NHS Foundation Trust
"the Board"	the Trust's Board of Directors
"the Governors"	the Trust's Council of Governors

##### Duties

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

The Committee shall:

- Determine a framework or broad policy for the remuneration of the Trust's Chief Executive, the executive directors, and such other members of executive management as the Board may determine. The Chief Executive and no Executive Director or member of executive management shall be involved in any decisions as to their own remuneration;
- In determining such policy, take into account all factors which it deems necessary. The objective of such policy shall be to ensure that members of the executive management of the Trust 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 ongoing 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

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- guidance where appropriate;
- Within the terms of the agreed policy and in consultation with the Trust Chair, and/or Chief Executive if appropriate, determine the total individual remuneration package of each Executive Director and such other members of the executive management as the Board may determines 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;
  - 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; and
  - 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	Core Attendees
<p>The committee shall be made up of three Non-Executive Directors to include the Trust Chair.</p>	<ul style="list-style-type: none"> <li>• The Chief Executive, external advisors and other officers of the Trust may be invited to attend all or part of a Committee meeting</li> </ul>

Quorum	Frequency
<p>The quorum necessary for the transaction of business shall be <b>two members</b>.</p> <p>A duly convened meeting of the Committee 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.</p>	<p>Under normal circumstances, the Committee will meet at least once a year and otherwise as required.</p>
Reporting responsibilities	
<p>The Committee's chair shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.</p> <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 shall produce an annual report of the Trust's Remuneration Policy.</p>	
Other matters	
<p>The Committee shall:</p> <ul style="list-style-type: none"> <li>• Have access to sufficient resources in order to carry out its duties, including access to the Trust secretariat for assistance as required; and</li> <li>• 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.</li> </ul>	

## 10. Executive Team Meeting Terms of Reference

### TRUST EXECUTIVE

#### 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 to effectively discharge their responsibilities as the Accountable Officer; and
- Assists the Chief Executive 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 are in place; and
  - achieving improvements in mental health outcomes.
- On a monthly basis, the Chief Executive extends this meeting to include the wider senior leadership team of the Trust.

##### Definitions

“the ET”	the Trust Executive Team
“the Trust”	C&I NHS Foundation Trust
“the Board”	the Trust’s Board of Directors
“the Governors”	the Trust’s Council of Governors

##### Duties

###### Strategy

- To assist the Chief Executive 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

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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 Care Quality Commission 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 (e.g. expense policies, DBS).

**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 papers being presented to the Board.

**Risk**

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

Membership	Core Attendees
<p>The ET membership is comprised of:                      Chief Executive; Medical Director;                      Director of Finance; Director of Nursing; Chief Operating Officer;                      Director of HR and OD; and the Director of Strategy &amp; Business Development.</p> <p>Members unable to attend will send a deputy to represent them.</p>	<p>St Pancras Transformation Programme Director (strategic meetings only)</p>

Quorum	Frequency
<p>The quorum necessary for the transaction of business shall be <b>three members</b>.</p> <p>In the absence of the Chief Executive, the Chief Executive will nominate another ET member to chair the meeting.</p> <p>Decisions will be agreed by simple majority.</p>	<p>Under normal circumstances, the ET will meet weekly, on Wednesday mornings</p>
Reporting responsibilities	
<p>The ET has no direct reporting responsibilities, being a meeting of the Trust's senior management. However, the Chief Executive shall include a summary to each Board Meeting on the key decisions taken by ET.</p> <p>The ET will also serve as a 'Programme Board' for QIPP and any other Trust-wide change programmes.</p> <p>The ET will receive reports from its sub-groups, including Performance, Operations, Workforce Partnership, Nursing Executive and Medical Advisory.</p> <p>The ET will, on an annual basis, review and approve the Terms of Reference for its sub-groups.</p>	
Other matters	
<p>The Committee shall:</p> <ul style="list-style-type: none"> <li>• Have access to sufficient resources in order to carry out its duties, including access to the Trust secretariat for assistance as required; and</li> <li>• 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.</li> </ul>	

Terms of Reference reviewed by ET on 3<sup>rd</sup> January 2018

## 11. Governance principles

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## GOVERNANCE PRINCIPLES

### Committee working and governance principles that apply to all Committees

<p>Membership and attendance requirements</p>	<p>Members are appointed from and by the Board, in consultation with the chair of the Committee and may attend meetings in person or via video or teleconference.</p> <p>Committee chairs will be Non-Executive Directors appointed by the Board. In the absence of the appointed chair, the other Non-Executive Director will chair the Committee meeting.</p> <p>All committees will have at least two 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 each year.</p> <p>Members conflicted on any aspect of an agenda presented to the Committee, shall declare their conflict and withdraw from discussions.</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.</p>
<p>Authority delegated to the Committee</p>	<p>The Committee is a committee of the Board and has no powers, other than those specifically delegated in respective terms of reference.</p> <p>Committees will operate in line with relevant laws and regulations, the Trust's Standing Financial Instructions (SFIs) and Board delegated limits.</p>

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	<p>Board sub-committees are authorised:</p> <ul style="list-style-type: none"> <li>• To seek any information they require from any employee of the Trust in order to perform their duties;</li> <li>• To 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; and</li> <li>• To call any employee to be questioned at a committee meeting as and when required.</li> </ul> <p>Chair’s action is allowed in exceptional circumstances, where delaying such action would negatively affect the Trust, but only within Standing Financial Instructions and Board delegated limits.</p>
<p>Secretarial support</p>	<p>The secretary to the Committee will be approved and nominated by the Trust Secretary and they will agree the agenda for meetings with the Committee chair and the internal executive director lead.</p>
<p>Notice of meetings</p>	<p>Meetings of the 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 each meeting 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 5 clear working days in advance of the meetings.</p> <p>For ET, agenda and supporting papers will be circulated 2 days in advance.</p>

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<p>Minutes of meetings</p>	<p>The secretary shall minute the proceedings of all meetings of the Committee including recording the names of those present and in attendance.</p> <p>Members and those present should declare any interests and any potential conflicts of interest at the start of each meeting.</p> <p>Minutes of committee meetings shall be circulated promptly to all members of the Committee and, once approved, provided to the Board.</p> <p>ET minutes are approved on a weekly basis. The Board do not receive ET minutes.</p>
<p>Annual Members' meeting requirements</p>	<p>The chair of the Committee will normally attend the Annual Members' Meeting and be prepared to respond to any members' questions on the Committee's activities.</p>
<p>Risk management responsibilities</p>	<p>In line with the Trust's Risk Management Strategy, any new risks identified during a Board or Committee meeting should be referred to the Risk and Patient Safety Team. In addition, all risks identified by any sub-committee or sub-group reporting to it should be reviewed and a decision taken on whether to refer those risks on to the Risk and Patient Safety Team (these will normally be risks with a score of 12 or above) Where decided that risks are not to be referred on, this should be recorded and the reporting sub - committee or sub-group required to directly manage those risks themselves.</p>
<p>Reporting responsibilities</p>	<p>The approved minutes of each meeting will go to the next meeting of the Board. The Committee chair will be expected to bring any relevant issues to the Board's attention.</p> <p>The Chief Executive provides a summary of the key decisions taken by ET to each Board meeting.</p>

<p>Monitoring and review requirements</p>	<p>The Board will monitor the effectiveness of each Committee through receipt of the Committee’s minutes and such written or verbal reports that the chair of the Committee might provide.</p> <p>The performance of the Committee against its terms of reference will be 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 annually alongside preparation of the annual report unless the need for a more frequent review should arise.</p>
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## APPENDIX A

### Summary of Board membership and attendance of sub-committees

	Audit & Risk	Quality	Resources	Strategic Development	Nominations	Remuneration	*ET
Leisha Fullick			Member	<b>CHAIR</b>	<b>CHAIR</b>	<b>CHAIR</b>	
Angela McNab	Attendee	Member	Attendee	Member			<b>CHAIR</b>
Pippa Aitken	Member			Member	Member		
Caroline Harris-Birtles		Member	Member				Member
Tom Burns		Member			Member		
Sue Goss	Member	<b>CHAIR</b>			Member		
Angela Harvey			<b>CHAIR</b>		Member	Member	
Vincent Kirchner		Member		Member			Member
Kieran Parmar	<b>CHAIR</b>				Member	Member	
Sally Quinn**			Member				Member
Andy Rogers		Member	Member	Member			Member
Darren Summers**				Attendee			Member
Patrick Vernon		Member			Member		
David Wragg	Attendee		Member	Member			Member
Terri Burns***	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

**APPENDIX B**  
**SCHEDULE OF MEETINGS FOR 2018**

2018	Audit & Risk	Quality	Resources	Strategic Development	*Nominations	*Remuneration
January	22 <sup>nd</sup> 2.30-5pm					25 <sup>th</sup> 11-12pm
February		6 <sup>th</sup> 2.30-5pm	27 <sup>th</sup> 2-4pm	20 <sup>th</sup> 2.30-5pm	22 <sup>nd</sup> 1.30-3pm	
March	27 <sup>th</sup> 2.30-5pm	20 <sup>th</sup> 2.30-5pm				29 <sup>th</sup> 11-12pm
April				24 <sup>th</sup> 2.30-5pm		26 <sup>th</sup> 9-10am
May	15 <sup>th</sup> 2.30-5pm	29 <sup>th</sup> 2.30-5pm	1 <sup>st</sup> 2-4pm			24 11-12pm
June				26 <sup>th</sup> 2.30-5pm		
July	23 <sup>rd</sup> 2.30-5pm	24 <sup>th</sup> 2.30-5pm	3 <sup>rd</sup> 2-4pm			26 <sup>th</sup> 11-12pm
August				28 <sup>th</sup> 2.30-5pm		
September		25 <sup>th</sup> 2.30-5pm	4 <sup>th</sup> 2-4pm			27 <sup>th</sup> 11-12pm
October	22 <sup>nd</sup> 2.30-5pm		29 <sup>th</sup> 2-4pm	23 <sup>th</sup> 2.30-5pm		25 <sup>th</sup> 9-10am
November		27 <sup>th</sup> 2.30-5pm				29 <sup>th</sup> 11-12pm
December			18 <sup>th</sup> 3-5pm	11 <sup>th</sup> 2.30-5pm		

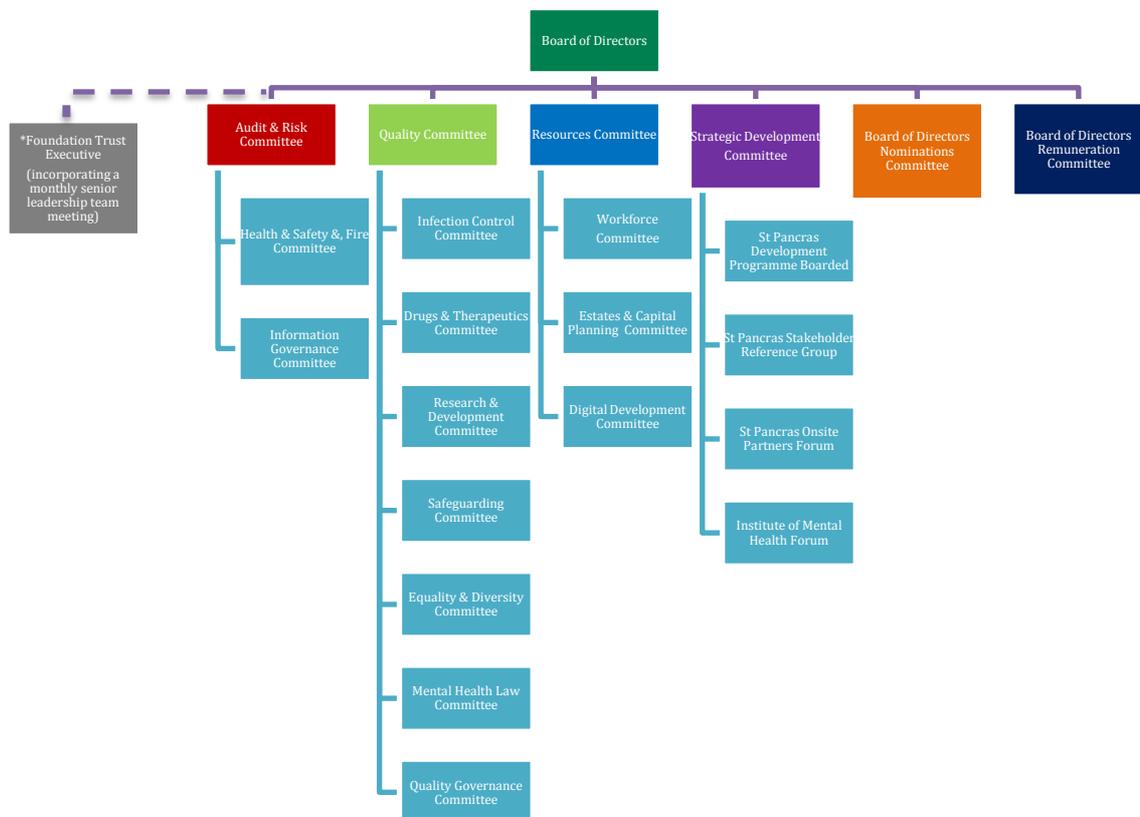
\*Committee will meet at least once each year and as required thereafter.

**APPENDIX C**

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## STANDING COMMITTEES OF THE BOARD AND THEIR SUB-COMMITTEES (tier 1 and tier 2 committees)



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