



**Camden and Islington**  
NHS Foundation Trust

**C&I COUNCIL OF GOVERNORS  
COMMITTEE & WORKING GROUP  
HANDBOOK**

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			Removal of definitions
Inclusion of tenure / terms of office			
Revision of membership, core attendees and quorum			
Revision of reporting requirements			
		Minor changes to roles and duties	

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## 1. Introduction and purpose of the handbook

This handbook sets out the Council of Governors committee and working group structure, with their respective terms of reference, roles, membership and meeting frequency. This handbook will be updated at least every 2 years by the Trust Company Secretary in collaboration with Governors and approved by the Council of Governors.

It is important to note that the Council of Governors has no authority to delegate any of its powers or responsibilities to any committee or other sub-group. Therefore, the responsibilities of the Council of Governors' Committees and Working Groups are to provide advice and to make recommendations to the Council of Governors.

## 2. Committee overview

The table below provides a summary overview of the roles of each of the committees and working groups reporting to the Council of Governors.

Committee / working group:	Role of the committee / working group:
The Council of Governors Steering Committee	<ul style="list-style-type: none"> <li>To oversee the scheduling, agenda planning and appropriate arrangements for Council of Governor meetings, committees and working groups</li> <li>To foster sustainable engagement in a range of activities between all Governors and the Board of Directors</li> </ul>
Nominations and Remuneration Committee	<ul style="list-style-type: none"> <li>To make recommendations to the Council of Governors on the appointment, re-appointment or removal of the Chair and the other Non-Executive Directors</li> <li>To make recommendations to the Council of Governors on the approval of the appointment of the Chief Executive</li> <li>To recommend to the Council of Governors the level of remuneration and expenses, and other terms and conditions of office of the Chair and the other Non-Executive Directors</li> </ul>
Service User and Staff Experience and Quality Working Group	<ul style="list-style-type: none"> <li>To identify key issues it wishes to address related to service users and staff experience, and the quality of the work the Trust, and to make recommendations for improvement to the Council of Governors and Trust arising out of its investigations</li> </ul>
St Pancras Hospital Site Development Working Group	<ul style="list-style-type: none"> <li>To lead the work of the Council of Governors in its engagement in the development of the St Pancras site</li> </ul>
Finance & Business Planning Working Group	<ul style="list-style-type: none"> <li>To identify key issues it wishes to address with regards to the Trust finances and business planning and to make recommendations to the Council of Governors and Trust arising from its investigations</li> <li>To lead on behalf of the Council of Governors on the examination of significant transactions; to lead on appointment of Trust Auditors and to scrutinise the strategic planning of the Trust</li> </ul>
Trust Membership Working Group	<ul style="list-style-type: none"> <li>To advise and support the work of the Trust in maintaining an effective Trust membership and improving membership engagement</li> </ul>

### **3. Committee and working group terms of reference and governance principles**

#### **Terms of reference**

The following pages provide summary terms of reference for each of Council of Governors' Committees and working groups covering:

- Role and aims of the committee or working group
- Duties and responsibilities of the committee or working group
- Membership and core attendees
- Quorum
- Frequency of meetings
- Reporting responsibilities
- Other relevant matters.

#### **Governance principles**

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

- Membership, participation and engagement
- No authority delegated to the committee or working group
- Secretarial support
- Notice of meetings
- Minutes and notes of meetings
- Annual Members' meeting requirements
- Monitoring and review requirements

**4. Council of Governors Steering Committee - Terms of Reference**

<b>STEERING COMMITTEE</b>	
<b>Role</b>	
<p>The role of the Steering Committee is to:</p> <ul style="list-style-type: none"> <li>• oversee the scheduling, agendas and appropriate arrangements for Council of Governor meetings, committees and working groups</li> <li>• foster sustainable engagement in a range of activities between all Governors and the Board of Directors</li> <li>• consider and comment on any draft motions and resolutions planned to be put before the Council, and to provide appropriate advice on these</li> </ul>	
<b>Aims</b>	
<p>The aim of the Steering Committee is to ensure Council of Governors’ meetings function effectively and efficiently, covering an appropriate range of business and enabling all Governors to fully engage and participate in meetings.</p>	
<b>Duties</b>	
<p>The Committee shall:</p> <ul style="list-style-type: none"> <li>• advise the Chair on setting the agenda for Council of Governors general meetings, including the order of business and any constitutional amendments</li> <li>• advise on arrangements for the Annual Members Meeting</li> <li>• oversee the scheduling of Governor meetings, including general meetings, committees and working groups</li> <li>• advise on effective communication and engagement between the Council of Governors and the Board of Directors, including arrangements for joint meetings and activities</li> <li>• consider and make recommendations to the Council of Governors on proposals under the service user improvement fund, maintaining oversight of approved proposals and their effective implementation</li> </ul>	
<b>Membership</b>	<b>Core Attendees</b>
<p>The Committee shall be made up of:</p> <ul style="list-style-type: none"> <li>• Lead Governor (Committee Chair)</li> <li>• Two Deputy Lead Governors</li> <li>• Four other Governors representing all constituencies duly elected by the Council of Governors</li> <li>• The Trust Chair;</li> <li>• The Chief Executive</li> <li>• The Senior Independent Director</li> </ul> <p>In the absence of the Committee Chair, one of the Deputy Lead Governors shall elect one of themselves to chair the meeting.</p>	<p>There are no other core attendees.</p> <p>Other individuals may be invited to attend all or any part of its meetings at the discretion of the Committee Chair. The Trust Company Secretary shall attend as appropriate and when specific assistance or advice may be required.</p>
<b>Tenure / Terms of Office</b>	
<p>The Chair and Committee members are elected as part of the elections for the Lead and Deputy Lead Governor roles which will normally take place every two to three years. Subject to Council approval, members may be co-opted to the Committee if particular</p>	

<p>expertise or input is required, or to deal with any vacant seats.                  Membership may also be refreshed in line with the routine review of the Committee Handbook, if required.</p>	
Quorum	Frequency
<p>The quorum necessary for the transaction of business shall be <b>four members</b> to include at least two Governors.</p>	<p>Under normal circumstances, the Committee will meet in private at least four times a year and otherwise as required.                  Committee meetings should be scheduled at appropriate times in advance of the Council of Governor meetings.</p>
Reporting responsibilities	
<p>The Committee will report:</p> <ul style="list-style-type: none"> <li>to the Council of Governors</li> <li>such matters to the Chief Executive, Trust Chair or Senior Independent Director as it deems appropriate</li> </ul> <p>The Group will identify and recommend to the Council of Governors any relevant matters that should be communicated to the wider Trust membership through the formal channels such as the Membership Newsletter.</p> <p>The Committee will receive reports and input from other Governors through a variety of channels to inform the development of Council of Governors’ meeting agendas and to identify any other matters for attention by the Council.</p>	
Other relevant matters	
<p>The Committee should:</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</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> <li>give due consideration to laws and regulations, the Trust’s Standing Financial Instructions (SFIs) and other policies, and the provisions of the <i>NHS Foundation Trust Code of Governance</i>; paying particular attention to provisions to protect confidentiality and commercially sensitive information</li> <li>use the designated Non-Executive Director as their primary contact for queries, to raise issues and as a means for holding the Non-Executive Directors to account for the performance of the Board; any information requests to the officers of the Trust should be made through the Non-Executive Director</li> <li>Provide appropriate advice to the Council to help ensure the effective engagement of all Governors and to help ensure that no one group of Governors has a dominant influence to the detriment or disadvantage of others</li> </ul>	

**5. Nominations and Remuneration Committee - Terms of Reference**

<b>NOMINATIONS AND REMUNERATION COMMITTEE</b>
<b>Role</b>
<p>The role of the Council of Governors’ Nominations and Remuneration Committee is to:</p> <ul style="list-style-type: none"> <li>• make recommendations to the Council of Governors on the appointment, re-appointment or removal of the Chair and the other Non-Executive Directors</li> <li>• make recommendations to the Council of Governors on the approval of the appointment of the Chief Executive;</li> <li>• recommend to the Council of Governors the level of remuneration and expenses and the other terms and conditions of office of the Chair and Non-Executive Directors; and</li> <li>• make recommendations to the Council of Governors on the appointment of the Trust’s auditors.</li> </ul>
<b>Aims</b>
<p>The aim of the Committee is to enable the Council of Governors to make effective appointment decisions and that the Trust has a remuneration policy that attracts, retains and rewards Non-Executive Directors appropriately in relation to the wider labour market.</p>
<b>Conflicts of interest</b>
<p>The Trust Chair and any Non-Executive Director present at committee meetings will withdraw from discussions concerning their own re-appointment, remuneration or terms of service. The Deputy Trust Chair may be required to attend in their place to ensure a quorum is present at the meeting.</p>
<b>Duties – Nomination role</b>
<p>The Committee will:</p> <ul style="list-style-type: none"> <li>• periodically review the balance of skills, knowledge, experience and diversity of the Non-Executive Directors and, having regard to the views of the Board of Directors and relevant guidance on board composition, make recommendations to the Council of Governors with regard to the outcome of the review</li> <li>• review the results of the Board of Directors’ performance evaluation process that relate to the composition of the Board of Directors</li> <li>• review annually the time commitment requirement for Non-Executive Directors</li> <li>• give consideration to succession planning for Non-Executive Directors, taking into account the challenges and opportunities facing the Trust and the skills and expertise needed on the Board of Directors in the future</li> <li>• make recommendations to the Council of Governors concerning plans for succession, particularly for the key roles of Trust Chair and Senior Independent Director</li> <li>• keep the leadership needs of the Trust under review at Non-Executive level to ensure the continued ability of the Trust to operate effectively in the health economy;</li> <li>• keep up to date and fully informed about strategic issues and commercial changes affecting the Trust and the environment in which it operates</li> <li>• agree with the Council of Governors a clear process for the nomination of a Non-Executive Director</li> <li>• take into account the views of the Board of Directors on the qualifications, skills and experience required for each position</li> </ul>

- for each appointment of a Non-Executive Director, oversee the preparation of a description of the role, capabilities and expected time commitment required
- ensure there are a majority of Governors on the interview panels when recruiting a new Chair, and/or Non-Executive Director
- identify and nominate suitable candidates to fill vacant posts within the Committee's remit, for appointment by the Council of Governors. 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
  - consider candidates on merit and against objective criteria, taking care that appointees have enough time available to devote to the position
  - ensure that a proposed Non-Executive Director's other significant commitments are disclosed to the Council of Governors before appointment and that any changes to their commitments are reported to the Council of Governors as they arise
  - ensure that proposed appointees disclose any business interests that may result in a conflict of interest prior to appointment and that any future business interests that could result in a conflict of interest are reported
  - ensure that Non-Executive Directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside Board of Director meetings
- in line with relevant guidance, advise the Council of Governors in respect of the re-appointment of any Non-Executive Director. Any term beyond six years must be subject to a particularly rigorous review
- advise the Council of Governors in regard to any matters relating to the removal of office of a Non-Executive Director including the Trust Chair
- consult with the Board of Directors and make recommendations to the Council of Governors on the appropriate process for evaluating the performance of the Chair
- make recommendations to the Council of Governors concerning:
  - any proposals for the position of Deputy Chair, where appropriate, with due regard for the opinions of the Board of Directors
  - any matters relating to the continuation in office of any Non-Executive Director at any time including suspension or termination of service

The Committee will ensure that the full range of eligibility checks have been performed and references taken and found to be satisfactory.

### **Duties – Remuneration role**

The Committee will:

- recommend to the Council of Governors a remuneration and terms of service policy for Non-Executive Directors, taking into account the views of the Trust Chair (except in respect of his/her own remuneration and terms of service) and the Chief Executive and any external advisers
- in accordance with all relevant laws and regulations, recommend to the Council of Governors the remuneration and allowances, and the other terms and conditions of office, of the Non-Executive Directors
- agree the process and receive and evaluate reports about the performance of individual Non-Executive Directors and consider this evaluation when reviewing remuneration levels
- in adhering to all relevant laws and regulations, establish levels of remuneration which:
  - are sufficient to attract, retain and motivate Non-Executive Directors of the quality

- and with the skills and experience required to lead the Trust successfully, without paying more than is necessary for this purpose, and at a level which is affordable for the Trust
- reflect the time commitment and responsibilities of the roles
  - take into account appropriate benchmarking and market-testing, while ensuring that increases are not made where Trust or individual performance do not justify them
  - are sensitive to pay and employment conditions elsewhere in the Trust
  - ensure that contractual terms on termination, and any payments made, are fair to the individual and the Trust, aligned with the interests of the patients, that failure is not rewarded and that the duty to mitigate loss is fully recognised.

**Membership** **Core Attendees (by invitation)**

The Committee shall be made up of:

- Four Governors, duly elected by the Council of Governors
- Two Non-Executive Directors who are to be the Trust Chair and Senior Independent Director

The Trust Company Secretary has a standing invitation to attend all meetings. Other Trust officers may be invited to attend meetings as required including the:

- Chief Executive
- Director of Human Resources & Organisational Development

**Tenure / Terms of Office**

The Chair and Committee members are elected as part of the elections for the Lead and Deputy Lead Governor roles which will normally take place every two to three years. Membership may also be refreshed in line with the routine review of the Committee Handbook, as required.

Subject to Council approval, members may be co-opted to the Committee if particular expertise or input is required, or to deal with any vacant seats.

Committee members will elect a committee chair from among themselves at the first meeting following membership elections.

**Quorum** **Frequency**

The quorum necessary for the transaction of business shall be **three members. For remuneration business this will be three Governors and for nominations business this will be one Non-Executive Director and two Governors** (subject to any conflict of interest).

Under normal circumstances, the Committee will meet in private at least twice a year and otherwise as required.

**Reporting responsibilities**

- The Committee will:
- report formally to the Council of Governors on its proceedings after each meeting on all matters within its duties and responsibilities
  - make whatever recommendations to the Council of Governors it deems appropriate on any matter within its remit where action or improvement is needed
  - make a statement in the annual report about its activities, the process followed in making appointments and reviewing remuneration and advise whether or not external advice was used
  - identify and recommend to the Council of Governors any relevant matters that should be communicated to the wider Trust membership through the formal channels such as

the Membership Newsletter.

- make available upon request, in a format they deem appropriate, information regarding the attendance of all members at Committee meetings

### 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* paying particular attention to provisions to protect confidentiality and commercially sensitive information
- use the designated Non-Executive Director as their primary contact for queries, to raise issues and as a means for holding the Non-Executive Directors to account for the performance of the Board; any information requests to the officers of the Trust should be made through the Non-Executive Director

**6. The Service User and Staff Experience and Quality Working Group - Terms of Reference**

<b>SERVICE USER AND STAFF EXPERIENE AND QUALITY WORKING GROUP</b>	
<b>Role</b>	
<p>The role of the Service User and Staff Experience working group is to:</p> <ul style="list-style-type: none"> <li>• identify key issues it wishes to address related to service users and staff experience, and the quality of the work the Trust, and to make recommendations for improvement to the Council of Governors and Trust arising out of its investigations</li> </ul>	
<b>Aims</b>	
<ul style="list-style-type: none"> <li>• To apply an appropriate, high level of scrutiny on how the Trust is performing against its Clinical Strategy and other strategic targets regarding service quality and the experience of service users and staff</li> <li>• To input to the development of plans for addressing service user experience or safety issues, such as incidents of violence and aggression on wards</li> </ul>	
<b>Duties</b>	
<p>The duties of the Working Group are to progress the three identified priorities of the group in relation to service user and staff experience and quality, and report to the Council of Governors on their work and any issues it wishes to bring to the Council’s attention.</p>	
<b>Membership</b>	<b>Core Attendees</b>
<p>The Group shall be made up of up to eight Governors and up to two Non-Executive Directors which shall include the Chair of the Board’s Quality Committee.</p> <p>Members of the Group shall elect a chair from among themselves in line with the routine refresh of the group’s Terms of Reference.</p>	<p>There are no core attendees but other Trust officers may attend part or all of any meeting if considered appropriate by the Group’s designated NED and upon invitation by the Group’s Chair.</p>
<b>Tenure / Terms of Office</b>	
<p>The Working Group Chair and membership should be reviewed at least every two years in line with the routine refresh of the Council of Governor’s Committee and Working Group Handbook.</p>	
<b>Quorum</b>	<b>Frequency</b>
<p>As the working group has no formal powers or delegated authority, there is no requirement for quorum. Instead, the Chair should decide on whether a sufficient number of attendees is present to conduct the meeting effectively.</p> <p>Other Governors and internal colleagues may attend as and when agreed with their chair in advance.</p>	<p>Under normal circumstances, the Group will meet in private at least four times a year and otherwise as required.</p> <p>Group meetings should be scheduled at appropriate times in advance of the Council of Governor meetings.</p>

### Reporting responsibilities

The Group will routinely report to the Council of Governors at each general meeting (quarterly).

The Group will identify and recommend to the Council of Governors any relevant matters that should be communicated to the wider Trust membership through the formal channels such as the Membership Newsletter.

The Group is a working group established by the Council of Governors for the sole purpose of allowing detailed consideration of the issues specified in the 'role' section of these terms of reference, and has no delegated powers.

### Other relevant matters

The Group 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* paying particular attention to provisions to protect confidentiality and commercially sensitive information
- use the designated Non-Executive Director as their primary contact for queries, to raise issues and as a means for holding the Non-Executive Directors to account for the performance of the Board; any information requests to the officers of the Trust should be made through the Non-Executive Director

**7. The St Pancras Hospital Transformation Working Group - Terms of Reference**

<b>ST PANCRAS HOSPITAL TRANSFORMATION WORKING GROUP</b>	
<b>Role</b>	
The role of the St Pancras transformation working group is to provide closer engagement on behalf of the Council of Governors with the transformation of the St Pancras site and to help generate ideas and suggestions for how particular aspects of the programme should be developed.	
<b>Aims</b>	
<ul style="list-style-type: none"> <li>• To monitor the governance of the St Pancras transformation programme</li> <li>• To input to the development of particular aspects of the transformation programme</li> <li>• To keep all Governors effectively updated on progress, issues and next steps to help ensure that the wider membership is kept informed and its views and suggestions are incorporated as appropriate</li> </ul>	
<b>Duties</b>	
The duties of the Working Group are to progress the identified priorities of the group in relation to the planning of the St Pancras Hospital site development, and report to the Council of Governors on their work and any key issues it identifies.	
<b>Chair &amp; Membership</b>	<b>Core Attendees</b>
<p>The Group shall be made up of up to six Governors and Pippa Aitken, Non-Executive Director and member of the Board’s Strategic Development Committee.</p> <p>Members of the Group shall elect a chair from among themselves and in line with the routine refresh of the group’s Terms of Reference.</p>	<p>The St Pancras Transformation Director may normally attend meetings.</p> <p>Other officers, including the Trust’s Communications Manager, may attend part or all of any meeting if considered appropriate by the Group’s designated NED and upon invitation by the Group’s Chair.</p>
<b>Tenure / Terms of Office</b>	
The Working Group Chair and membership should be reviewed at least every two years in line with the routine refresh of the Council of Governor’s Committee and Working Group Handbook.	
<b>Quorum &amp; Attendance</b>	<b>Frequency</b>
<p>As the working group has no formal powers or delegated authority, there is no requirement for quorum. Instead, the chair should decide on whether a sufficient number of attendees is present to conduct the meeting effectively.</p> <p>Other Governors and internal colleagues may attend as and when agreed with their chair in advance.</p>	<p>Under normal circumstances, the Group will meet in private at least four times a year and otherwise as required.</p> <p>Group meetings should be scheduled at appropriate times in line with key milestones of the St Pancras Transformation programme, and in advance of the Council of Governor meetings, if possible.</p>

### Reporting responsibilities

The Group will routinely report to the Council of Governors at each general meeting (quarterly).

The Group will identify and recommend to the Council of Governors any relevant matters that should be communicated to the wider Trust membership through the formal channels such as the Membership Newsletter.

The Group is a working group established by the Council of Governors for the sole purpose of allowing detailed consideration of the issues specified in the 'role' section of these terms of reference, and has no delegated powers.

### Other relevant matters

The Group should:

- have access to sufficient resources in order to carry out its aims, 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* paying particular attention to provisions to protect confidentiality and commercially sensitive information
- use the designated Non-Executive Director as their primary contact for queries, to raise issues and as a means for holding the Non-Executive Directors to account for the performance of the Board; any information requests to the officers of the Trust should be made through the Non-Executive Director

**8. The Finance and Business Planning terms of reference**

FINANCE AND BUSINESS PLANNING WORKING GROUP	
<b>Role</b>	
<p>The role of the Finance and Business Planning working group is to:</p> <ul style="list-style-type: none"> <li>• identify key issues it wishes to address with regards to the Trust finances and business planning and to make recommendations to the Council of Governors and Trust arising out of its investigations</li> <li>• lead on behalf of the Council of Governors on the examination of significant transactions; to lead on appointment of Trust Auditors and to scrutinise the strategic planning of the Trust</li> </ul>	
<b>Aims</b>	
<ul style="list-style-type: none"> <li>• To enable Governors to have sufficient overview of the Trust’s long term financial focus (i.e. the next 5 years)</li> <li>• To influence and input to the development of business strategy and long-term business plans</li> <li>• To scrutinise significant transactions to help ensure the Trust’s robust decision-making and that decisions are in line with the Trust’s strategic priorities and long-term plans</li> </ul>	
<b>Duties</b>	
<p>The duties of the Working Group are to progress identified priorities in relation to Trust finances and business planning processes, and report back to the Council of Governors on their work.</p>	
<b>Membership</b>	<b>Core Attendees</b>
<p>The Group shall be made up of up to six Governors and up to two Non-Executive Directors to include the Chair of the Board’s Audit and Risk Committee.</p>	<p>The Finance Director or his nominated deputy will normally attend all meetings.</p> <p>Other Trust officers may attend part or all of any meeting if considered appropriate by the Group’s designated NED and upon invitation by the Group’s Chair.</p>
<b>Tenure / Terms of Office</b>	
<p>The Working Group Chair and membership should be reviewed at least every two years in line with the routine refresh of the Council of Governor’s Committee and Working Group Handbook.</p>	
<b>Quorum</b>	<b>Frequency</b>
<p>As the working group has no formal powers or delegated authority, there is no requirement for quorum. Instead, the chair should decide on whether a sufficient number of attendees is present to conduct the meeting effectively.</p> <p>Other Governors and internal colleagues may attend as and when agreed with their chair in advance.</p>	<p>Under normal circumstances, the Group will meet in private at least four times a year in line with key milestones in the financial reporting cycle, and otherwise as required.</p> <p>Group meetings should be scheduled at appropriate times in advance of the Council of Governor meetings.</p>

### Reporting responsibilities

The Group will routinely report to the Council of Governors at each general meeting (quarterly).

The Group will identify and recommend to the Council of Governors any relevant matters that should be communicated to the wider Trust membership through the formal channels such as the Membership Newsletter.

The Group is a Working Group established by the Council of Governors for the sole purpose of allowing detailed consideration of the issues specified in the 'role' section of these terms of reference, and has no delegated powers.

### Other relevant matters

The Group 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* paying particular attention to provisions to protect confidentiality and commercially sensitive information
- use the designated Non-Executive Director as their primary contact for queries, to raise issues and as a means for holding the Non-Executive Directors to account for the performance of the Board; any information requests to the officers of the Trust should be made through the Non-Executive Director

**9. The Trust Membership Working Group - Terms of Reference**

<b>MEMBERSHIP WORKING GROUP</b>	
<b>Role</b>	
The role of the Trust Membership working group is to advise, support and input to the work of the Trust in maintaining an effective and engaged Trust membership base.	
<b>Aims</b>	
<ul style="list-style-type: none"> <li>• To support the Trust in activities to grow the membership and to help ensure the retention of members</li> <li>• To use Governors' links with the community and their respective constituencies to promote membership and to foster effective engage with existing members</li> <li>• To input to the development of relevant Trust strategies including finding new and more effective ways to engage with the membership</li> </ul>	
<b>Duties</b>	
<p>The duties of the Working Group are to progress identified priorities of the group in relation to Trust Membership, and report to the Council of Governors on their work. Priorities may be formulated in line with these areas of focus:</p> <ul style="list-style-type: none"> <li>• Formulation, refresh and implementation of the Trust's membership strategy</li> <li>• Conduct of Governor elections</li> <li>• Governors' activities to support the promotion of membership and membership communications</li> <li>• Periodic review of membership constituencies and relevant membership statistics</li> </ul>	
<b>Membership</b>	<b>Core Attendees</b>
The Group shall be made up of up to six Governors and up to two Non-Executive Directors including the Equality and Community Ambassador NED.	The Trust Company Secretary and a member of the Communications team may attend meetings as required.
<b>Tenure / Terms of Office</b>	
The Working Group Chair and membership should be reviewed at least every two years in line with the routine refresh of the Council of Governor's Committee and Working Group Handbook.	
<b>Quorum</b>	<b>Frequency</b>
<p>As the working group has no formal powers or delegated authority, there is no requirement for quorum. Instead, the chair should decide on whether a sufficient number of attendees is present to conduct the meeting effectively.</p> <p>Other Governors and internal colleagues may attend as and when agreed with their Chair in advance.</p>	<p>Under normal circumstances, the Group will meet in private at least four times a year and otherwise as required.</p> <p>Group meetings should be scheduled at appropriate times in advance of the Council of Governor meetings and in line with any Governor election timelines, as required.</p>

## Reporting responsibilities

The Group will routinely report to the Council of Governors at each general meeting (quarterly).

The Group will identify and recommend to the Council of Governors any relevant matters that should be communicated to the wider Trust membership through the formal channels such as the Membership Newsletter.

The Group is a Working Group established by the Council of Governors for the sole purpose of allowing detailed consideration of the issues specified in the 'role' section of these terms of reference, and has no delegated powers.

## Other relevant matters

The Group 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* paying particular attention to provisions to protect confidentiality and commercially sensitive information;
- use the designated Non-Executive Director as their primary contact for queries, to raise issues and as a means for holding the Non-Executive Directors to account for the performance of the Board; any information requests to the officers of the Trust should be made through the Non-Executive Director

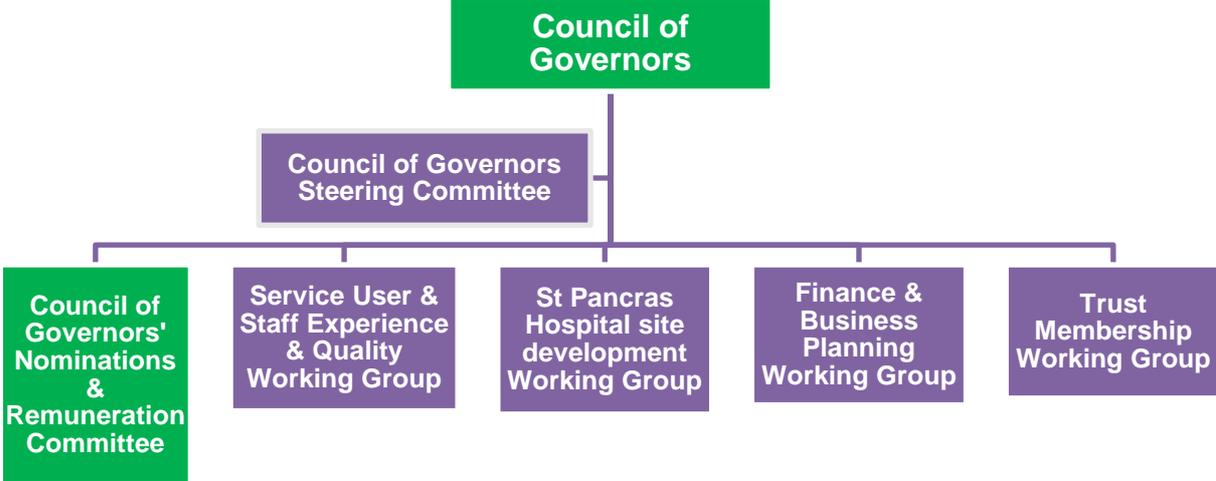
## 10. Governance principles

<b>Committee working and governance principles that apply to all Council of Governors' Committees and Working Groups</b>	
Confidentiality and Data Protection	<p>Committee and working group members and other attendees at meetings shall comply with relevant Trust policies, regulatory and legal requirements regarding data protection, confidentiality and freedom of information at all times.</p> <p>Governors should seek the advice and guidance of the Trust Company Secretary to ensure they are adequately familiar with their responsibilities and the provisions of relevant Trust policies.</p> <p>In line with this, attendance at working groups may be restricted, and attendance at committee meetings is strictly by Chair's invitation only.</p>
Public Disclosure	<p>All committee and working group meetings are held in private. However, any 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. The Trust Company Secretary will manage all matters of disclosure and relevant information requests on behalf of the Council.</p>
Membership and attendance requirements for Council Committees and Working Groups	<p>Committee members are appointed from and by the Council following a process of Governor election.</p> <p>Only appointed members of a Committee have the right to attend meetings.</p> <p>Working Group Chairs will be appointed by the respective group. In the absence of the appointed Chair, the other members will appoint someone from those present to chair the meeting.</p> <p>All Working Groups will have at least one Non-Executive Director as a member.</p> <p>Members may not appoint a deputy to represent them at any meeting.</p> <p>The Trust Chair may attend any Group meeting where there is no conflict of interest identified.</p> <p>Members should attend all meetings. The secretary will keep a register of attendance which will be published in the Council of Governors Annual Report to the membership of the Trust.</p> <p>Members conflicted on any aspect of an agenda item presented at a committee or group meeting, shall declare their conflict and absent themselves from discussions.</p>
Co-opted members	<p>Additional members may be co-opted to Committees to deal with any vacancies. If a Committee requires additional expertise and input, the co-opted member must be in addition to all duly elected members (i.e. supernumerary) and not instead of.</p> <p>Co-opted members have the same rights and responsibilities as any elected members.</p>
Core attendees	<p>Core attendees are those who are normally expected to attend meetings or if specified, by invitation of the Committee or Group Chair.</p>

<p>Authority delegated to the Committee or Working Group</p>	<p>Committees established by the Council of Governors are constituted as standing Committees and are authorised by the Council of Governors to act within their approved terms of reference. Committees have no delegated powers but may act on the Council's behalf in line with their normal remit and in order to make appropriate recommendations to the Council.</p> <p>Working Groups are established by the Council of Governors for the sole purpose of allowing detailed consideration of the issues specified in the 'role' section of the terms of reference, and have no delegated powers.</p>
<p>Managing Interests</p>	<p>The meeting Chair, with the support of the Trust Company Secretary or Board Office, 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 or working group 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>Secretarial support</p>	<p>Secretarial support to each committee and working group will normally be provided by the Board Office.</p>
<p>Notice of meetings</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 five working days in advance of meetings.</p>
<p>Minutes and notes of meetings</p>	<p>The minute/note taker shall take minutes the proceedings of all Committee meetings, including the recording of the names of those present.</p> <p>Notes recorded on Working Group meetings shall be limited to agreed actions and key communication items to the Council, and include the recording of the names of those present.</p>
<p>Annual Members' meeting requirements</p>	<p>Committee or Working Group Chairs will normally attend the Annual Members' Meeting and be prepared to respond to any members' questions on the Committee or Group's activities.</p>
<p>Reporting responsibilities</p>	<p>The approved minutes of each Steering Committee meeting will be presented to the Council's next general meeting. The Committee Chair will be expected to bring any relevant issues to the Council's attention.</p> <p>The Nominations and Remuneration Committee will provide relevant papers and recommendations to the full Council. Minutes may be viewed privately by Governors upon request, subject to any exclusions of personal or sensitive information.</p> <p>The agreed notes of each working group meeting will be provided to the next general meeting of the full Council. (See template provided)</p>
<p>Monitoring and review requirements</p>	<p>The Council will monitor the effectiveness of each Committee and Working Group through attendance records, the receipt of minutes, papers and reports and in line with the routine refresh of</p>

	<p>this Handbook. This will contribute to an overarching annual report to the membership of the Trust of the Council's activity and achievements for the year.</p> <p>The priorities and terms of reference will be reviewed at least every two years.</p> <p>An Annual Governors Report will be prepared and publicly available by each annual general meeting of the Trust.</p>
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**GOVERNOR SUB-COMMITTEE AND WORKING GROUP STRUCTURE**



Key:

- Statutory requirement
- Locally determined Committee/Working Group