

Governance Report

Trust Board Meeting	Item: 19
3rd October 2018	Enclosure: 0
Purpose of the Report: To report to the Board on changes proposed to governance structures and documentation.	
FOR: Information <input type="checkbox"/> Assurance <input checked="" type="checkbox"/> Discussion and input <input type="checkbox"/> Decision/approval <input checked="" type="checkbox"/>	
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Risk Implications – Link to Assurance Framework or Corporate Risk Register:	Process documented in Standing Orders
Link to Relevant CQC Domain: Safe <input type="checkbox"/> Effective <input type="checkbox"/> Caring <input type="checkbox"/> Responsive <input type="checkbox"/> Well Led <input checked="" type="checkbox"/>	
Link to Relevant Corporate Objective:	N/A
Document Previously Considered By:	Elements considered by: Finance & Investment Committee Equality & Diversity Committee Executive Management Committee
Recommendations and actions required by the Trust Board: The Board is asked to: <ul style="list-style-type: none"> a) Approve changes to Committee structure and terms of reference. b) Approve arrangements for deputising for Directors. c) Note use of the Trust seal. d) Endorse the transfer of the Responsible Officer function from the Medical Director to the Deputy Medical Director with immediate effect. e) Note that a review of terms of reference of the Executive Management Committee is taking place. 	

1. Board Committees

1.1. The Board is asked to approve changes to Committee structure and terms of reference as shown in Appendix 1. This includes the following:

- Appointment of Dame Cathy Warwick as Chair of the Quality Assurance Committee. Dr Chana remains as a member of the Committee.
- Addition of either the Medical Director or the Director of Nursing & Quality as a member of the Finance & Investment Committee (FIC).
- Amendment of the quorum for FIC, as recommended by the Committee at the last meeting.
- Addition of the Equality & Diversity Committee to the Committees established with a direct reporting line to the Trust Board. A review of the terms of reference will take place to confirm membership.

2. Arrangements for Deputising for Directors

2.1. Discussion took place at the Trust Board meeting in July 2018 regarding the quorum for the Finance & Investment Committee, particularly on occasions when the Board has delegated a decision to FIC for approval. A proposal was made to FIC that quorum be amended to 4 members, to comprise two NEDs, the Director of Finance (or deputy) and either the Chief Executive or an Executive Director deputising for them. Further information was requested on:

- clear guidance on who may 'act up' for an Executive Director and therefore able to take on the vote of the Executive Director they are covering; and
- whether there is any reason why one NED cannot deputise for another.

2.2. After research, no reason was found why NEDs may not deputise for each other, and it was also noted that other Trusts have written this into their standing orders and committee terms of reference so that it is a recognised element of their governance.

2.3. The Board is asked to approve the following instructions.

Arrangements for Deputising for Executive Directors

2.4. Within Trust Standing Orders, it is documented that an officer in attendance for an Executive Director but without formal acting up status may not count towards the quorum and may not exercise the voting rights of the Officer Member. To ensure an effective process, the Board is asked to approve that the posts designated below will have 'acting up status' during a period of incapacity or temporary absence of their Executive Director.

Executive Director	Designated post with 'acting up status'
Medical Director	Deputy Medical Director
Director of Nursing & Quality	Deputy Director of Nursing
Director of Finance	Deputy Director of Finance
Chief Operating Officer	Deputy Chief Operating Officer
Director of Workforce & OD	Deputy Director of Workforce & OD
Director of Strategic Development	Deputy Director of Strategic Development

Arrangements for Substitution of Non-Executive Directors

- 2.5. The Board is asked to agree to the Standing Orders being formally revised to include provision for NEDs to nominate another named NED colleague to attend Board Committees on their behalf during a period of incapacity or temporary absence, and that Board Committee Terms of Reference be adjusted accordingly.

3. Responsible Officer

- 3.1. Every registered healthcare organisation is required by statute to nominate a Responsible Officer who is medically qualified. The GMC requirements, formulated in the Responsible Officer Regulations 2010, outline the role of the RO which include ensuring processes are in place to govern:

- revalidation and appraisal of all Doctors
- management of concerns about fitness to practice
- compliance with GMC conditions ,undertakings and conditions
- conduct of any cases under MHPS (Doctors capability and conduct processes)
- Other Medical regulatory duties including Bank Doctors

- 3.2. For this Trust the role has been undertaken by Miss Jane Wilson, the Trust Medical Director, during her tenure in that role. As part of the recent Clinical Services restructure, Jane has reorganised her own Directorate and appointed a single Deputy - Dr Amira Girgis - with effect from 1st September 2018. Dr Girgis' role will focus on some of the operational elements of the Medical Director's portfolio with a particular emphasis on the Medical Workforce. It is therefore proposed that the RO role sits better in the Deputy Medical Director's portfolio going forward as it is so closely aligned to Medical Workforce functions.

- 3.3. The Board is asked to endorse the transfer of the Responsible Officer function from the Medical Director to the Deputy Medical Director with immediate effect.

4. Register of Use of the Trust Seal

- 4.1. The Board is asked to note the use of the Trust seal on three occasions since the last report to the Board in September 2016.

Register No.	Date of Sealing	Document Details	Signatories
94.	11 th July 2018	Deed of Variation relating to Kingston Hospital Cancer Unit Appeal	Sian Bates, Chairman Sylvia Hamilton, Non-Executive Director
95.	26 th July 2018	Deed of Variation and Extension to Services Agreement	Jo Farrar, Director of Finance Susan Simpson, Director of Corporate Governance

5. Executive Management Committee

- 5.1. The Board is asked to note that the membership of EMC is under review following the conclusion of the recent management restructure. As a temporary measure until the review has been completed, the Chiefs of Medicine, Deputy Director of Nursing and Heads of Nursing have been added to the membership.

Membership of Committees of the Trust Board

Committee	Constitution	Membership	Quorum
Audit Committee	1 x NED Chair	Joan Mulcahy	2 x NEDs
	2 x NEDs	Dr Rita Harris Dame Cathy Warwick	
Finance & Investment Committee (FIC)	1 x NED Chair	Jonathan Guppy	2 x NED DoF CE or Deputising Executive
	2 x NEDs	Sylvia Hamilton Dame Cathy Warwick	
	Director of Finance	Jo Farrar	
	Chief Executive	Ann Radmore	
	Chief Operating Officer	Mairead McCormick	
	Either Medical Director or Director of Nursing & Quality	Jane Wilson Or Sally Brittain	
Quality Assurance Committee (QAC)	1 x NED Chair	Dame Cathy Warwick	1 x NED DoNQ or MD or deputies 2 other members
	3 x NEDs	Sian Bates Dr Rita Harris Dr Nav Chana	
	Medical Director	Jane Wilson	
	Director of Nursing & Quality (or Deputy Director of Nursing)	Sally Brittain	
	Chief Operating Officer	Mairead McCormick	
Workforce Committee	1 x NED Chair	Sylvia Hamilton	1 x NED DoW or Deputy CE or an Executive Director
	2 x NEDs	Dr Nav Chana Sian Bates	
	Director of Workforce	Kelvin Cheatle	
	Chief Executive	Ann Radmore	
	Director of Nursing & Quality	Sally Brittain	
	Medical Director	Jane Wilson	
Equality & Diversity Committee	1 x NED Chair	Dr Rita Harris	
	Terms of reference to be agreed		
Remuneration Committee	Chaired by Chairman	Sian Bates	Chairman plus 2 x NEDs
	All NEDs	All NEDs	
Charitable Funds Committee (CFC)	1 x NED Chair	Joan Mulcahy	3 members
	1 x NED	Sian Bates	
	Chief Executive	Ann Radmore	
	Director of Strategic Development	Rachel Benton	
	Director of Finance	Jo Farrar	
	Non-voting advisor	Serge Lourie	

Non-Executive Director	Special Responsibilities	Links to Committees of the Council of Governors and to the Patient Experience Committee
Sian Bates	Healthwatch Forum End of Life Care Dementia Champion Equality & Diversity Strategic Communication Private Patients Unit Remuneration Committee Chair	Nominations & Remuneration Committee (Chairman) Membership & Engagement Committee Strategy Committee Patient Experience Committee
Sylvia Hamilton	Staff engagement Security Champion (staff and site) Estates Workforce Committee Chair	Membership & Engagement Committee
Joan Mulcahy	Whistleblowing Productivity IM&T Private Patients Unit Audit Committee Chair	Quality Scrutiny Committee
Dr Rita Harris	Senior Independent Director Children and Young People Mental Health Equality & Diversity Committee Chair Mortality & Learning from deaths	Patient Experience Committee Nominations & Remuneration Committee
Dr Nav Chana	Quality & Safety System Transformation Integration	Quality Scrutiny Committee
Jonathan Guppy	Emergency Preparedness (including Cyber Security) Private Patients Unit Finance & Investment Committee Chair	Strategy Committee
Dame Cathy Warwick	Maternity Champion FIP/Improvement Quality Assurance Committee Chair	Quality Scrutiny Committee