

COMMITTEE TERMS OF REFERENCE AND MEMBERSHIP

Name of meeting: Council of Governors	Item: 12
Date of meeting: 20th March 2019	Enclosure: G
Purpose of the Report / Paper: To confirm Terms of Reference for CoG Committees and revised Committee membership.	
For: Information <input type="checkbox"/> Assurance <input type="checkbox"/> Discussion and input <input type="checkbox"/> Decision/approval <input checked="" type="checkbox"/>	
Sponsor (Executive Lead):	Susan Simpson, Director of Corporate Governance
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Recommendations: The Council of Governors is asked to approve terms of reference for the Committees of the Council of Governors as described and revised Committee membership.	

COMMITTEE REVIEWS

Introduction

1. The CoG currently has four standing committees including the Nominations & Remuneration Committee, which is a requirement of the Code of Governance. The remaining three committees were established to assist the Council in fulfilling its duties in the areas of:
 - a. Quality Scrutiny
 - b. Membership Recruitment and Engagement
 - c. Strategy

In addition the CoG also has a Governor Standards Committee which is available for constitutional matter as necessary.

2. Governors were invited to complete a survey for the Quality Scrutiny and the Membership Recruitment and Engagement Committees seeking comment on the effectiveness of each Committee in delivering its terms of reference, and whether the terms of reference should be amended.
3. The Strategy Committee was in the process of reviewing its terms of reference at the time of writing this report and any conclusion will be reported to the Council of Governors meeting verbally.
4. Governors were also asked to state preferences for membership of the Committees and these preferences have been met in the list of Committee Membership for 2019 shown in Appendix 1.
5. The report includes terms of reference and Committee membership for the coming year for approval by the Council of Governors.

Committee Terms of Reference

6. Response rates to the surveys on the terms of reference for Quality Scrutiny and Membership Recruitment and Engagement Committees were low, and neither survey revealed any concerns about effectiveness or relevance of the terms of reference. It is therefore proposed that the terms of reference are confirmed unchanged for the coming year. See Appendix 2.

Committee Membership

7. Governors were asked to express preferences for which Committee they would like to join or remain part of. All preferences have been accommodated in the list at Appendix 1, which is recommended to the Council of Governors for approval. An appointed governor is needed for the Quality Scrutiny Committee to enable the Committee to fulfil its constitution.

Recommendation

8. The Council of Governors is asked to approve terms of reference for the committees of the Council of Governors as described and revised Committee membership.

MEMBERSHIP OF COMMITTEES OF THE COUNCIL OF GOVERNORS

2019

Quality Scrutiny Committee

12 members maximum - all types of governors to be represented: public, appointed, staff

1. Dr Marita Brown – Public Governor
2. Michelle Deans - Public Governor (Deputy Chair)
3. Marilyn Frampton – Public Governor
4. Bonnie Green – Public Governor (Chair)
5. Ursula Kingsley – Staff Governor
6. Frances Kitson – Public Governor
7. Robert Markless – Public Governor
8. Vacancy - Appointed Governor

Strategy Committee

12 members maximum - all types of governors to be represented: public, appointed, staff

1. Richard Allen – Public Governor
2. Paul Hide – Public Governor
3. Dr Doug Hing - Appointed Governor (Chair)
4. Robert Markless – Public Governor
5. Pravin Menezes - Staff Governor
6. Jack Saltman – Public Governor

Membership Recruitment and Engagement Committee

12 members maximum - all types of governors to be represented: public, appointed, staff
(Chair to be appointed at July 2019 meeting)

1. Sarah Connor – Staff Governor
2. Christine Elmer – Appointed Governor
3. Julia Gale – Appointed Governor
4. James Giles - Public Governor
5. Paul Hide – Public Governor
6. Jane Keep - Public Governor
7. CJ Kim – Public Governor
8. Jack Saltman – Public Governor

Nominations and Remuneration Committee

7 members maximum - types of governors to be represented: public, appointed

1. Richard Allen – Lead Governor (Public)
2. Sian Bates – Chairman and Chair of the committee
3. Marilyn Frampton – Public Governor
4. Dr Naz Jivani – Appointed Governor
5. Frances Kitson – Public Governor
6. Jack Saltman – Deputy Lead Governor (Public)
7. Professor Peter Tomkins – Public Governor

Governors' Quality Scrutiny Committee (GQSC) Terms of Reference

1 AIM / PURPOSE

The aim and purpose of the Governors' Quality Scrutiny Committee is to aid the Council of Governors in their duties with regard to oversight and scrutiny in order to ensure that the Trust is delivering quality services to patients and that patients and the public are involved in the quality work of the Trust.

Statutory Duties

The general duties of the Council of Governors as a whole are –

to hold the non-executive directors individually and collectively to account for the performance of the Board of Directors, and

to represent the interests of the members of the trust as a whole and the interests of the public.

2 DUTIES

- 2.1 To keep the Council of Governors informed on the quality of care so that the Council of Governors can fulfil its role in holding the non-executive directors individually and collectively to account for the performance of the Board of Directors, and the strategic development of the Trust.
- 2.2 For the Governors to fulfil the role of scrutinising the activities of the Quality Assurance Committee of the Trust, ensuring that quality services are delivered to patients
- 2.3 To represent the views of the Trust Membership and channel the patient's voice with regard to quality of services proved by the Trust.
- 2.4 To enable the Quality Assurance Committee (QAC) to be informed of the key quality issues raised by Foundation Trust members and to act as a source of reference for the Quality Assurance Committee
- 2.5 To provide a forum for the Trust to receive feedback on the views on members on the quality of care and involvement of patients and the public in the activities of the Trust
- 2.6 To receive reports on the progress with the achievement of the Quality Account Objectives and be involved in the setting of future objectives
- 2.7 To provide a forum for Governors to be kept informed of the views of Local Healthwatch groups - The Chair of the Committee will attend the quarterly meetings between the Trust and the local Healthwatch groups and report to the Committee.

3 COMMUNICATION

The Committee will receive reports, KPIs and action plans as required on the areas under discussion. The Committee will receive minutes of the Quality Assurance Committee meetings.

4 PERMANENCY

The Committee is a permanent Sub-Committee of the Council of Governors, subject to an annual review.

5 MEMBERSHIP (To include nominated deputies where appropriate)

5.1 Chair

A Governor to be determined by the Group

5.2 Internal (Executive) Lead

Director of Nursing & Patient Experience.

5.3 Other Members

Seven governors, of which, there must be at least one staff, one public, and one appointed Governor.

The Vice Chair will be a Governor to be determined by the Group

5.4 In attendance

Non-Executive Directors (Chairs or nominated members of the QAC and Audit Committee)

Chief Executive (as required)

Chairman (as required)

Patient Experience Manager (as required)

Medical Director (as required)

Any other member of Trust staff as required.

5.5 Review of membership

Membership will be reviewed annually.

6 APPOINTMENT OF CHAIR

6.1 The Committee Chairman will be elected from amongst the committee's members by secret ballot and a simple majority. In the event of a tied vote or disputed outcome, the Council of Governors shall decide.

6.2 The appointment as Chairman of the Committee shall be effective for two years or (if earlier):

i. Until that person resigns the position of Committee Chairman by giving notice to the Trust Chairman in writing; or

ii. Until that person is removed from the position of Committee Chairman by a resolution passed by three quarters of the remaining governors on the Committee;

iii. Until that person ceases to be a member of the Council of Governors.

6.3 A governor may serve two consecutive two year terms as Committee Chairman, following which a period of two years must elapse before that Governor is eligible for re-election as Chairman of this Committee.

6.4 Time served as Chairman of another of the Council's Committees will not count towards a governor's term of office as Chairman of this Committee.

7 QUORUM

A quorum of 4 Governors is required to be present to enable the committee to undertake its function.

8 ATTENDANCE

Members will be required to attend minimum of 50% of the meetings per calendar year.

9 PAPERS

Distributed 1 week prior to meeting.

10 FREQUENCY OF MEETINGS

To meet at least 4 times per year.

11 REPORTING LINES

The group will provide and receive reports and feedback into the Quality Assurance Committee and reports to the Council of Governors after each meeting.

12 ACCOUNTABLE TO

The Council of Governors.

13 SECRETARIAT SUPPORT

To be provided by the Head of Quality Governance

14 OPENNESS

Minutes to be made available by the secretariat and circulated to members of the committee within 2 weeks of the meeting.

15 EFFECTIVENESS OF THE COMMITTEE/GROUP

The effectiveness of the Committee will be reviewed annually by the Committee and reported to the Council of Governors and Quality Assurance Committee.

16 REVIEW OF TERMS OF REFERENCE

These Terms of Reference will be reviewed annually or sooner if required by the Council of Governors and the Quality Assurance Committee.

17 MONITORING

Compliance with these terms of reference will be monitored by the committee / group
As part of the annual review of the terms of reference.

Date Approved: 20th March 2019
Approved By: Council of Governors
Reviewed February 2019
Next Review Due: February 2020

Governors' Membership Recruitment and Engagement Committee
Terms of Reference

1 AIM / PURPOSE

To support the Trust in growing and developing the membership, improving diversity of membership and facilitating communication between governors, members and the local community.

2 DUTIES

- 2.1 To review and oversee the implementation of the Membership and Engagement Strategy
 - Develop a work programme and action plan and review and monitor progress
 - Consider actions for growing a representative membership
- 2.2 To play a role in supporting the Trust's aim to be a good neighbour
- 2.3 Contribute to the development of the Annual Membership Report which is submitted to Monitor.
- 2.4 To report on matters to the Council of Governors' meetings.

3 COMMUNICATION

The committee will receive reports and action plans as required on the areas under discussion.

4 PERMANENCY

The Committee is a permanent Sub-Committee of the Council of Governors, subject to an annual review.

5 MEMBERSHIP (To include nominated deputies where appropriate)

- 5.1 The Committee shall comprise of no more than twelve Governors, one of whom will Chair the meeting.
- 5.2 Of the twelve governors who are members of the Committee, there must be at least one staff, one public, and one appointed Governor.
- 5.3 Meetings are open to all other Governors as observers.
Other members of the Executive will attend on invitation of the Chair.
- 5.4 Membership will be reviewed annually

6 APPOINTMENT OF CHAIR

- 6.1 The Committee Chairman will be elected from amongst the committee's members by secret ballot and a simple majority. In the event of a tied vote or disputed outcome, the Council of Governors shall decide.
- 6.2 The appointment as Chairman of the Committee shall be effective for two years or (if earlier):
 - iv. Until that person resigns the position of Committee Chairman by giving notice to the Trust Chairman in writing; or
 - v. Until that person is removed from the position of Committee Chairman by a resolution passed by three quarters of the remaining governors on the Committee;
 - vi. Until that person ceases to be a member of the Council of Governors.
- 6.3 A governor may serve two consecutive two year terms as Committee Chairman, following which a period of two years must elapse before that Governor is eligible

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for re-election as Chairman of this Committee.

6.4 Time served as Chairman of another of the Council's Committees will not count towards a governor's term of office as Chairman of this Committee.

7 QUORUM

A quorum of four Governors is required to be present to enable the Committee to undertake its function.

8 ATTENDANCE

Members will be required to attend minimum of 50% of the meetings per financial year.

9 PAPERS

Distributed 1 week prior to meeting.

10 FREQUENCY OF MEETINGS

To meet at least three times per annum.

11 REPORTING LINES

The group will provide reports to the Council of Governors after each meeting.

12 ACCOUNTABLE TO

The Council of Governors.

13 SECRETARIAT SUPPORT

To be provided by the Director of Corporate Governance as the internal lead for the Committee.

14 OPENNESS

Minutes to be made available by the secretariat.

15 EFFECTIVENESS OF THE COMMITTEE/GROUP

The effectiveness of the Committee will be reviewed annually by the Committee and reported to the Council of Governors.

16 REVIEW OF TERMS OF REFERENCE

The Terms of Reference will be reviewed annually by the Committee and the Council of Governors.

17 MONITORING

Compliance with these terms of reference will be monitored by the committee / group

As part of the annual review of the terms of reference.

Date Approved: 20th March 2019

Approved By: Council of Governors

Reviewed: February 2019

Next Review Due: February 2020

**Nominations and Remuneration Committee
Council of Governors**

Terms of Reference

1 AIM / PURPOSE

The Council of Governors shall appoint a Nominations and Remuneration Committee, to consider, in relation to Non-Executive Directors, including the Chair:-

- 1.1 Nomination and recruitment arrangements
- 1.2 Remuneration, allowances and other terms and conditions of office
- 1.3 Arrangements for appraisal and performance assessment.

The Nomination and Remuneration committee shall have such terms of reference and powers as agreed by the Council of Governors

2 AUTHORITY

- 2.1 The Council of Governors' Nominations & Remuneration Committee will oversee the process for making appointments to the position of Non-Executive Director and Chair and will recommend appointments to such positions to the Council of Governors for approval.
- 2.2 The committee shall annually consider the remuneration, allowances and other terms and conditions of office, of the Chair and other Non-Executive Directors, taking into account benchmarking against other similar organisations including NHS Foundation Trusts and taking specialist advice where appropriate
- 2.3 The committee will develop, monitor and seek feedback on a process for the evaluation of performance and contribution on the part of the Non-Executive Directors and the Chair.
- 2.4 The committee will receive summarised reports as to the performance of the Non-Executive Directors (from the Chair) and for the Chair (from the Senior Independent Director) on an annual basis.
- 2.5 The committee will provide assurance on these matters to the Council of Governors.

3 SPECIFIC RESPONSIBILITIES

- 3.1 To develop a proposal for the process for the selection of candidates for office as Chair or other Non-Executive Director appointments of the Foundation Trust.
- 3.2 With every appointment of a Non-Executive Director, including the Chair, to ensure that the Board of Directors has evaluated the balance of skills, knowledge and experience on the Board, and in light of this evaluation, ensure that a description of the role and capabilities required for any particular appointment of Non-Executive Director, including the Chair has been prepared.
- 3.3 To seek candidates for office and to assess, shortlist and select for interview such candidates as are considered appropriate. In doing so, the Committee shall seek advice and assistance from the Chair and Chief Executive in the case of Non-Executive Vacancies and the Chief Executive, Senior Independent Director and an Independent Assessor (who shall be the Chair of another Trust) in the case of Chair vacancies.
- 3.4 To make recommendations to the Council of Governors in respect of candidates for appointment as Chair or other Non-Executive Director roles.

- 3.5 To consider and make recommendations to the Council of Governors, as to the remuneration, allowances and other terms and conditions of office of the Chair and Non-Executive Directors.
- 3.6 To develop a process for assessing the performance of the Chair and other Non-Executive Directors (in line with the Trust's evaluation processes), monitor its application and receive summarised feedback on its outcome.

4 COMMUNICATION

The committee will receive reports as required on the areas under discussion.

5 PERMANENCY

The Committee is a permanent Committee of the Council of Governors, subject to an annual review.

6 MEMBERSHIP (To include nominated deputies where appropriate)

- 6.1 The committee will comprise the Chair of the Foundation Trust, who shall normally Chair the meetings, (or the Senior Independent Director, when matters associated with the Chair's nomination are being considered), the Lead Governor, Deputy Lead Governor, one other elected governor, one appointed governor and two other governors.
- 6.2 When the Chair's performance or remuneration is being considered the Chair shall withdraw from the meeting and the Chair of the meeting shall be determined by the Committee. Similarly where discussions are taking place which present a conflict of interests for any NEDs in attendance they will withdraw from the meeting.
- 6.3 Only members of the Committee are entitled to attend Committee meetings. However, the committee can invite members of the Board of Directors to attend for specific discussions.
- 6.4 The Company Secretary, acting as committee secretary will be in attendance.
- 6.6 The Senior Independent Director will attend when matters associated with the Chair's performance are being discussed.
- 6.7 The committee may invite others to attend for the purpose of receiving specialist and/or independent advice on any matter, relevant to its scope and function.
- 6.8 Appointments to the committee (other than the Chair of the Foundation Trust) shall be for a period of up to three years (or for the term of office of the Governor, where this is less than three years), which may be extended where governors are re-appointed following the end of their term in office.
- 6.9 Recruitment training will take place at an appropriate time.

7 QUORUM

Four members of the Committee will be present in order for the meeting to be declared quorate, one of which must be the Chair of the Foundation Trust (or Senior Independent Director as appropriate) and two Governors.

8 ATTENDANCE

Members will be required to attend minimum of 50% of the meetings per calendar year.

9 PAPERS

Distributed 1 week prior to meeting.

10 FREQUENCY OF MEETINGS

Meetings will be held as often as required (and at least annually) to facilitate the decision, by the Council of Governors, on the remuneration, allowances and terms and conditions of office and to receive assurance regarding the performance of the Chair and other Non-Executive Directors

11 ACCOUNTABLE TO

The Council of Governors.

12 REPORTING LINES

The group will provide reports to the Council of Governors after each meeting.

13. SECRETARIAT SUPPORT

The Company Secretary will provide secretariat support and will act as the central point of contact for the Committee.

14 EFFECTIVENESS OF THE COMMITTEE/GROUP

The effectiveness of the Committee will be reviewed annually by the Committee in line with the Trust's evaluation processes.

15 REVIEW OF TERMS OF REFERENCE

The Terms of Reference will be reviewed annually by the Committee and the Council of Governors.

Date Approved: March 2019
Approved By: Council of Governors
Next Review Due: January 2020