

BOARD GOVERNANCE FOR THE ROBERT JONES AND AGNES HUNT ORTHOPAEDIC HOSPITAL NHS FOUNDATION TRUST

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1. THE BOARD OF DIRECTORS

1.1 The Collective Role of the Board

The collective role of the Board of Directors is to:

- Act with a view to promoting the success of the Trust so as to maximise the benefits for the members of the Trust as a whole and for the public (Health and Social Care Act 2012).
- Formulate Strategy.
- Ensure accountability by holding the organisation to account for the delivery of the strategy and through seeking assurance that systems of control are robust.
- Provide active leadership of the Trust within a framework of prudent and effective controls which enables risk to be assessed and managed.
- Ensure compliance by the Trust with its terms of authorisation, its Constitution, mandatory guidance issued by NHSI, relevant statutory requirements and contractual obligations.
- Set the Trust's strategic aims, taking into consideration the views of the Council of Governors and ensuring that the necessary financial and people services are in place for the Trust to meet its objectives, and to review management performance.
- Ensure the quality and safety of healthcare services, education, training and research delivered by the Trust and apply the principles and standards of clinical governance set out by the Department of Health, the Care Quality Commission and other relevant NHS bodies.
- Set the Trust's values and standards of conduct and ensure that its obligations to its members, patients and other stakeholders are understood and met.
- Ensure that the Trust exercises its functions effectively, efficiently, and economically.

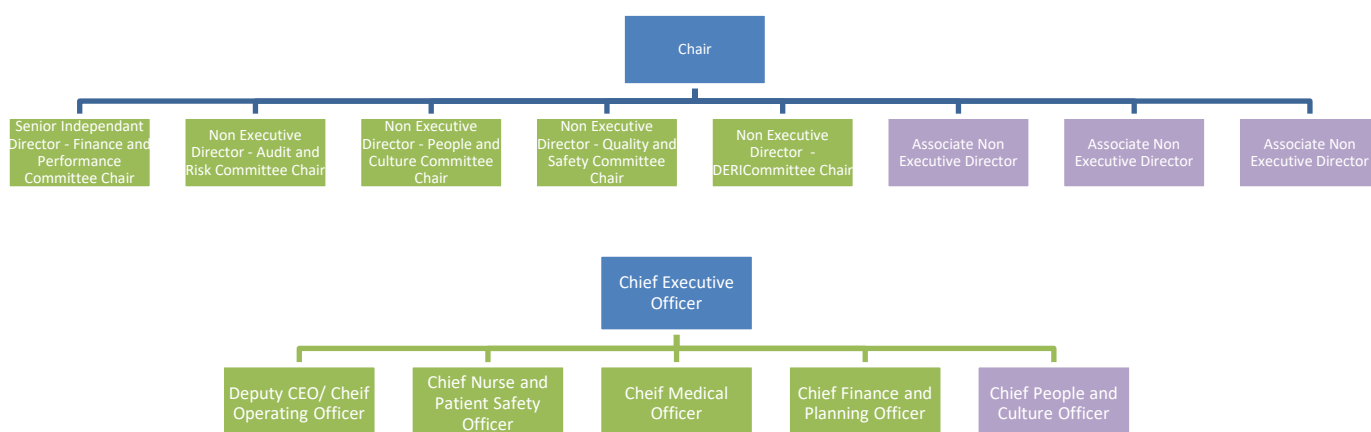
1.2 The Composition of the Board

The Board of Directors comprises:

- A Non-Executive Chair.
- No fewer than four and no more than six other Non-Executive Directors.
- One of the Non-Executive Directors will act as the Deputy Chair and/or Senior Independent Director.
- No fewer than four and no more than six Executive Directors, including a Chief Executive Officer, a Finance Director, a Registered Medical Practitioner or Registered Dentist and a Registered Nurse or Registered Midwife

At any time, at least half the voting members of the Board (excluding the Chair) will be made up of Non-Executive Directors.

RJAH Trust Board is constituted as follows:



* *Purple non-voting members of the Board*

The Trust has a Foundation Trust Secretary to support the work of the Board. This role will also support the Council of Governors.

1.3 The Operation of the Board

The Board of Directors operates as a unitary body which is collectively responsible for the performance of the Trust and the exercise of its statutory powers. Accordingly, all Directors, whether Executive or Non-Executive:

- Have joint responsibility for every decision of the Board and are required to take decisions objectively in the interests of the Trust.
- Are responsible for leading and directing the Trust's activities and for helping to develop proposals on strategy.
- Are responsible for monitoring the conduct and performance of management and for constructively challenging the decisions of the Board.

1.4 Framework for the Performance Evaluation of the Board, its Committees and Directors including the Chair.

This framework sets out how the performance of the Board of Directors, its committees, and its directors, including the Chair is regularly reviewed.

The collective performance of the board is reviewed on an annual basis and will be independently assessed every 3 years against the board leadership and governance framework set out by NHS Improvement.

The Senior Independent Director leads the annual assessment of the performance of the Chair in accordance with the process agreed with the Council of Governors (appendix A.1)

The performance of the Non-Executive Directors is assessed annually by the Chair and includes 360° feedback from all members of the board of Directors (appendix A.2)

The performance of the Chief Executive Officer is assessed annually by the Chair and agreed with the Remuneration Committee based on agreed criteria (appendix A.3)

The performance of Executive and Directors is assessed annually by the Chief Executive Officer and agreed with the Remuneration Committee based on agreed criteria (appendix.A.3)

1.5 Appointments to the Board

The appointment of the Chief Executive Officer is the responsibility of the Remuneration and Nomination Committee made up of the Chair and Non-Executive Directors. This appointment is subject to approval by the Council of Governors.

Executive Director Appointments (excluding the Chief Executive Officer) to the Board are the responsibility of the Remuneration and Nomination Committee made up of the Chair, Chief Executive Officer and Non-Executive Directors.

Non-Executive Directors are appointed by a Committee of the Council of Governors.

The Terms of Reference of these committees are included in the Appendices.

1.6 Standards for NHS Board members

The Board is responsible for ensuring that all of its members meet the “fit and proper person test” as required by the Health and Social Care Act.

The Board has adopted the “NHS England fit and proper person test framework for board members”, which has been developed in response to recommendations made by Tom Kark KC 2019 review. This also takes into account the requirements of the Care Quality Commission (CQC) in relation to directors being fit and proper for their roles.

All members of the Board are expected to adhere to these standards.
(The Standards are attached at Appendix B).

In addition to this all managers in the Trust are required to comply with the “Code of Conduct for NHS Managers” which can be found via [Code of Conduct for NHS Managers](#). Further, all managers are required to comply with the Trusts Standards of Business Conduct Policy (Extract attached at Appendix C)

2. INDIVIDUAL ROLES WITHIN THE BOARD OF DIRECTORS

Non-Executive Roles

2.1 All Non-Executive Directors

The Board of Directors is a unitary body which is collectively responsible for the performance of the Trust and the exercise of its statutory powers.

Within the unitary Board, all Directors, whether Executive or Non-Executive, have joint responsibility for every decision of the Board and are required to take decisions objectively in the interests of the Trust. Non-Executive as well as Executive Directors are responsible for leading and directing the Trust's activities and for helping to develop proposals on strategy. Conversely, Executive as well as Non-Executive Directors are responsible for monitoring the conduct and performance of management and for constructively challenging the decisions of the Board.

As part of their role as members of the unitary Board, Non-Executive Directors have a particular duty to ensure that the decisions of the Board are subject to constructive challenge and to scrutinise management performance in meeting agreed goals and objectives.

In addition, Non-Executive Directors who are determined by the Board to be independent in character and judgement and free from any business or other relationship which could materially interfere with the exercise of their judgement will be responsible, as the members of key committees of the Board, for:

- Monitoring the integrity of financial, clinical and other information.
- Ensuring that financial and clinical quality controls and systems of risk management are robust.
- Determining appropriate levels of remuneration of executive directors.
- Playing a supporting role in appointing and, where necessary, removing Executive Directors, and in succession planning.

2.2 Trust Chair

The Trust Chair provides leadership for the Board of Directors and the Council of Governors and ensures their effectiveness in all aspects of their role and agenda. Key responsibilities include:

- Ensuring the provision of accurate, timely and clear information to Directors and Governors
- Facilitating the effective contribution of Non-Executive Directors, Executive Directors and Governors and ensuring constructive relations between them
- Ensuring that the Board establishes clear objectives for the delivery of agreed plans and meeting the Trust's terms of authorisation and regularly reviews performance against these objectives

A statement on the division of responsibilities between the Trust Chair and the Chief Executive Officer, as agreed by the Board of Directors, is attached as Appendix D to this document.

2.3 Deputy Chair

The Deputy Chair is appointed from amongst the Trust's Non-Executive Directors by the Council of Governors. Where the Trust Chair has died or has ceased to hold office, or where he or she is unable to perform his or her duties as Chair owing to illness, conflict of interest or any other cause, the Deputy Chair will:

- Preside at meetings of the Board of Directors and the Council of Governors

- Exercise all the authorities vested in the Trust Chair by the Standing Orders of those bodies, including the right to a casting vote where necessary.

2.4 Senior Independent Director

The Senior Independent Director is to be appointed from amongst the Trust's independent Non-Executive Directors by the Board of Directors, in consultation with the Council of Governors. In addition to his or her responsibilities as a Non-Executive Director, the Senior Independent Director will:

- Lead the Non-Executive Directors in the evaluation of the Trust Chair's performance as part of a process agreed with the Council of Governors.
- Convene a meeting of the Non-Executive Directors, without the Trust Chair, at least annually and on such other occasions as are deemed appropriate.
- Be available to Members and Governors if they have concerns which contact through the normal channels of Trust Chair, Chief Executive Officer or Deputy Chief Executive Officer has failed to resolve or for which such contact is inappropriate.
- Maintain sufficient contact with, and attend sufficient meetings of, the Governors to listen to their views in order to help develop a balanced understanding of their issues and concerns.

Executive Roles

2.5 Chief Executive Officer and Accounting Officer

The Chief Executive Officer will manage the Trust in accordance with the values, objectives, policies, and specific decisions of the Board of Directors and ensure that all activities are directed towards their achievement. Key responsibilities include:

- Evaluating present and future opportunities, threats and risks in the external environment and current and future strengths, weaknesses, and risks to the Trust.
- Producing the annual business plan and ensuring that it is geared to achieving the Trust's vision and strategy.
- Managing Executive Directors developing effective working relationships and communications with other staff.
- Ensuring that the Board of Directors is given the advice and information it needs to perform its duties and that the business of the Board is properly conducted.
- Establishing systems of control and limits of delegation and providing the Board of Directors with regular assurance on their effectiveness.
- Establishing strong systems for performance management, focused on continuous improvement in the delivery of services, and maintaining close relationships with relevant regulatory bodies.
- Promoting effective joint working with external stakeholders and other key partners.

In his or her capacity as the Accounting Officer, the Chief Executive Officer has personal responsibility for:

- The overall organisation, management, and staff of the Trust and for its procedures in financial and other matters ensuring there is a high standard of financial management in the Trust as a whole.
- The Trust delivers efficient and economical conduct of its business and safeguards financial propriety and regularity throughout the organisation.

- Financial considerations are fully taken into account in decisions by the Trust.
- The propriety and regularity of public finances for which he or she is answerable, the keeping of proper accounts, prudent and economical administration in line with the principles set out in Managing public money, the avoidance of waste and extravagance and the efficient and effective use of the Trust's resources in their charge.
- Ensuring that appropriate advice is tendered to the Board of Directors and the Council of Governors on all matters of financial propriety and regularity, prudent and economical administration, efficiency and effectiveness.
- If necessary, informing NHS Improvement of any proposed course of action which might infringe the requirements of financial propriety and regularity, prudent and economical administration, efficiency, and effectiveness.
- Appearing before the Public Accounts Committee as required to give evidence on any report by the Comptroller & Auditor General on the economy, efficiency, and effectiveness with which the Trust has used its resources.

A statement on the division of responsibilities between the Trust Chair and the Chief Executive Officer, as agreed by the Board of Directors, is attached as Appendix D to this document.

2.6 Chief Finance and Planning Officer

The Chief Finance and Planning Officer is accountable to the Chief Executive Officer, the Board of Directors and the Council of Governors on all aspects of financial strategy, financial management and estates. Key responsibilities include:

- Providing strategic leadership for finance across the organisation and helping to strengthen its contribution to the Trust's activities.
- Providing comprehensive financial services to the Trust including the production of budget proposals, the development of effective budgetary control systems, the provision of accurate and timely information and advice and the compilation of monthly management returns and year-end accounts for statutory and regulatory purposes.
- Managing financial agreements between the Trust and its stakeholders effectively in order to ensure appropriate recovery of costs.
- Overseeing all financial systems and internal controls, including the development and modification of accounting systems when required.
- Managing relationships with the Trust's internal and external auditors.
- Providing strategic leadership for the development of the Trust's Estate, ensuring its contribution to the Trust's activities.
- Ensure that there are robust systems in place to provide the Board with high quality data to support performance management and decision making.
- Overseeing the Trust's operational and financial planning.
- Overseeing the Trust's Estates and Facilities along with the implementation of the Estates Strategy.
- Board responsibility for Health and Safety.
- Ensuring the development and implementation of the Organisational Development Strategy.

2.7 Chief Medical Officer

The Chief Medical Officer is accountable to the Chief Executive Officer, the Board of Directors and the Council of Governors on medical and clinical matters, including compliance with national policy, and will provide professional leadership to all medical staff within the Trust. Key responsibilities, carried out in collaboration with other executive directors, include:

- Developing a culture within the Trust which promotes clinical governance and ensures its effectiveness.
- In collaboration with the Chief Nurse and Patient Safety Officer, ensure that the quality of patient care is integral to all the Trust's activities.
- Planning and implementing the clinical services strategy for the Trust.
- Leading the Trust's relationships with bodies representing general practitioners and with the medical schools associated with the Trust.
- Leading on medical workforce planning and developing plans for the Trust and the wider health economy.
- Taking the lead on research on behalf of the Trust and developing relationships with universities and the wider research community.
- Caldicott Guardian.
- Strategic leadership for the Trust's digital infrastructure and services.
- Ensuring the Trust has a robust digital strategy in place to support the objectives of the organisation.

2.8 Chief Nurse and Patient Safety Officer

The Chief Nurse and Patient Safety Officer is accountable to the Chief Executive Officer, the Board of Directors and the Council of Governors on nursing matters, including compliance with national policy, and will provide professional leadership to all nursing staff and Allied Health Professionals within the Trust. Key responsibilities include:

- Developing and implementing nursing policies that achieve the Trust's strategic direction.
- Fostering a culture that values continuing professional development and strives for excellence in the delivery of patient care.
- In collaboration with the Chief Medical Officer, developing the clinical governance culture of the Trust and monitoring its effectiveness.
- In collaboration with the Chief Medical Officer, ensure that the quality of patient care is integral to all the Trust's activities.
- Board oversight of patient and public involvement in the Trust and managing the Patient Advice and Liaison Service (PALS) and complaints service.
- Director of Infection Prevention and Control (DIPC).
- Risk Management and Governance.
- Safeguarding Executive Lead.
- Leading patient and public involvement in the Trust and managing the Patient Advice and Liaison Service (PALS) and complaints service.

2.9 Deputy Chief Executive Officer / Chief Operating Officer

The Chief Operating Officer is accountable to the Chief Executive Officer, the Board of Directors and the Council of Governors regarding the delivery of operational performance within the Trust. Key responsibilities include:

- Ensuring the delivery of operational activity in accordance with agreements between the Trust and its stakeholders and national targets.
- Provide executive leadership to the units for service delivery.
- Board level accountability for the delivery for operational performance standards and targets and achievement against local and national standards.
- Corporate responsibility as a member of the Trust Board for overall formulation of policy and strategic direction of the Trust.
- Board level accountability for the delivery and management of partnerships and service/business development.
- Developing and implementing operational policies to achieve the Trust's strategic direction.
- Fostering a culture that values continuing professional development and strives for excellence in service delivery and patient experience.
- Meet agreed targets and objectives, and deliver within defined costs, timescales and resources.
- EPRR Executive Lead.
- Design and ensure the effective operation of the Trust's process of continuous improvement.
- Ensuring the Trust has adequate oversight of its performance.
- Strategic leadership for the Trust's service improvement framework and agenda.
- Deputising for the Chief Executive Officer in his / her absence.

2.10 Chief People and Culture Officer

The Chief People and Culture Officer is accountable to the Chief Executive Officer, the Board of Directors and the Council of Governors on human resource matters. Key responsibilities include:

- Ensuring effective matching of workforce to activity.
- Facilitating continuous professional development and learning.
- Developing the leadership capacity and capability.
- Ensuring the development and implementation of the Organisational Development Strategy.

Board and Council Support

2.12 Foundation Trust Secretary

All Directors and Governors have access to the advice and services of the Trust Secretary who has the following primary responsibilities:

- Ensuring good information flows within the Board of Directors, the Council of Governors and their Committees and between Senior Management, Non-Executive Directors and Governors.
- Ensuring that the procedures and Standing Orders of the Board of Directors and the Council of Governors are complied with.
- Advising the Board of Directors and the Council of Governors (through the Chair) on all governance matters.
- Supporting the induction of new Directors and Governors and assisting with their professional development.
- Trusts Data Protection Office (DPO)

Note: The Director of Digital is the Trust Senior Information Risk Owner (SIRO) ensuring that risks to data security are recognised and managed

3. RESERVATION AND DELEGATION OF RESPONSIBILITIES

3.1 Matters Reserved to the Board

As recommended by the NHS Foundation Trust Code of Governance, the Board of Directors has expressly reserved certain key matters for its collective consideration and decision. The schedule of matters reserved to the Board of Directors is set out in Appendix E to this document.

3.2 Delegation to Officers

Matters which the Board of Directors considers suitable for delegation to individual directors and officers of the Trust are contained in the Scheme of Delegation and Standing Financial Instructions (SFIs), which are regularly reviewed and revised by the Board and the Audit and Risk Committee.

3.3 Delegation to Committees of the Board

The Board of Directors has established the following Committees, all of which are chaired by Non-Executive Directors, to exercise delegated responsibilities on behalf of the Board:

- Audit and Risk Committee
- Quality and Safety Committee
- Finance and Performance Committee
- People and Culture Committee
- Digital, Education, Research, and Innovation Committee
- Nomination and Remuneration Committee

The membership and key responsibilities of these Committees of the Board are summarised in Appendix F to this document.

4. THE COUNCIL OF GOVERNORS

4.1 The Role of the Council of Governors

The general duties of the Council of Governors 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. (Health & Social Care Act 2012)

The specific statutory powers and duties of the Council of Governors are to:

- Appoint and, if appropriate, remove the Trust Chair.
- Appoint and, if appropriate, remove the other Non-Executive Directors.
- Decide the remuneration and allowances, and the other terms and conditions of office, of the Chair and the other Non-Executive Directors.
- Approve the appointment of the Chief Executive Officer.
- Appoint and, if appropriate, remove the External Auditor.
- Receive the Trust's annual accounts, any report of the External Auditor on them and the annual report.
- Approve "significant transactions", including plans to increase the proportion of income received from activities other than the health service in England by 5%.

In addition, in preparing the Trust's forward plan, the Board of Directors must have regard to the views of the Council of Governors.

In exercising its powers and duties, governors are required by the NHS Foundation Trust Code of Governance to:

- Represent the interests of Trust members and Partnership Organisations in the governance of the Trust.
- Act in the best interests of the Trust and adhere to its values and code of conduct.
- Hold the Board of Directors collectively to account for the Trust's performance and ensure that the Board of Directors acts in such a way that the Trust does not breach the terms of its authorisation
- Feedback information about the Trust, its vision and its performance to the constituencies and stakeholder organisations that elected or appointed them.

4.2 The Composition of the Council of Governors

In accordance with the Trust's Constitution, the Council of Governors will consist of 15 governors, to be composed as follows:

- Nine Governors elected by the Public Constituency
- Three Governors elected by the Staff Constituency
- Three Governors appointed by Partnership Organisations, including one Governor appointed by Shropshire Council.

4.3 The Operation of the Council of Governors

Meetings of the Council of Governors will be held at least four times a year, one of which will be an annual general meeting.

The Council of Governors is not permitted to delegate any of its powers or responsibilities to any committee or individual Governor but is able to appoint committees to assist it in the proper performance of its functions.

The Trust's Constitution provides for the appointment by the Council of Governors of an ad hoc Nomination Committee for the purpose of making recommendations to it on each exercise of its powers to appoint and re-appoint the Trust Chair and other Non-Executive Directors and to remove another Non-Executive Director (including the Trust Chair).

4.4 The Role of the Lead Governor

The lead governor has a role to play in facilitating direct communication between NHS Improvement and the Council of Governors. This will be in a limited number of circumstances and, in particular, where it may not be appropriate to communicate through the normal channels, which in most cases will be via the Chairperson or the Trust Secretary.

The Lead Governor may also facilitate communication between the Chair and the Governors where the Governors consider this to be the most appropriate approach.

4.5 Interface between the Board of Directors and the Council of Governors

The Chair is responsible for ensuring that there is effective communication between the Board of Directors and the Council of Governors.

The Board of Directors provides the Governors with their meeting agenda, prior to the meetings and copies of the minutes once approved.

The Board of Directors ensures that the Governors are given the opportunity to comment on the strategic and operational plans.

There is a process in place for the escalation of disputes between the Board of Directors and the Council of Governors. In the first instance the Senior Independent Director would seek to resolve the dispute. If he / she was unable to resolve this, an ad hoc Dispute Resolution Committee would be appointed, comprising an equal number of Governors and Non-Executive Directors. If this committee were to be unsuccessful the Senior Independent Director would refer the dispute to an independent assessor who was agreeable to both parties.

APPENDIX A: Framework for the Performance Evaluation of the Board, its Committees and Directors including the Chair

APPENDIX A.1: Process for the Annual Appraisal of the Chair

Prior to the Non-Executive Directors meeting formally, the Senior Independent Director will consult individually with the Chief Executive Officer, Executive and Non-Executive Directors. The Lead Governor will formally meet with the Senior Independent Director and any other Governor may choose to contribute.

All Board members will participate in a confidential 360° questionnaire regarding the Chair's performance.

Criteria

The criteria on which the appraisal will be based will include:

- RJAH annual performance
- Achievement of Board's key strategic objectives
- Leadership and effective working and development of the Board and Council of Governors
- Representational role on behalf of RJAH and stakeholder engagement

At the Non-Executive Directors' meeting the inputs from all sources will be considered and a collective assessment agreed.

The Senior Independent Director will then meet with the Chair and subsequently confirm to the Board and Council that the appraisal has been conducted.

Timing

The appraisal should be conducted following the end of each financial year. This would normally be in May unless otherwise required.

APPENDIX A.2: Process for the Annual Appraisal of Non-Executive Directors

Process

Prior to the Non-Executive Directors (NED) meeting formally, the Chair will consult individually with the Chief Executive Officer and seek the views of the Council of Governors via the Lead Governor.

All Board members will participate in a confidential 360° questionnaire regarding Non-Executive Directors performance which will address contribution and understanding of the following areas:

- The NED demonstrates sufficient understanding of the markets within which the RJAH operates.
- The NED understands the strategic needs of the organisation and contributes to the development strategy.
- The NED understands and ensures compliance with regulatory, legal and governance requirements and makes relevant contributions to the management of risk.
- The NED has effective relationships with other members of the Board.
- The NED consistently behaves in a way congruent with the RJAH brand.
- The NED dedicates sufficient time to undertake their role effectively.
- The contributions of the NED at the Board meetings are consistent, providing a balance of support and challenge to the executive management team.
- The NED is committed to the success of the RJAH and demonstrates passion and energy.
- The NED's behaviour is helpful to forming and developing trusting relationships.
- The NED's contribution to meetings is high quality and value added, demonstrating clear thinking and good judgement.
- The NED effectively communicates any concerns they have, listens appropriately and follow's up proactively.
- The NED is sufficiently independent and objective.
- The NED challenges constructively and probes when appropriate.

Overall, the performance of the NED adds value to the Board.

At the Non-Executive Directors' meeting with the Chair the inputs from all sources will be considered and a collective assessment agreed.

The Chair will confirm to the Council of Governors that the assessment has been conducted.

Criteria

The criteria on which the assessment will be based will include:

- RJAH annual performance
- Achievement of Board's key strategic objectives
- Contribution to effective working and development of the Board
- Representational role on behalf of RJAH and stakeholder engagement

Timing

The appraisals should be conducted following the end of each financial year. This would normally be in May unless otherwise required.

APPENDIX A.3: Criteria for the Annual Performance Assessment of the Chief Executive Officer and Executive Directors

- 1.1 Directors will be set annual objectives which address the following six areas:
 - Annual Corporate Objectives
 - Corporate Risks
 - Supporting Strategies
 - Other e.g. legislative
 - Standards of Business Conduct & Trust Values
 - Personal Development
- 1.2 A mid-year review will be undertaken to discuss progress and address any barriers to progress which may have arisen.
- 1.3 An end of year review will be undertaken to determine the level of performance of the Director as follows:
 - Concerned
 - Satisfactory performance
 - Good
 - Very good
- 1.4 The Chief Executive Officer assesses the performance of the Executives.
- 1.5 The Chair assesses the performance of the Chief Executive Officer.
- 1.6 The Nomination and Remuneration Committee will consider the recommendations of the Chair and Chief Executive Officer as part of the annual pay review process.

APPENDIX B: Standards for Board Members

1. Policy Statement

The Robert Jones and Agnes Hunt Orthopedic Hospital NHS Trust (the Trust) expects that all members of the Board of Directors understand and are committed to the practice of good governance and the legal and regulatory frameworks in which the Trust operates, and will apply the standards for members of NHS boards, as set out by the Professional Standards Authority (2012) and conform to the Fit and Proper Persons Requirements as set out in the Health and Social Care Act 2008 (Regulated Activities) Regulations 2014 – Regulation 5 and Schedule 4.

2. Application

The policy applies to Directors¹ by which is meant Executive and Non-Executive Director, permanent, interim and associate positions, irrespective of their voting rights at all times when directors are carrying out the business of the foundation trust or representing the foundation trust.

3. Responsibilities

All Board members

- Will abide by the Standards at all times when at the service of the NHS.
- Will understand that care, compassion and respect for others are central to quality in healthcare; and that the purpose of the NHS is to improve the health and well-being of patients and service users, supporting them to keep mentally and physically well, to get better when they are ill and, when they cannot fully recover, to stay as well as they can to the end of their lives.
- Will understand that they must act in the interests of patients, service users and the community they serve, and that they must uphold the law and be fair and honest in all their dealings.
- Will complete declarations upon appointment and annually thereafter providing their commitment to these standards.
- Will declare any failure to maintain the Standards, including the requirements of the Fit and Proper Persons

Trust Secretary

Will ensure appropriate declarations are provided on appointment, and annually thereafter as follows.

On Appointment

Standards for Board Members

Fit and Proper Persons Declaration

- Bankruptcy and Insolvency Register
- Disqualified Directors

Declaration of Confidence

Senior Managers Code of Conduct

Annual Declarations

Standards for Board Members

Fit and Proper Persons Declaration

Declarations of Interest

3. Monitoring

Directors will be monitored annually to confirm compliance and non compliance will be reported to the appropriate officer.

¹ As per Regulation 5~: Fit and proper persons: directors

APPENDIX C: Standards of Business Conduct Policy

1. Policy Statement

- 1.1. The Robert Jones and Agnes Hunt Orthopaedic Hospital NHS Foundation Trust (the Trust) is committed to achieving the highest possible standards of corporate behaviour and responsibility. As such, the Trust requires all employees to abide by the standards and principles within this policy.
- 1.2. The Trust has adopted a set of values which should inform all activities within the Trust, including business conduct.
 - Caring
 - Excellence
 - Friendly
 - Professional
 - Respect

2. Purpose

- 2.1 This policy sets out the overall intent and general principles the Trust will apply in relation to business conduct in order to comply with current legislation:
 - Fraud Act 2006
 - Bribery Act 2010
 - Public interest Disclosure Act 1998
 - the principles of public life defined by the Committee on Standards on Public Life (originally the Nolan Committee)
 - Research Governance Framework for Health and Social Care 2017
- 2.1. Failure to comply with this policy may lead to disciplinary action, up to and including dismissal and staff may also be liable for personal prosecution.

3. Scope

- 3.1. This policy applies to all employees, students and trainees, agency staff and secondees.

4. Principles of Public Life

- 4.1. In carrying out their functions, it is the responsibility of all staff to be guided by the Seven Principles of Public Life as follows:

Selflessness: Holders of public office should act solely in terms of the public interest: They should not do so in order to gain financial or other benefits for themselves, their family or their friends.

Integrity: Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties.

Objectivity: In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit alone.

Accountability: Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

Openness: Holders of public office should be as open as possible about all the decisions and actions they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

Honesty: Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

Leadership: Holders of public office should promote and support these principles by leadership and by example.

4.2. The means by which these principles should be applied in practice are set out within this policy.

5. Roles and Responsibilities

- 5.1. It is the responsibility of the Board of Directors to develop and sustain a culture of corporate responsibility and good governance.
- 5.2. It is the responsibility of the Foundation Trust Secretary to maintain the Register of Interests and update it annually, and also to maintain a register of hospitality.
- 5.3. The following staff have been identified as 'decision making' staff and will be required to complete the Register of Interests;
 - Executive and Non-Executive Directors or equivalent roles which have decision making powers regarding the spending of tax payers money
 - Consultants
 - Staff at Agenda for Change band 7 and above
 - Administrative and clinical staff who have the power to enter into contracts on behalf of the Trust
 - Administrative and clinical staff involved in decision making concerning the commissioning of services, purchasing of goods, medicines, medical devices or equipment and formulary decisions
- 5.4. It is the responsibility of the Chief People and Culture Officer and Trust Secretary to communicate this policy to all new starters through the Trust induction process including providing a summary copy of the entire policy for staff categories identified in paragraph 5.4 above and provide guidance and support regarding its application as and when required, including summary information on procurement standards.
- 5.5. It is the responsibility of all staff to comply with this policy.

6. Candour and Openness

- 6.1. The Trust is committed to supporting a culture of openness and candour, where errors are reported and learnt from.
- 6.2. All staff have a duty to comply with guidelines and duties of candour and openness as laid down by their professional bodies, external regulators or by statute, see Duty of Candour Policy.

7. Prevention of Corruption (Bribery Act 2010)

- 7.1. The Trust has a responsibility to ensure that all Trust staff are made aware of their duties and responsibilities arising from the Bribery Act 2010. Under this Act there are four offences:
 - bribing, or offering to bribe, another person (section 1);
 - requesting, agreeing to receive, or accepting a bribe (section 2);
 - bribing, or offering to bribe, a foreign public official (section 6);
 - failing to prevent bribery (section 7).
- 7.2. All Trust staff are required to be aware of the Bribery Act 2010 and should also refer to paragraphs 16 and 17 below for further guidance in relation to this.

8. Anti-Fraud measures

- 8.1. The Trust is committed to preventing fraud and staff are encouraged to report any concerns about potentially fraudulent activity.

- 8.2. For further information staff should consult the Anti-Fraud, Bribery & Corruption policy or contact the Local Counter Fraud Specialist (contact details are available on the intranet or via the Trust Secretary).

9. Gifts and Hospitality.

- 9.1. Staff should not accept gifts that may affect, or be seen to affect, their professional judgement.
- 9.2. Where gifts or hospitality are given to individuals within the trust, subject to the guidance below regarding value, the overall principle is that they should firstly be refused, or secondly, if they cannot be refused, they should be made available to all staff within the department.

9.3. Gifts

- 9.3.1. Gifts from suppliers or contractors doing business (or likely to do business) with the Trust should be declined, whatever their value.
- 9.3.2. Low cost branded promotional aids such as pens or post-it notes may, however, be accepted where they are under the value of £6 in total and need not be declared.
- 9.3.3. Gifts of cash and vouchers to individuals should always be declined.
- 9.3.4. Staff should not ask for any gifts.
- 9.3.5. Gifts valued at over £50 should be treated with caution and only be accepted on behalf of the Trust and not in a personal capacity. These should be declared by staff.
- 9.3.6. Modest gifts accepted under a value of £50 do not need to be declared.
- 9.3.7. A common sense approach should be applied to the valuing of gifts (using an actual amount if known or an estimate that a reasonable person would make).
- 9.3.8. Multiple gifts from the same source over a 12 month period should be treated in the same way as single gifts over £50 where the cumulative value exceeds £50.
- 9.3.9. In cases of doubt consult with your line manager and or the Trust Secretary and include on the gift register.
- 9.3.10 Further information on the information to provide in your declaration can be found in the Managing Conflicts of Interest Policy.

9.4. Hospitality

- 9.4.1. Staff should not ask for or accept hospitality that may affect, or be seen to affect, their professional judgement.
- 9.4.2. Staff should exercise particular caution when hospitality is offered by actual or potential suppliers or contractors.
- 9.4.3. Under a value of £25 may be accepted and need not be declared.
- 9.4.4. Of a value between £25 and £75 may be accepted but must be declared.
- 9.4.5. Over a value of £75 should be refused unless (in exceptional circumstances) senior approval is given.
- 9.4.6. A common sense approach should be applied to the valuing of meals and refreshments.
- 9.4.7. Material work related hospitality, such as the sponsorship of courses, is covered in the Commercial sponsorship section 14.

9.4.8. Modest offers to pay some or all of the travel and accommodation costs related to attendance at events may be accepted and must be declared.

9.4.9. Offers which go beyond modest need approval by senior staff and should only be accepted in exceptional circumstances.

9.3.4 All hospitality offered, even if refused, should be recorded in the hospitality register which is held by the Trust Secretary. Further information on the information to provide in your declaration can be found in the Managing Conflicts of Interest Policy.

9.3.5 When in receipt of hospitality, staff should comply with the Alcohol and Drugs policy, in particular the Trust expects that all employees will not consume / use alcohol during working hours.

10. Declaration of Interest

10.1. There are occasions when an employees' links to another business or organisation could place them in a position where this could cause a conflict of interests. This link could be by the employees' direct involvement or by having a partner or close relative having an involvement. This link could be in the form of employment, unpaid work or by being a director. The type of organisation which could cause conflict would be ones who supplied (or may wish to supply) goods or services or ones which operated in the field of healthcare. These links could cause conflict if the employee was in a position to influence decisions by the Trust concerning them.

10.2 Where any of these circumstances occur the employee should declare this in the "Register of Interests", this is held by the Trust Secretary (see section 11) Having declared an interest, employees must not enter into business with that individual or organisation unless however the Trust can take steps to mitigate any potential conflict.

10.2.1 For example, a Director may be required to leave a board meeting for any agenda item where there was a potential conflict; or employees would not normally be placed in a position where they were responsible for ordering goods or services from an organisation with which they have links, where this was unavoidable for operational reasons additional safeguards would be put in place.

10.2.2 A potential conflict could also arise if an employee held a position of authority in a health related charity or campaigning organisation.

11. Registers.

The Trust maintains two registers which are held by the Foundation Trust Secretary as follows:

11.1. Register of Interests - This details interests held by managers or their close relatives (i.e. spouse or partner, parent, child or sibling and may include other relatives. Commons sense should be applied when deciding if a relative is a close relative).

Applicable staff (see paragraph 5.3) are required to update, or confirm a nil declaration on an annual basis. If the circumstances of staff or their relatives were to change during the year, so as to pose a potential conflict of interests, they should inform the Trust Secretary straight away. New managers will be asked to declare their interest on appointment.

11.2 Hospitality Register - This holds ad hoc declarations of gifts or hospitality which should be made as and when they occur together with indicative values.

12. Secondary and Other Employment.

12.1 Employees of the Trust must not engage in any secondary or other employment (including self-employment) which may conflict with their work or be potentially detrimental to the Trust. Before taking up any other employment, employees must put their request in writing to their Unit Manager, or Director.

12.2 Secondary employment whilst absent from work due to sickness is not acceptable and failure to report secondary employment whilst absent due to sickness may be considered an offence under the Fraud

Act.

- 12.1. Permission to engage in secondary or other employment will normally be granted if the following conditions are satisfied.
- 12.2. Working hours on other employment are conducted entirely outside of Trust contracted hours of work.
- 12.3. The employment is not in direct competition with the Trust's business and does not affect the business by, for example, loss of business or the passing on of confidential information.
- 12.4. The employee provides the Trust with the name and address of the other employer or organisation, an outline of the job role they wish to undertake and the hours they intend to work.
- 12.5. The work is not inherently hazardous or likely to put at risk the employee, other employees or patients. Staff are reminded that occupational sick pay is not normally payable for an absence caused by injuries whilst working for another employer and may affect their rights to the NHS benefits such as Superannuation Scheme,
- 12.6. The requirements of the working time regulations are met (including appropriate rest prior to commencement of work for the Trust).
- 12.7. Work excluded from this policy would generally include unpaid voluntary activities and private practice as specified in Consultant Contract (see below).
- 12.8. Further guidance can be obtained in the Managing Conflicts of Interest Policy

13. Medical Staff.

- 13.1. Consultants and Staff and Associate Specialist who are employed under the terms of the new Contract may undertake private practice in accordance with the terms of that contract.
- 13.2. Staff and Associate Specialist who are employed under the terms of the old contract and associate specialists should refer to the guidance contained in "A guide to the management of Private practice in the NHS" (PM 979)11.
- 13.3. If a member of medical staff refers a patient to a nursing home in which he/she has an interest, they should declare that interest to the patient.
- 13.4. Medical staff cannot work for another organisation without the prior agreement of the Trust; following agreement, any such secondary employment should be declared in the register of interests.
- 13.5. Further guidance can be obtained in the Managing Conflicts of Interest Policy

14. Commercial Sponsorship.

- 14.1. Research Funding - Employees undertaking research projects must declare any financial interests or potential conflict of interest that may arise from the research activity in accordance with the Research Governance Framework 2005.
- 14.2. Posts - The sponsorship of any post by an outside organisation must have the prior approval of the Chief Executive Officer and be included in the declaration of interests.
- 14.3. Courses and Conferences - Sponsorship for Trust events such as; conferences, training, publications, team meetings and social events must be approved in advance by a Divisional Manager or Director.
- 14.4. Sponsorship for attendance by non-medical staff on a course must be approved in advance by a Unit Manager or Director and attendance at courses abroad must have prior approval from the Chief of People. The Trust study leave form allows for this approval process to be followed.

- 14.5. Sponsorship for attendance by medical staff on a course must be approved in advance by the Chief Medical Officer and attendance at courses abroad must have prior approval from the Chief People Officer. The Trust study leave form allows for this approval process to be followed.
- 14.6. Where the sponsorship includes the costs of travel/accommodation the recipient must declare that they are aware of their obligations under this policy and will act in such a manner as not to confer a commercial advantage onto the sponsoring company.
- 14.7. All sponsorship of courses and conferences must be declared on the hospitality register together with estimated value.
- 14.8. Further guidance can be obtained in the Managing Conflicts of Interest Policy

15. Supplies and Contractors

- 15.1. All Trust staff who are in contact with suppliers and contractors (including external consultants), and in particular those who are authorised to sign purchase orders or enter into contracts for goods and services are expected to adhere to professional standards in line with those set out in the Code of Ethics of the Chartered Institute of Purchasing and Supply (Appendix 3).
- 15.2. All Trust staff must treat prospective contractors or suppliers of services to the Trust equally and in a non-discriminatory way and act in a transparent manner.
- 15.3. Trust staff involved in the awarding of contracts and tender processes must take no part in a selection process if a personal interest or conflict of interest is known. Such an interest must be declared to the Trust Secretary as soon as it becomes apparent. Trust staff should not at any time seek to give undue advantage to any private business or other interests in the course of their duties.
- 15.4. The Trust has duties under European and UK procurement law and staff must comply with standing financial instructions (SFIs) in relation to all contract opportunities with the Trust.
- 15.5. Trust staff must not seek, or accept, preferential rates or benefits in kind for private transactions carried out with companies with which they have had, or may have, official dealings on behalf of the Trust. This does not apply to officers' and members' benefit schemes offered by the NHS or trade unions.
- 15.6. Trust staff invited to visit organisations to inspect equipment for the purpose of advising on its purchase will be reimbursed for their travelling expenses in accordance with the travel expenses policy laid down by the Trust. Such expenses should not be claimed from other organisations to avoid compromising the purchasing decisions of the Trust.
- 15.7. Further guidance can be obtained in the Managing Conflicts of Interest Policy

16. Use of Trust Property.

- 16.1. Trust property or facilities should not be used for personal activity or benefit. This includes: -
 - 16.1.1. Use of telephone (though limited use in extenuating circumstance is permissible).
 - 16.1.2. Use of email. The "RJAH" email address should not appear in any literature or correspondence not directly related to Trust Business. This does not prevent employees from using e-mail to conduct related business in another capacity e.g. correspondence from staff side representatives acting in a trade union capacity or correspondence related to an appropriate professional organisation or membership.
 - 16.1.3. Photocopying or printing.
 - 16.1.4. Trust Postal System.

16.2. Trust premises, facilities or equipment should only be used for private business with prior approval, and arrangements must be made for the Trust to be reimbursed for the cost of providing these facilities.

16.3. Photographs and graphics on the Trust website are also Trust property and should not be reproduced without permission.

16.4. In the case of any doubt, an employee should speak to their line manager.

17. Use of Trust Identity.

When employees are engaged in activities outside of their formal employment, they should not use the Trust name, logo, email address or any other reference to the Trust to promote those activities without the prior approval of the Chief Executive Officer.

18. Political/ Campaigning activities.

18.1. Any political or campaigning activity should not identify an individual as an employee of the Trust, beyond any statutory declarations required.

19. Links to Other Policies.

19.1. Staff should familiarise themselves with the relevant Trust policies and procedures which are held on the Trust intranet. In particular it is important that staff are familiar with the Standing Financial Instructions, and Scheme of delegation.

19.2. If at any stage they have any queries concerning these policies they should refer the matter to their line manager.

- Openness (Whistle blowing)
- Research Misconduct and Fraud Policy
- Alcohol and Drugs Abuse policy
- Anti-Fraud, Bribery and Corruption Policy
- Standing Financial Instructions
- Email, Intranet and Social Media Use Policy
- Duty of Candour Policy
- Managing Conflicts of Interest Policy

20. Communication.

20.1. A copy of the policy is available on the Trust intranet site, and copies are available in different formats on request, from the human resources department.

20.2. Newly appointed staff will be informed of the policy and procedure as part of the corporate induction process.

21. Monitoring

The declaration of Interests and the Hospitality registers are reviewed on a quarterly basis by the Audit and Risk Committee.

Managers are responsible for ensuring that their staff complies with good standards of Business Conduct.

APPENDIX D: DIVISION OF RESPONSIBILITIES BETWEEN THE TRUST CHAIR AND THE CHIEF EXECUTIVE OFFICER

The following division of responsibilities between the Chair and the Chief Executive Officer has been agreed by the Board of Directors.

Key Responsibilities

Chair

- Managing the business of the Board of Directors and the Council of Governors so as to ensure their effective performance
- Promoting the highest levels of integrity, probity and corporate governance and ensuring that these standards are embodied in the conduct of the Board of Directors and the Council of Governors
- Ensuring that the Board as a whole is able to play a full and constructive role in the development of the Trust's strategy and business aims
- Ensuring that the Board pays sufficient attention to the development of the Trust's business and the protection of its reputation

Chief Executive Officer

- Executive management of the Trust's business consistent with the strategic and business objectives agreed by the Board as a whole
- Ensuring that the affairs of the Trust are carried out in accordance with the highest standards of integrity, probity and corporate governance and that these standards are embedded at all levels
- Ensuring that the strategy and business aims set by the Board are aligned with statutory, regulatory and contractual requirements
- Formulating annual objectives, budgets and operational plans to deliver the strategy and business objectives set by the Board

Detailed Responsibilities

a) Board of Directors

Chair

- Setting the Board's agenda and managing the conduct of its business
- Ensuring that all Directors receive accurate, timely and clear information on performance, the issues, challenges and opportunities facing the Trust and matters which are reserved to the Board for decision
- Facilitating the effective contribution of all Directors and ensuring constructive relationships between Executive Directors and Non-Executive Directors
- Ensuring that Non-Executive Directors receive full, formal and tailored induction and participate in the Board development programme
- Ensuring that the Board undertakes and acts on formal and rigorous

Chief Executive Officer

- Leading, motivating and directing the other Executive Directors and Senior Managers
- Ensuring that the Board is given the advice and information it needs to carry out its duties effectively and (in consultation with the Chair) that the business of the Board is properly conducted
- Promoting the effective contribution of Executive Directors and Senior Managers to the proceedings of the Board and its Committees
- Contributing to induction programmes for new Directors and ensuring that management time is made available for this purpose
- Providing input to the evaluation of the performance of the Board and its Committees

evaluation of its own performance and that of its Committees

- Appraising the performance of Non-Executive Directors and acting on the outcomes of performance evaluation where necessary

- Appraising the performance of Executive Directors in their corporate and functional roles.

b) Council of Governors

Chair

- Leading the Council of Governors and setting its agendas
- Ensuring that governors receive accurate, timely and clear information that is appropriate for their duties
- Ensuring that Governors receive full, formal and tailored induction and are enabled to update their skills, knowledge and familiarity with the Trust
- Leading the Council of Governors in periodically assessing its collective performance
- Ensuring constructive relationships between the Board of Directors and the Council of Governors and that the views of governors and members are communicated to the Board

Chief Executive Officer

- Facilitating the work of the Council of Governors and its Committees, ensuring that they have sufficient resources and are able to meet sufficiently regularly to discharge their duties
- Ensuring that the Council of Governors is given the advice and information it needs to carry out its duties effectively and (in consultation with the Chair) that the business of the Council of Governors is properly conducted
- Contributing to induction and development programmes for Governors and ensuring that management time is available for this purpose.
- Providing input to the assessment of the performance of the Council of Governors
- Ensuring that the views of governors and members are taken into account in the conduct of the Trust's business and the development of its strategic aims

c) Stakeholders

Chair

- Being a visible and accessible figurehead for the Trust's staff and the leading champion of its vision, values and objectives
- Taking the lead at ceremonial events and other corporate formalities
- Promoting mutual understanding with external partners and stakeholder bodies through dialogue with their Non-Executive or elected leads
- Supporting the Chief Executive Officer in contacts with MPs and other political figures
- Taking the lead at public meetings and events and with voluntary

Chief Executive Officer

- Performing the role of senior line manager and employer
- Taking the lead on employee relations and internal communications on operational matters
- Fostering good working relationships with external partners and stakeholders through the conduct of business with their Executive Officer Leads
- Taking the lead on contact with MPs and other political figures, with the participation of the Chair as appropriate
- Taking the lead on communications with the media,

groups, as the public face of the Trust, with the participation of the Chief Executive Officer as appropriate

- Acting as a confidential sounding board for the Chief Executive Officer on key issues and decisions and providing advice, support or challenge as appropriate

with the participation of the Chair as appropriate

- Informing and consulting the Chair on key issues and decisions and ensuring that the Chair is aware of emerging opportunities and threats to the achievement of objectives

d) Accountability

Chair

- Accountable to the Board of Directors and the Council of Governors for the effective conduct of their activities

Chief Executive Officer

- Accountable to the Chair (acting on behalf of the Board) and to the Board direct

e) Reporting Lines

Chair

- The Chair is not responsible for the executive management of the Trust. Other than the Chief Executive Officer and (in respect of matters relating directly to the Board of Directors or the Council of Governors) the Trust Secretary, no Executive Director, senior manager or other member of staff reports to the Chair other than through the Board

Chief Executive Officer

- The Chief Executive Officer is responsible for all executive management matters relating to the Trust. All members of executive management report, directly or indirectly, to the Chief Executive Officer.

The appointment and removal of the Trust Secretary is a matter for the Chair and the Chief Executive Officer jointly.

APPENDIX E: SCHEDULE OF MATTERS RESERVED TO THE BOARD OF DIRECTORS

The matters set out in the schedule below are specifically reserved for the collective decision of the Board of Directors.

1.	STRATEGY AND MANAGEMENT
1.1	Responsibility for the overall management of the Trust
1.2	Approval of the Trust's long-term objectives and business strategy
1.3	Approval of the annual operating and capital expenditure budgets and any material changes to them
1.4	Oversight of the Trust's operations ensuring: <ul style="list-style-type: none"> • competent and prudent management • sound planning • an adequate system of internal control • adequate accounting and other records • compliance with its licence, constitution, mandatory guidance issued by the independent regulator, relevant statutory requirements, and contractual obligations • the quality and safety of healthcare services, education, training, and research delivered by the Trust • the application of the principles and standards of clinical governance set out by the Department of Health, the Care Quality Commission and other relevant NHS bodies
1.5	Review of performance in the light of the Trust's strategy, objectives, business plans and budgets and ensuring that any necessary corrective action is taken
1.6	Extension of the Trust's activities into new business areas
1.7	Any decision to cease to operate all or a material part of the Trust's business
1.8	Any decision to undertake transactions which have been designated as "Significant transactions",* subject to approval by the Council of Governors
1.9	Any decision to increase by 5% or more the proportion of its total income attributable to activities other than the provision of goods and services for the purposes of health service , subject to approval by the Council of Governors
1.10	Ratify decisions made under emergency powers
2.	CORPORATE STRUCTURE AND STATUS
2.1	Major changes to the Trust's corporate structure
2.2	Major changes to the Trust's management and control structure
2.3	Any changes to the Trust's status as an NHS Foundation Trust
2.4	Any proposal to establish a subsidiary company, joint venture or other corporate vehicle for the purpose of carrying out any current or proposed activity of the Trust
2.5	Any proposal involving a merger of the Trust with or takeover of the Trust by another organisation
2.6	Any acquisition or disposal of land
2.7	Any application to a planning authority for planning permission
2.8	Any proposal involving the Trust operating in another organisation (whether within the NHS

	or not) in the provision of services
2.9	Any use of the RJAH name or brand by another organisation for any purpose
3.	FINANCIAL REPORTING AND CONTROLS
3.1	Approval of the quarterly financial report to the Independent Regulator
3.2	Approval of the annual report and accounts, including the corporate governance statement and the remuneration report
3.3	Approval of any significant changes in accounting policies or practices
3.4	Approval of treasury policies, including foreign currency exposure and the use of financial derivatives
3.5	Receive Annual Audit Letter
4.	INTERNAL CONTROLS
4.1	<p>Ensuring the maintenance of a sound system of internal control and risk management including:</p> <ul style="list-style-type: none"> • receiving reports on, and reviewing the effectiveness of, the Trust's risk and control processes to support its strategy and objectives • undertaking an annual assessment of these processes • approving an appropriate statement for inclusion in the annual report • Approving Standing Financial Instructions
5.	CONTRACTS
5.1	Major capital projects and Business Cases
5.2	Contracts which are material, strategically or by reason of size, or length of commitment entered into by the Trust in the ordinary course of business Contracts, other than NHS, with a value per year in excess of £250k
5.3	Contracts entered into by the Trust which are not in the ordinary course of its business
6.	COMMUNICATION
6.1	Approval of formal submissions to the Department of Health, the Independent Regulator, the Care Quality Commission and other relevant NHS bodies concerning the Trust's compliance with applicable targets and standards
7.	BOARD MEMBERSHIP AND OTHER APPOINTMENTS
7.1	Nomination of a Deputy Chair for formal appointment by the Council of Governors
7.2	Appointment of the Senior Independent Director in consultation with the Council of Governors
7.3	Establishment, Membership and Chairship of Board committees
7.4	Nomination of Board representatives to any joint committee of the Board of Directors and the Council of Governors that may be established from time to time for any purpose
7.5	Appointments to the boards of any subsidiary company, joint venture or other corporate vehicle established by the Trust for the purpose of carrying out any current or proposed activity
8.	DELEGATION OF AUTHORITY
8.1	Approval of the statement on the division of responsibilities between the Chair and the Chief Executive Officer, which should be in writing
8.2	Approval and review of the terms of reference of Board committees

8.3	Receiving Chair Assurance reports from Board committees on their activities
9.	CORPORATE GOVERNANCE MATTERS
9.1	Approval of the Trust Constitution, in conjunction with the Council of Governors
9.2	Undertaking at least annually a formal and rigorous review of the Board's own performance and that of its committees and individual directors
9.3	Determining the independence of Non-Executive Directors
9.4	Review of the Trust's overall corporate governance arrangements
9.5	Receiving reports on the views of the Trust's members, patients, carers and members of the public
10.	POLICIES
10.1	Approval and revision of Trust-wide Policy Management guidance
10.2	Approval of key policies of general application throughout the Trust, including: <ul style="list-style-type: none"> • codes of conduct • health and safety policy • whistle blowing • business continuity • risk management
11.	OTHER
11.1	Approval of the appointment of the Trust's principal professional advisers, with the exception of the external auditor
11.2	Decisions relating to overall levels of insurance for the Trust, including proposals for the purchase of commercial directors' and officers' liability insurance and indemnification of directors
11.3	Approve the arrangements relating to the discharge of the Trusts responsibilities as a corporate trustee for funds held on trust
11.4	This schedule of matters reserved for board decisions

Matters which the Board considers suitable for delegation are contained in the terms of reference of its committees and in the scheme of delegation.

In addition, the Board will receive reports and recommendations from time to time on any matter which it considers significant to the Trust.

*A Significant Transaction means a transaction which relates to;

- For UK Healthcare: investments, divestments or other transactions comprising > 25% of the assets, income or capital of the NHS Foundation Trust.
- For non-healthcare related and/or international; investments, divestments or other transactions comprising > 25% of the assets, income or capital of the NHS Trust
- or if a trust is in significant breach, any investment/divestment comprising >10% of the assets, income or capital of the trust

APPENDIX F: MEMBERSHIP AND KEY RESPONSIBILITIES OF BOARD COMMITTEES

Committees of the Board – Exec, Non-Exec and Others							
	Audit and Risk	Quality and Safety	Finance and Performance	People and Culture	Digital, Education, Research and Innovation	Remuneration and Appointment (Exec)	Remuneration and Appointment (Non-Exec)
Terms of Reference Requirement	NED: At least 3 Exec: 3	NED: up to 4 Exec: 3	NED: up to 4 Exec: 2	NED: up to 4 Exec: 4	NED: tbc Exec: 2	Chair, CEO and 5 NEDs	Chair / Senior NED + 4 Governors
Meetings Per Year	4	10	10	12	TBC	As required	As required
Quorum	NED: 2 Exec: 0	NED: 2 Exec: 2	NED: 2 Exec: 2	NED: 2 Exec: 2	NED: 2 Exec: 2	(CEO Role) Chair and 3 NEDs	(Chair) Senior NED and 4 Governors (NED Role) Chair and 4 Governors
						(Exec Role) Chair, CEO and 2 NEDs	
NED Membership	(Attendance is required and makes up quorum,* denotes an open invitation)						
Harry Turner	*	*	*	*	*	✓	✓ (NED Role)
Sarfraz Nawaz	✓		✓	✓		✓	✓ (Chair Role)
Martin Newsholme	✓	✓	✓			✓	
Penny Venables		✓			✓	✓	
Martin Evans	✓			✓	✓	✓	
Lindsey Webb	✓	✓	✓			✓	
John Pepper		✓		✓	✓	✓	
Paul Maubach			✓	✓		✓	
Atif Ishaq				✓	✓	✓	
Exec Membership	(Attendance is required and makes up quorum, * denotes an open invitation)						
Chief Executive Officer	*	*	*	*	*	✓ (Exec Role)	
Chief Nurse and Patient Safety Officer	✓	✓		✓			
Chief Medical Officer	✓	✓			✓		
Chief Finance and Planning Officer	✓		✓	✓			
Chief People and Culture Officer				✓	✓	✓	
Chief Operating Officer		✓	✓	✓			

Terms of Reference for the Committees:

Reference	Terms of Reference for the following Committee
F1	Audit and Risk
F2	Quality and Safety
F3	Finance and Performance
F4	People and Culture
F5	Digital, Education, Innovation and Research
F6	Executive Appointments Committee
F7	Executive Remuneration Committee
F8	Non-Executive Appointments Committee
F9	Non-Executive Remuneration Committee

APPENDIX F1: Audit and Risk Committee Terms of Reference

1. Constitution

The Board hereby resolves to establish a Committee of the Board to be known as the Audit and Risk Committee. The Committee is a Non-Executive Committee of the Board and has no executive powers other than those specifically delegated in these Terms of Reference.

2. Membership and Quorum

The Committee shall be appointed by the Board from amongst the Non-Executive Directors of the Trust and shall consist of no less than three members. At least one of the members should have recent relevant financial experience. A quorum shall be two members. The Board will appoint a Committee Chair and Deputy Chair from the Committee members.

3. Attendance

The Chief Finance and Planning Officer and Head of Financial Accounting, as well as appropriate Internal and External audit representatives will be expected to attend the meeting.

The counter fraud specialist or representative will attend a minimum of two committee meetings a year.

The Chief Executive Officer should be invited to attend meetings that should discuss at least annually with the Audit and Risk Committee the process for assurance that supports the governance statement. The Chief Executive Officer should also attend when the Committee considers the draft annual governance statement, annual report, and annual accounts.

Other Executive Directors may be invited to attend, particularly when the Committee is discussing areas of risk or operations that are the responsibility of that director.

Representatives from other organisations and other individuals may be invited to attend on occasion.

The Trust Secretary shall be the secretary to the Committee and shall attend to take minutes of the meeting and provide appropriate support to the Chair and Committee members.

At least once a year the Committee will meet privately with the Internal and External Auditors.

4. Access

The head of internal audit, representative of external audit and counter fraud specialist have a right of direct access to the Chair of the Committee.

5. Frequency

The Committee must consider the frequency and timing of the meeting needed to allow it to discharge all its responsibilities. A benchmark of five meetings per annum at the appropriate times for the reporting and audit cycle is suggested. The Trust, Chief Executive, external auditors to head of internal audit may request an

additional meeting if they consider it to be necessary.

6. Authority

The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.

The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

7. Responsibilities

The Committee's duties/responsibilities can be categorised as follows:

Integrated governance, risk management and internal control

The Committee shall review the establishment and maintenance of an effective system of integrated governance, risk management and internal control, across the whole of the organisations (clinical and non-clinical) that supports the achievement the organisations objectives.

In particular, the Committee will review the adequacy and effectiveness of;

- All control related disclosure statements (in particular the Annual Governance Statement and declarations of compliance with the Care Quality Commission (CQC) regulations), together with any accompanying Head of Internal Audit statement, external audit opinion or other appropriate independent assurances, prior to endorsement by the Board.
- The underlying assurance processes that indicate the degree of the achievement of corporate objectives and the appropriateness of the above disclosure statements.
- The policies for ensuring that there is compliance with relevant regulatory, legal and code of conduct requirements and any related reporting and self-certifications.
- The policies and procedures for all work related to fraud and corruption as required by NHS Protect and best practice.

In carrying out this work the Committee will primarily utilise the work of Internal Audit, External Audit and other assurance functions, but will not be limited to these sources. It will also seek reports and assurances from directors and managers as appropriate, concentrating on the over-arching systems of integrated governance, risk management and internal control, together with indicators of their effectiveness.

This will be evidenced through the Committee's use of an effective Assurance Framework to guide its work and that of the audit and assurance functions that report to it.

As part of its integrated approach, the Committee will have effective relationships with other key Committees so that it understands processes and linkages. However, these other Committee must not usurp the Committee's role.

Internal Audit

The Committee shall ensure that there is an effective internal audit function that meets the Public Sector

Internal Audit Standards 2017 and provide appropriate independent assurance to the Committee, Chief

Executive officer, and the Board of Directors. This will be achieved by:

- Considering the provision of the internal audit service and costs involved.
- Reviewing and approve the annual internal audit plan and more detailed programme of work, ensuring that this is consistent with the audit needs of the Trust as identified in the assurance framework.
- Considering the major findings of internal audit work (and management's response) and ensure co-ordination between the Internal and External Auditors to optimise the use of audit resources.
- Ensuring that the Internal Audit function is adequately resourced and has appropriate standing within the Trust.
- Monitor the effectiveness of Internal Audit and carrying out an annual review.

External Audit

The Committee shall review and monitor the external audits' independence and objectivity and the effectiveness of the audit process. In particular, the Committee will review the work and findings of the External Auditor and consider the implications and management's responses to their work. This will be achieved by:

- Considering the appointment of the external audit service, the audit fee and any questions of resignation and dismissal, in accordance with the procedures governing NHS Foundation Trusts as appropriate
- Discuss and agree with the External Auditor, before the audit commences, the nature and scope of the audit as set out in the annual plan.
- Discussing with the External Auditors their evaluation of audit risks and assessment of the Trust and associated impact on the audit fee.
- Review all External Audit reports, including the report to those charges with governance and any work undertaken outside the annual audit plan, together with appropriateness of management responses.
- Ensuring that there is in place a clear policy for engagement of external auditors to supply non-audit services
- monitor the effectiveness of External Audit and carrying out an annual review

Other assurance functions

The Committee shall review the findings of other assurance function, both internal and external to the organisation, and consider the implications for the governance of the organisation.

In addition, the Committee will review the work for other Committees within the organisations, whose work can provide relevant assurance to the audit's committees own areas of responsibility. This will include any clinical governance, risk management or quality committees that are established.

In reviewing the work of a clinical governance committee, and issues around clinical risk management, the audit committee will wish to satisfy itself on the assurance that can be gained from the clinical audit function.

Counter Fraud Service

The Committee shall satisfy itself that the organisation has adequate arrangements in place for counter fraud, bribery and corruption that meet NHSCFA's standards and shall review the outcome of work in these areas.

In accordance with 3.2 of the NHSCFA's Fraud Commissioners Standards, the audit and risk committee has:

'stated its committee to ensuing commissioners achieving these standards and therefore required assurance that they are being met via NHSCFA's quality assurance programme'

The Committee will refer any suspicion of fraud, bribery, and corruption to the NHSCFA.

Management

The Committee shall request and review, as appropriate, reports and assurances from directors and managers on the overall arrangements for governance, risk management and internal control.

They may also request specific reports from individual functions within the Trust (e.g., clinical audit) as they may be appropriate to the overall arrangements.

The Committee will receive the Board Assurance Framework at each meeting for security and oversight. The Committee will gain assurance on the review process before onward presentation at the Board of Directors on a quarterly basis.

Financial Reporting

The Committee will monitor the integrity of the financial statements of the origination and any formal announcements relating to its financial performance.

The Committee should also ensure that the systems for financial reporting to the Board, including those of budgetary control, are subject to review as to completeness and accuracy of the information provided.

The Committee shall review the annual report and before submission to the Board, focusing particularly on:

- The wording in the annual governance statement and other disclosures relevant to the relevant to the terms of reference of the Committee
- Changes in, and compliance with, accounting policies, practices, and estimation techniques
- Unadjusted misstatements in financial statements
- Significant judgments in preparation of the financial statement
- Significant adjustment resulting from the audit
- Letters of representation
- Explanation for significant variances

8. Reporting

The Committee shall report to the Board of Directors on how it discharges its responsibilities.

A Chairs Assurance Report of the main issues of the discussion, drawing attention to any issues that require full Board or Executive action, will be presented at the next Board of Directors meeting. In addition to this the approved minutes of the meeting will also be submitted to the private session of the Board. This is in line with the committee reporting process agreed by the Board.

The Committee will report to the Board annually on its work in support of the Annual Governance Statement, specifically commenting on:

- the fitness for purpose of the assurance framework
- the completeness and embeddedness of risk management in the Trust
- the integration of governance arrangements
- the appropriateness of the evidence that shows the organisation is fulfilling regulatory requirements relating to its existence as a functioning meeting

- The robustness of the processes behind the quality accounts

The annual report should also describe how the Committee has fulfilled its terms of reference and give details on any significant issues that the Committee considered in relation to the financial statements and how they were addressed.

9. Administrative Support

The Committee shall be supported administratively by its secretary (the Trust Secretary) – duties will include:

- Agreement of agendas with the Chair and attendees
- Preparation, collation and circulation of the papers in good time
- Ensuring that those included to each meeting attend
- Taking the minutes and helping the chair to prepare reports to the Board
- Keeping a record of matters arising and issues to be carried forward
- Arranging meetings for the chair – for example, with the internal/external auditors or LCFS
- Maintaining records of member's appointments and renewal dates
- Advising the Committee on pertinent issues/areas of interest/policy development
- Ensuring the action points are taken forward between meetings
- Ensuring the Committee members received the development and training required

APPENDIX F2: Quality and Safety Committee Terms of Reference

1. Constitution

The Board hereby resolves to establish a Committee of the Board to be known as the Quality and Safety Committee. The Committee is a Non-Executive Committee of the Board and has no executive powers other than those specifically delegated in these Terms of Reference.

2. Membership and Quorum

The Committee shall be appointed by the Board from the Non-Executive Directors (including the Associate Non-Executive Directors) and the Executive Directors of the Trust and shall consist of:

- Up to four Non-Executive members
- Chief Medical Officer
- Chief Nurse and Patient Safety Officer
- Chief Operating Officer

Non-Executive members may be drawn from the Non-Executive Director membership of the Board or the Associated Non-Executive Directors.

In exceptional circumstances a deputy may attend in place of an Executive Director. The nominated deputy can act on behalf of the absent Executive Director. This is to be noted at the beginning of the meeting.

The Board of Directors will appoint a Committee Chair from the Non-Executive Director—members of the Committee. In the absence of the appointed Chair, the Committee will appoint another Non-Executive member to chair the meeting.

A quorum will be two Non-Executive members and two Executive members. Deputies representing Executive members will count towards the quorum but at least one of the Executive members must be drawn from the listed membership.

3. Attendance

The Trust Secretary and the Head of Clinical Governance and Quality will be expected to attend each meeting.

The Chair of the Trust may attend at the invitation of the Chair of the Committee.

The Chief Executive Officer will receive a standing invitation to attend.

The ICB will receive a standing invitation to send a representative of the ICB Quality Team.

Senior Managers and Unit Representative will be required to attend the meeting when presenting a paper.

4. Frequency of meetings and meeting administration

The Committee will meet at least 10 times a year for regular business. The Chair of the Committee may call additional meetings.

The Chief Nurse and Patient Safety Officer shall agree the agenda with the Chair of the Committee and other attendees. The Assistant Trust Secretary will organise the collation and distribution of the papers and keep a record of matters arising and issues to be carried forward.

5. Authority

The Committee is authorised by the Board to investigate any activity and is expected to make recommendations to the full board, within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee. The Committee is authorised by the board to obtain outside legal or other independent professional advice and to secure the attendance of others from outside the Trust with relevant experience and expertise if it considers this necessary.

6. Reporting

A written Chair's Assurance Report will be presented to the Board no later than the Board meeting the following month (or the soonest available meeting if a Board meeting does not fall that month). The Chair's Report shall:

1. Alert the Board to any issues that:
 - Represent non-compliance with required standards or pose a significant risk to the Trust's ability to deliver its responsibilities or objectives and therefore require action to address; OR
 - Require the approval of the Board for work to progress.
2. Advise the Board of any areas for ongoing monitoring, a potentially worsening position, or an emerging risk to the Trust's ability to deliver its responsibilities or objectives.

3. Assure the Board on other items considered where the Committee did not identify any issues that required escalation to the Board.

The Committee will undertake an Annual self-assessment, which will be presented to the Trust board, along with an Annual Report.

7. Key responsibilities

- Promote excellence in patient care in all aspects of quality and safety, and monitor and review the “Quality Improvement Strategy”.
- The purpose of the Quality and Safety Committee is to assist the Board obtaining assurance that high standards of care are provided and any risks to quality identified and robustly addressed at an early stage. The Committee will work with the Audit Committee and Risk Management Committee to ensure that there are adequate and appropriate quality governance structures, processes and controls in place throughout the Trust to:
 - Promote safety and excellence in patient care
 - Identify, prioritise and manage risk arising from clinical care
 - Ensure efficient and effective use of resources through evidence based clinical practice
- To ensure the Trust is meeting core standards and is compliant with national guidelines to include (but not be limited to) prevention and control of infection and effective and efficient use of resources through evidence based clinical practice.
- To consider NHSE Quality Governance Framework in the delivery of its key responsibilities
- To receive an agreed level of clinical data and trend analysis from clinical forums and working groups, which provides adequate clinical matrix to inform and analyse the clinical services provided at the Trust.
- To ensure that the Committee has adequate information on which to advise and assure the Board on standards of care provision.
- To receive reports from the following assurance meetings:
 - Safeguarding Meeting
 - Infection Prevention and Control Meeting
 - Clinical Effectiveness Meeting
 - Patient Safety Meeting
 - Patient Experience Meeting
 - Medical Devices Meeting
 - Health and Safety Meeting
 - Paediatric Meeting
 - Drugs and Therapeutics Meeting
 - EPRR Group
- The Quality and Safety Committee shall review the draft Quality Accounts before submission to the Trust Board
- The Committee shall ratify such policies as the Board has not reserved to itself and as required by the Trust’s Policy Approval Framework.
- Clinical outcomes
 - Monitoring the effectiveness of the Trust’s arrangements for the systematic monitoring of mortality and other patient outcomes.
 - Receiving and commenting on action plans and progress reports proposed by management in response to monitoring data on patient outcomes.

- Incident reporting and investigation
 - Monitoring the effectiveness of the Trust's compliance with the requirements of the Patient Safety Incident Response Framework.
 - Reviewing the outcomes of investigations, ensuring that the information is presented in sufficient detail to enable systemic failings in patient care to be identified; receiving and commenting on action plans and progress reports proposed by management in response to SIs, near misses and other incidents.
- Patient Experience
 - Monitoring the effectiveness of the Trust's systems for complaints handling and reviewing complaints for trends and themes.
 - Monitoring the effectiveness of the Trusts systems for advocacy and the encouragement of feedback from patients and relatives.
- Review of compliance with statutory and regulatory requirements relevant to the remit of the Committee, including CQUIN and CQC requirements.
- Patient Information Governance
 - Monitoring the arrangements to ensure the security of personally identifiable data.

APPENDIX F3: Finance and Performance Committee Terms of Reference

1. Constitution

The Board hereby resolves to establish a Committee of the Board to be known as the Finance and Performance Committee. The Committee is a Non-Executive Committee of the Board and has no executive powers other than those specifically delegated in these Terms of Reference.

2. Membership and Quorum

The Committee shall be appointed by the Board from the Non-Executive Directors (including the Associate Non-Executive Directors) and the Executive Directors of the Trust and shall consist of:

- Up to four Non-Executive members
- Chief Finance and Planning Officer
- Chief Operating Officer

Non-Executive members may be drawn from the Non-Executive Director membership of the Board or the Associated Non-Executive Directors.

In exceptional circumstances a deputy may attend in place of an Executive Director. The nominated deputy can act on behalf of the absent Executive Director. This is to be noted at the beginning of the meeting.

The Board of Directors will appoint a Committee Chair from the Non-Executive members of the Committee. In the absence of the appointed Chair, the Committee will appoint another Non-Executive member to chair the meeting.

A quorum will be two Non-Executive members and two Executive Directors. Deputies representing Executive members will count towards the quorum but at least one of the Executive members must be drawn from the listed membership.

3. Attendance

Other Executive Directors and Managing Directors will be required to attend when appropriate.

The Trust Secretary, Managing Director for Planning and Strategy, Performance Insight and Improvement Manager and Operational Director of Finance will attend each meeting.

An open invitation is extended to the Council of Governors, who are invited to attend as an observer only. The Governors will have the opportunity to feed back any comments under the Any Other Business agenda item.

The Chair of the Trust may attend at the invitation of the Chair of the Committee.

The Chief Executive Officer will receive a standing invitation to attend.

4. Frequency of Meetings and meeting administration

The Committee will meet at least ten times a year for regular business. The Chair of the Committee may call additional meetings when required.

When appropriate Committee meetings will take place virtually, in line with the virtual board good governance guidance.

The Chief Finance and Planning Officer shall agree the agenda with the Chair of the Committee. The Assistant Trust Secretary will organise the collation and distribution of the papers, record the proceedings of the Committee and keep a record of matters arising and issues to be carried forward.

5. Authority

The Committee is authorised by the Board to provide an objective view of the financial and performance position of the Trust and will act to oversee the delivery of achieving financial, activity and operational performance targets, making any decisions delegated to it and if appropriate, report and make recommendations to the Board, within its terms of reference.

The Committee is distinct and separate from the Audit and Risk Committee and will act to minimise any possible areas of overlap between these two Committees.

It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee. The Committee is authorised by the Board to obtain outside legal or

other independent professional advice and to secure the attendance of others from outside the Trust with relevant experience and expertise if it considers this necessary.

6. Reporting

A written Chair's Assurance Report will be presented to the Board no later than the Board meeting the following month (or the soonest available meeting if a Board meeting does not fall that month). The Chair's Report shall:

1. Alert the Board to any issues that:
 - Represent non-compliance with required standards or pose a significant risk to the Trust's ability to deliver its responsibilities or objectives and therefore require action to address; OR
 - Require the approval of the Board for work to progress.
4. Advise the Board of any areas for ongoing monitoring, a potentially worsening position, or an emerging risk to the Trust's ability to deliver its responsibilities or objectives.
5. Assure the Board on other items considered where the Committee did not identify any issues that required escalation to the Board.

The Committee will undertake an Annual self-assessment, which will be presented to the Trust Board, along with an Annual Report.

7. Key Responsibilities

The Finance and Performance Committee supports and advises the Board on all aspects of the Trust's Annual and Long-Term Financial Plans and recommends adoption of the plans to the Board of Directors.

Strategy

- To consider and approve the key planning and financial assumptions to be used in the five-year strategy and annual operational plan.
- Oversight of strategic issues related to income e.g., changes to tariff, commissioning intentions, tendering for new services, risks from competition and market share.
- To consider recommendations of investment and disinvestment of Trust sub-specialty / service reviews ensuring strategic steer in keeping with the Trust strategy and objectives.
- Capital planning oversight, ensuring forward planning, regular review and recommendations including acquisitions and disposal of assets, in line with the Trust strategy and objectives.
- To consider, evaluate and if appropriate recommend for Board approval commercial developments and partnerships opportunities in keeping with the Trust strategy and objectives.
- To consider and recommend Board approval of material business cases as defined by the Trust SFI's (currently investments above c£250k)
- Consider post project evaluation reports on significant capital investments. This will include all schemes over £250k and other schemes which are considered to represent a significant risk to the Trust.

Oversight and Scrutiny

- Receive regular reports on financial performance including the overall financial performance against plan and associated risk rating, performance of Capital programme and the performance of activity against contract
- To evaluate progress and recommend further actions from the review of in year financial, CIP, activity, RTT and productivity performance information, including SLR review
- Review the Trust's investment register of cash investment as required
- To evaluate progress of service transformation and investment plans, ensuring establishment of models of best practice in line with the Trust strategy.
- Promoting sustainability and receiving sustainability KPIs
- To receive routine Chairs' Assurance Reports from meetings that report into the Committee, as appropriate.
- Receive relevant internal audit reports.
- To provide oversight in respect of all aspects of business planning, partnerships, and development.
- To provide oversight to the Trust annual plan and its subsequent delivery.
- To receive deep dives for scrutiny and further assurance into key performance areas. At the time of the meeting, the Committee will decide which deep dive will be presented at the following meeting.

Policies/Strategies

- The Committee shall ratify such policies as the Board has not reserved to itself and as required by the Trust's Policy Approval Framework.
- Review progress made in delivering key enabling strategies such as (but not limited to) Estates, and Procurement raising any significant risks regarding their delivery to the Board.

APPENDIX F4: People Committee Terms of Reference

1. **Constitution**

The Board hereby resolves to establish a Committee of the Board to be known as the People and Culture Committee. The Committee is a non-executive Committee of the Board and has no executive powers other than those specifically delegated in these Terms of Reference.

2. **Membership and Quorum**

The Committee shall be appointed by the Board from the Non-Executive Directors (including the Associate Non-Executive Directors) and the Executive Directors of the Trust and shall consist of:

- Up to four Non-Executive members
- Chief People and Culture Officer
- Chief Nurse and Patient Safety Officer
- Chief Operating Officer
- Chief Finance and Planning Officer

Non-Executive members may be drawn from the Non-Executive Director membership of the Board or the Associated Non-Executive Directors.

In exceptional circumstances a deputy may attend in place of an Executive Director. The nominated deputy can act on behalf of the absent Executive Director. This is to be noted at the beginning of the meeting.

The Board of Directors will appoint a Committee Chair from the Non-Executive members of the Committee. In the absence of the appointed Chair, the Committee will appoint another Non-Executive member. A Director will be nominated to chair meetings in the absence of the Chair to chair the meeting.

A quorum will be two Non-Executive members and two Executive members. Deputies representing Executive members will count towards the quorum but at least one of the Executive members must be drawn from the listed membership.

3. **Attendance**

The Trust Secretary and Deputy Chief People and Culture Officer will be expected to attend each meeting.

The Chair of the Trust may attend at the invitation of the Chair of the Committee.

The Chief Executive Officer will receive a standing invitation to attend.

Service managers, unit representative and subject matter experts will only be expected to attend when a relevant paper is being presented. A time slot will be allocated to those individuals to support the logistics of the meeting.

An invitation is extended to the Council of Governors to observe the meeting.

4. **Frequency of meetings and meeting administration**

The Committee will meet monthly for regular business. The Chairman of the Committee may call additional meetings.

The Chief People and Culture Officer shall agree the agenda with the Chair of the Committee. A member of the Executive office secretariat will organise the collation and distribution of the papers and keep a record of matters arising and issues to be carried forward.

5. **Authority**

The Committee is authorised by the Board to investigate any activity and is expected to make recommendations to the full board, within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee. The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of others from outside the Trust with relevant experience and expertise if it considers this necessary.

6. **Reporting**

A written Chair's Assurance Report will be presented to the Board no later than the Board meeting the

following month (or the soonest available meeting if a Board meeting does not fall that month). The Chair's Report shall:

1. Alert the Board to any issues that:
 - Represent non-compliance with required standards or pose a significant risk to the Trust's ability to deliver its responsibilities or objectives and therefore require action to address; OR
 - Require the approval of the Board for work to progress.
2. Advise the Board of any areas for ongoing monitoring, a potentially worsening position, or an emerging risk to the Trust's ability to deliver its responsibilities or objectives.
3. Assure the Board on other items considered where the Committee did not identify any issues that required escalation to the Board.

The Committee will undertake an Annual self-assessment, which will be presented to the Trust board, along with an Annual Report.

7. Key responsibilities

- The purpose of the People and Culture Committee is to assist the Board obtaining assurance that the Trust's workforce strategies and policies are aligned with the Trust's strategic aims and support a patient-focused, performance culture where staff engagement, development and innovation are supported. The Committee will work with the Audit and Risk Committee to ensure that there are adequate and appropriate governance structures, processes and controls in place throughout the Trust to:
 - Promote excellence in staff health and wellbeing
 - Identify, prioritise and manage risks relating to staff
 - Ensure efficient and effective use of resources
- To ensure the Trust is meeting its statutory and regulatory requirements in relation to workforce management.
- To oversee the development and implementation of the People Plan and any related workforce plans
- To monitor and develop the Trust's plans for talent management, succession planning, staff engagement, performance, reward and recognition strategies and policies
- To receive an agreed level of workforce data and trend analysis to inform and analyse workforce issues
- To ensure that the Committee has adequate information on which to advise and assure the Board on 'Caring for Staff'
- To receive reports from meetings that report into the Committee, currently including:
 - Equality Diversity and Inclusion Meeting
 - Learning and Development Meeting
 - Joint Consultancy Group Meeting
 - Local Negotiating Meeting
- To receive reports as provided by the ICS People Committee
- The Committee shall ratify such policies as the Board has not reserved to itself and as required by the Trust's Policy Approval Framework.
- Review progress made in delivering key enabling workforce strategies raising any significant risks regarding their delivery to the Board.
- To assure and provide advice to the Board on any arising People Services issues of significance

APPENDIX F5: Digital, Education, Research and Innovation Committee (DERIC)

Terms of Reference

1. Constitution

The Board hereby resolves to establish a Committee of the Board to be known as the Digital, Education, Research and Innovation Committee (DERIC). The Committee is a Non-Executive Committee of the Board and has no executive powers other than those specifically delegated in these Terms of Reference.

2. Membership and Quorum

The Committee shall be appointed by the Board from the Non-Executive Directors and Executive Directors of the Trust and shall consist of.

- 2 Non-Executive Directors
- 2 Associate Non-Executive Director
- Chief Medical Officer (Executive Lead)
- Chief People and Culture Officer
- Chief Executive Officer (invited to attend as required)

In exceptional circumstances a deputy may attend in place of an Executive Director.

The Board of Directors will appoint a Committee Chairman from the Non-Executive members of the Committee and a Non-Executive Director will be nominated to chair meetings in the absence of the Chair.

A quorum will be 2 Non-Executive member and 2 Executive members. In the absence of the Non-Executive Director (Chair), the Associate Non-Executive Director will deputise.

3. Attendance

The Director of Digital, Clinical Chair for Research, Outcomes, and Innovation and Trust Secretary will be expected to attend each meeting.

The Chair of the Trust may attend at the invitation of the Chair of the Committee.

Senior Managers and Unit Representatives will be required to attend the meeting when presenting a paper.

An invitation to attend the meeting will be extended to:

- Outcomes Manager
- Clinical Audit Lead
- Directors of Medical Education
- Training Programme Director
- Head of Knowledge and Learning
- Research Manager
- EPR Manager

The Chief Medical Officer shall agree the agenda with the Chair of the Committee and other attendees. The Assistant Trust Secretary will organise the collation and distribution of the papers and keep a record of matters arising and issues to be carried forward.

4. Frequency of meetings

The Committee will meet at least 10 times a year for regular business. The Chair of the Committee may call additional meetings.

5. Authority

The Committee is authorised by the Board to develop and implement research, education, and training strategies, and to monitor, investigate and address any activity within its terms of reference. It is authorised to seek a range of views and expertise and request the attendance of individuals and advisors with relevant experience and expertise where necessary.

6. Reporting

The Chair of the Committee will report to the Board at the first Board meeting following the meeting of the

Committee. A written Chair's Assurance Report will be presented to the Board no later than the Board meeting the following month (or the soonest available meeting if a Board meeting does not fall that month). The Chair's Report shall:

1. Alert the Board to any issues that:
 - Represent non-compliance with required standards or pose a significant risk to the Trust's ability to deliver its responsibilities or objectives and therefore require action to address; OR
 - Require the approval of the Board for work to progress.
6. Advise the Board of any areas for ongoing monitoring, a potentially worsening position, or an emerging risk to the Trust's ability to deliver its responsibilities or objectives.
7. Assure the Board on other items considered where the Committee did not identify any issues that required escalation to the Board.

Terms of reference are reviewed annually or in light of changes in practice or national/local guidance. The Committee will undertake an Annual self-assessment, which will be presented to the Trust's Board. This will include a summary of activity undertaken and an assessment of how effectively the Committee has delivered its terms of reference.

7. Key Responsibilities

Digital

- To consider and recommend Board approval of the Trust's Digital Strategy
- To oversee the delivery of the Trust's digital strategy
- Oversight of the Trust's digital risks
- Receive the Chair Assurance report from the Digital Transformation Programme Board

Research and Innovation

- Exploit all opportunities to promote health research and innovation, including digital innovation.
- Establish the condition for increasing participation in clinical trials.
- To establish highly effective partnerships and stakeholder relationships with other providers and universities.
- To establish the conditions for, and promote a patient focused and ambitious culture for extending the reach to all professions.
- To scan the horizon for research and innovation opportunities that align with the Board's strategy and ensure the highest quality bids are submitted.
- Oversee the design, development, and implementation of highly effective controls for research and educational governance.
- Establish highly effective organisational arrangements for research utilisation.
- To discuss with researchers, clinical directors, and educational leaders their approach, nature and scope of their local research/educational intentions and reporting obligations at least annually.
- To rapidly resolve any significant defects found in the Trust's research, innovation, education, or training endeavours.
- To ensure effective processes are in place to review the adequacy of resources, qualifications, and experience of staff within research, innovation, education and training functions/departments, their own training programmes and budgets and succession planning for key roles.

Education

- Ensure the Trust provides an outstanding learning experience for all learners, taking whatever steps are necessary to exceed the expectations of learners.
- Engage actively to replenish the trainee pipeline in sufficient numbers to meet the Trusts long- term strategic and clinical aspirations
- Oversee the design, development, and implementation of highly effective controls for research and educational governance.
- Maintain oversight over trainee numbers in the Trust, to include clinical trainees and apprentices
 - Committed to the continuous improvement/lifelong learning of all staff throughout their careers.
 - Gain assurance on the mandatory and training reports

- Maintain oversight over educator numbers in the Trust, to include clinical educators, simulation room educators, data educators.

Governance

- To review the Trust's research, innovation, education and training policies and practices.
- Gain assurance on the development, implementation, and delivery of the Trusts strategies for research, innovation, education, and training
- The Committee shall review annually the Committee's terms of reference and its own effectiveness and recommend to the Board any necessary changes arising therefrom
- To report to the Board on the matters set out in these terms of reference and how the Committee has discharged its responsibilities.
- Where the Committee's monitoring and review activities reveal cause for concern or scope for improvement, it shall make recommendations to the Board on action needed to address the issue or to make improvements.
- To receive and consider chair reports from reporting meetings/groups i.e., Research Committee / Learning and Development Meeting
- To be satisfied that arrangements to address any complaints or concerns made by a third party, Trust employee's, trainees, or students in respect of the Trust's research, innovation, education, or training endeavours are effective.
- To undertake or consider on behalf of the Chairman or the Board such other related tasks or topics as the Chairman or the Board may from to time entrust to the Committee.

APPENDIX F6: Executive Directors Remuneration and Appointments Committee Terms of Reference

Constitution

The Board hereby resolves to establish Committee of the Board to be known as the Executive Directors Remuneration Committee and Appointments Committee

The Committee is a Non-Executive Committee of the Remuneration Committee and has no executive powers other than those specifically delegated in these Terms of Reference.

Purpose

To be responsible for identifying and appointing candidates to fill all the Executive Director positions on the board.

When appointing the Chief Executive Officer, the Committee shall be the Committee described in Schedule 7, 17(3) of the National Health Service Act 2006 (the Act). When appointing other Executive Directors the committee described in Schedule 7, 17(4) of Act

The Committee shall ensure there is a formal, rigorous and transparent procedure for the appointment of new Directors and that Directors are 'fit and proper' to meet the requirements of the general conditions of the Trusts provider licence.

Membership

The membership of the Committee(s) shall vary according to the nature of the business to be discharged at a particular meeting as follows:

For the appointment and remuneration of the Chief Executive Officer

Chair of the Board Non-Executive Directors

The quorum is the Chair and three Non-Executive Directors.

For the appointment of remuneration any other Executive Director

Chair of the Board
Chief Executive Officer
Non-Executive Directors

The quorum is the Chair, Chief Executive Officer and two Non-Executive Directors.

Secretary to the Committee

The Chief People Officer with support from the Assistant Trust Secretary will act as the secretary to the committee(s) and will facilitate and attend all meetings of the committee. S/he will agree the agenda with the Chair of the Committee and other attendees organise the collation and distribution of the papers and keep a record of decisions and recommendations taken.

Attendance

The Committee may request an Independent advisor to attend.

Executive Directors may be requested to attend when the committee considers such issues as succession planning.

The Chief People Officer will attend to facilitate the meeting and provide technical advice if required

Frequency of meetings

Ad hoc

Authority

The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee. The Committee is authorised to obtain outside legal or other independent professional advice and to secure the attendance of others from outside the Trust with relevant experience and expertise if it considers this necessary.

Key Responsibilities

- As Requested by the Board, review the structure, size and composition of the board and make recommendations for changes as appropriate.
- As Requested by the Board, give full consideration to succession planning, taking into account the future challenges, risks and opportunities facing the Trust and the skills and expertise requires within the board of directors to meet them.
- When considering the appointment of Executive Directors, the Appointment Committee must ensure that statutory roles are maintained and will take into account the views of the board of directors regarding the qualifications, skills and experience required.
- The Committee is responsible for ensuring that any Director nominated for a Board position, is “fit and proper” to undertake the role. The requirements, checks and declarations are shown at Appendix F5.1.
- Setting the remuneration of all Executive Directors, including salary and any performance related elements / bonuses or allowances and provision for other benefits including cars
- Ensuring the contractual terms of Executive Directors are in accordance with national policy and guidance, particularly in relation to the termination of employment, notice periods and pension benefits
- Determining whether a proportion of Executive Directors’ remuneration should be linked to corporate and individual performance and, if so, approving an appropriate scheme of performance related remuneration.

Process for the Identification and Nomination of Chief Executive Officer or Executive Directors

The process to be followed for the appointment of a new Chief Executive Officer or Executive Director has been agreed by the Trust Board, and is included in appendix F5.2.

Suggestions for improvement to the process will be feedback to the Trust Board as appropriate, and the process will be periodically updated where agreed.

Reporting

The Chair of the Committee will report to the next meeting of the Board following the Committee, summarising the main issues of the discussion and drawing to the Board’s attention any issues that require disclosure to the full Board or require Executive action.

Details of the Committee and the appointments made will be included in the Trust’s Annual Report. When the Committee has met to appoint Chief Executive Officer, the Chair will prepare a report of the proceeding for the Governors, to assist them in approving the appointment.

Approved by Trust Board

Appendix F6.1: Fit and Proper Person requirements, checks and declarations

- NHS Employers – Employment Checks Requirements
 - Identity
 - Right to Work
 - Professional Registration and Qualifications
 - Employment history and reference
 - Criminal record and barring
 - Work health assessment
- Current and previous directorships
- Conflicts of interest
- Declaration to abide by Standards for Members of NHS boards
- Declaration to abide by Trusts Standards of Business Conduct
- Declaration to maintain confidentiality

The following may not become a member of the Board of Directors

- A person who has been adjudged bankrupt or whose estate has been sequestrated and (in either case) has not been discharged.
- A person who has made a composition or arrangement with, or granted a trust deed for, his or her creditors and has not been discharged in respect of it.
- A person who within the preceding five years has been convicted in the British islands of any offence if a sentence of imprisonment (whether suspected or not) for a period of not less than three months (without the option of a fine) was imposed on him or her).
- A person who has been barred from acting as a governor of an FT or disqualified as a director.
- A person with a history of any action against the principles of the NHS Constitution

Appendix F6.2: Process for the Identification and Nomination of Chief Executive Officer or Executive Director

The standard approach to advertising and recruitment for executive appointments shall be as follows:

- Identify skills gap based on assessment of requirements of the post
- Liaise with the Remuneration Committee to confirm terms & conditions
- Update role description and person specification to reflect skills gap being addressed
- Consideration will be given to the use of agencies to assist with recruitment processes where appropriate
- Advertise through
 - Local and or National newspapers (Shropshire; North Wales; Cheshire)
 - NHS Careers Website/NHS Employers executive vacancies
 - Trust Web Site through link to NHS Careers
 - Email shot to FT Members
 - Email shot to Trust Staff
- Pre-screening - Dependent on the number and standard of applications received the Committee will give consideration to the use of ability and psychometric testing in order to determine a short list for interview Committee (this may be via teleconference)
- Appoint Independent Adviser with appropriate professional background.

For the Appointment of the Chief Executive Officer

Chair of the Board
Minimum of three Non- Executive Directors
Independent Adviser (non-voting)

For the appointment of any other Executive Director

Chair of the Board
Chief Executive Officer
Minimum of two Non-Executive Directors
Independent Adviser (non-voting)

- Interview panel - Prior to the interview, panel members to be allocated areas of questioning, with sample questions to support them together with a scoring matrix to ensure decisions are based on a robust assessment of each applicant
- Interview panel recommendation for appointment of a Chief Executive Officer will be made to the Executive Director Appointment Committee (sitting without the Chief Executive Officer) and subject to the approval of the Council of Governors
- Interview panel recommendation for appointment of an Executive Director will be made to the Executive Director Appointment Committee
- Conditional offer made subject to completion of 'fit and proper' person checks

Suggestions for improvement to the process will be feedback to the Trust Board as appropriate, and the process will be periodically updated where agreed.

APPENDIX F7: Non-Executive Directors Remuneration and Appointment Committee Terms of Reference

Constitution

The Non-Executive Directors Remuneration and Appointment Committee (the Committee) is constituted as a standing committee of the Council of Governors. Its constitution and terms of reference shall be set out below, subject to amendment at future meetings of the Council of Governors.

Purpose

The Committee is responsible for appointing Non-Executive Directors, including the Chair, to the Board of Directors.

The Committee shall ensure there is a formal, rigorous and transparent procedure for the appointment of new Directors and that Directors are 'fit and proper' to meet the requirements of the general conditions of the Trusts provider licence.

The Committee will also periodically be satisfied that plans are in place for orderly succession for appointments to Non-Executive positions, so as to maintain an appropriate balance of skills and experience on the board.

The Committee will recommend to the Council of Governors remuneration and terms of service policy for Non-Executive Directors, taking into account the views of the chair (except in respect of his own remuneration and terms of service) and the Chief Executive Officer and any external advisers.

The Committee will agree the process and receive and evaluate reports about the performance of individual Non-Executive Directors and consider this evaluation output when reviewing remuneration levels.

Membership

The membership of the Committee shall have a majority of governors, and will be chaired by the Chair or by the Senior Independent Director in his absence, and will consist of the following

For the appointment and remuneration of the Chair

Lead Governor
Senior Independent Director of the Board
2 public governors
1 staff governor and/or 1 appointed governor

For the appointment and remuneration of any other Non-Executive Director

Chair of the Board
Lead Governor
2 Public Governors
1 Staff Governor and/or 1 Appointed Governor

Secretary to the Committee

The Trust Secretary will act as the Secretary to the Committee, and will facilitate and attend all meetings of the committee. S/he will agree the agenda with the Chair of the Committee and other attendees organise the collation and distribution of the papers and keep a record of decisions and recommendations taken.

Conflicts of Interest

The Chair of the Trust or any Non-Executive Directors present at Committee meetings will withdraw from discussions concerning their own remuneration of terms of service.

Attendance

The Committee may request an Independent advisor to attend. Director of People will attend to facilitate the meetings and will be available to give technical advice if required.

Frequency of meetings

Ad Hoc

Authority

The Committee is authorised by the Council of Governors to act within its terms of reference and constitution as set out in this document. The Committee is authorised by the Council of Governors, subject to funding and Board approval, to obtain outside legal or other independent professional advice and to secure the attendance of others from outside the Trust with relevant experience and expertise if it considers this necessary. The Committee is also authorised to request such internal information as is necessary and expedient to the fulfilment of its function.

Key Responsibilities

- When considering the appointment of non-executive directors, the appointments committee, on behalf of the council of governors, will take into account the views of the board of directors regarding the qualifications, skills and experience required for each position.

The skills and experience needed across the Non-Executive Directors of the Board, to ensure a broad range of appropriate knowledge and experience to ensure sufficient challenge to the executive team are determined as follows:

- Legal
 - Financial
 - Business Strategy
 - Human Resources
 - Clinical/Research
 - Marketing/PR
- The Committee is responsible for ensuring that any Director nominated for a Board position, is “fit and proper” to undertake the role. The requirements, checks and declarations are shown at Appendix F6.1.
- In adhering to all relevant laws and regulations the Committee will 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, which ensuring that increases are not made where trust or individual performance do not justify them; and
 - Are sensitive to pay and employment conditions elsewhere in the trust (not foregoing that non-executive directors are not employees)

Process for the Identification and Appointment of Non-Executive Directors

The process to be followed for the appointment of a new Chairperson or Non-Executive Director has been agreed by the Council of Governors, and is included in appendix F7.2.

Suggestions for improvement to the process will be fed back to the Council of Governors as appropriate, and the process will be periodically updated where agreed.

Reporting

Formal minutes shall be taken of all Committee meetings and once approved by the Committee, circulated to members of the Council of Governors, unless a conflict of interest, or matter of confidentiality exists.

The Committee will report to the Council of Governors after each meeting.

The Committee shall receive and agree a description of the work of the Committee, its policies and all Non-Executive Director emoluments in order that these are accurately reported in the required format in the trusts annual report.

Details of the Committee and the appointments made will be included in the Trust's Annual Report.

Appendix F7.1: Fit and Proper Person Requirements, Checks and Declarations

- Criminal records checks
- Current and previous directorships
- Previous employment referencing
- Verification of relevant qualifications
- Conflicts of interest
- Reside within a constituency of the Trust
- Be a member of the Trust
- Declaration to abide by Standards for Members of NHS boards
- Declaration to abide by Trusts Standards of Business Conduct
- Declaration to maintain confidentiality

The following may not become a member of the Board of Directors

- A person who has been adjudged bankrupt or whose estate has been sequestrated and (in either case) has not been discharged.
- A person who has made a composition or arrangement with, or granted a trust deed for, his or her creditors and has not been discharged in respect of it.
- A person who within the preceding five years has been convicted in the British islands of any offence if a sentence of imprisonment (whether suspected or not) for a period of not less than three months (without the option of a fine) was imposed on him or her).
- A person who has been barred from acting as a governor of an FT or disqualified as a Director.
- A person with a history of any action against the principles of the NHS Constitution

Appendix F7.2: Process for the Identification and Appointment of Non- Executive Directors

The standard approach to advertising and recruitment for NED appointments shall be as follows:

- Identify skills gap based on assessment of NEDs current skills and experience
- Amend generic role description and person specification to reflect skills gap being addressed
- Appoint Independent Adviser
- Liaise with Non-Executive remuneration Committee to confirm terms and conditions
- Advertise through :
 - Local and or National newspapers (Shropshire; North Wales; Cheshire)
 - Trust Web Site
 - Email shot to FT Members
 - NHS Careers Website
 - Email shot to Trust Staff
- **Applications via on-line form together with covering letter to Director of People**
- Long list (i.e. sift out inappropriate applications by Director of People /Chair)
- Short list agreed by Appointments Committee (this may be via teleconference)
- Nominations committee interview panel - Prior to the interview, panel members to be allocated areas of questioning, with sample questions to support them together with a scoring matrix to ensure decisions are based on a robust assessment of each applicant.
- Appointment Committee recommendation for appointment made to the Council of Governors for approval
- Conditional offer made subject to completion of 'fit and proper' person checks

Suggestions for improvement to the process will be feedback to the Council of Governors as appropriate, and the process will be periodically updated where agreed.