

Strategy and Governance Group of the Council of Governors

The Strategy and Governance Group considers forward planning and strategic issues and makes recommendations to the Council of Governors. The Group assists the Board of Governors to fulfil its duties with regard to the Constitution which requires the Board of Directors to take into account the views of the Council of Governors on the Trust's forward planning. The Strategy and Governance Group is also responsible for reviewing a variety of governance and constitutional matters on behalf of the Council of Governors.

Terms of Reference**1. Membership**

1.1. Membership of the group is conferred by the Council of Governors and shall be made up of at least 8 governors, the majority of whom will be public elected governors.

1.2. Only members of the Group have the right to attend Group meetings. However, other governors may attend provided prior notice has been given to the Group's Chairman. A governor who is not formally a member of the Group would not have a vote but may be invited to speak by the Chairman. Individuals such as the Chief Executive, the Chief Financial Officer or the head of human resources and external advisers may be invited to attend for all or part of any meeting, as and when appropriate.

1.3. Appointments to the Group shall be for a period of one year after which time the membership will be reviewed by the Board of Governors.

1.4. The Council of Governors shall appoint the Group's Chairman and the Group will then appoint its Vice Chairman.

2. Secretary

The Foundation Trust Secretary or their nominee shall act as the Secretary of the Group.

3. Quorum

The quorum necessary for the transaction of business shall be at least 6 governors, the majority of whom should be public elected governors. A duly convened meeting of the Group at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Group.

4. Voting

4.1 Voting at the meeting shall be conducted on a show of hands.

4.2 Each member shall have one vote.

4.3 Matters to be resolved shall be decided by a simple majority of the votes cast by governors. In addition to any vote the Chairman may have as a Governor, he shall have a casting vote.

5. Frequency of Meetings

The Group shall meet at least three times a year and at such other times as the Chairman of the

Group shall require.

6. Notice of Meetings

6.1 Meetings of the Group shall be summoned by the Secretary of the Group at the request of the Chairman of the Group.

6.2. Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Group and any other person required to attend, no later than 7 calendar days before the date of the meeting. Supporting papers shall be sent to Group members and to other attendees as appropriate, at the same time. Papers will be made available to other governors on request.

7. Minutes of Meetings

7.1. The Secretary shall minute the proceedings and resolutions of all Group meetings, including the names of those present and in attendance.

7.2. Minutes of Group meetings agreed with its Chairman shall be circulated promptly to all members of the Group and, once agreed, to all other members of the Council, for information.

8. Duties

The Group shall execute its duties as described in these terms of reference and in addition

- a) Make recommendations to the Council of Governors on the appointment or removal of the Trust's external auditors taking into account the views of the Trust's Audit Committee
- b) Monitor the application of the Constitution and, if necessary, recommend to the Council of Governors suitable changes to improve the working of the Constitution which would then be amended in accordance with Article 20 of the Constitution
- c) Review the wording of the Code of Conduct annually or more frequently if circumstance require (The consideration of possible breaches of the Code of Conduct is a separate matter and the responsibility of the Council of Governors who may set up a separate committee to consider any alleged breaches).
- d) Consider the Council of Governors self-assessment and vacancies on the Council of Governors and elections to fill those vacancies
- e) Consider nominations for hospital honours and nominations for New Year' honours

9. Reporting Responsibilities

9.1. The Group Chairman shall report formally to the Council of Governors on its proceedings after each meeting on all matters within its duties and responsibilities.

9.2. The Group shall make whatever recommendations to the Council of Governors it deems appropriate on any area within the Group's remit where action or improvement is needed.

9.3. The Group shall make a statement in the annual report about its activities. The Chairman of the Group shall attend the Annual General Meeting and provide a written report on the Group's activities for the year and be prepared to respond to any questions on the Group's activities.

10. Other

10.1. The Group shall, at least once a year, review its own performance and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Council of Governors for approval.