

Board of Directors' Meeting Report – 2 May 2017

Agenda item 53/17

Title	Terms of Reference Review
Sponsoring Director	Alan Tobias, Chairman
Author(s)	Brinda Sittapah, Company Secretary
Purpose	To agree the revised terms of reference for Board committees
Previously considered at	Board Committee meetings
Executive Summary	
<p>The Terms of Reference (ToR) of Board Committees are to be reviewed annually by the respective Committee in order to ensure that it fulfils its role as delegated by the Board and acts within its remit. The Board then ratifies the TOR following the review.</p> <p>The Board approved revisions to its Committees ToR in May 2016 in view of the Deloitte Well Led Review recommendations.</p> <p>As part of the Annual Requirement, the ToR has now been reviewed further and is considered fit for purpose.</p> <p>Some changes are being proposed to reflect the changes in the governance structure with the introduction of the joint executive group and the site team.</p> <p>The Quality Assurance Committee ToR was reviewed at its Committee meeting on 19 April and minor changes have been proposed relating to its membership.</p> <p>The Charitable Funds Committee ToR was reviewed at its Committee meeting on 12 April and minor changes have been proposed relating to its membership and those in attendance.</p> <p>The Finance and Resources Committee ToR was reviewed at its Committee meeting on 26 April and minor changes have been proposed pertaining to its membership.</p> <p>The Audit Committee ToR will be reviewed at its meeting on 3 May and no change is being proposed.</p> <p>The only key change that we are proposing to the Board Committees is to combine the Remuneration Committee and the Nominations Committee to make it consistent with the other Trusts in the ESR. The Committee will be called 'Remuneration/Nomination Committee'. There is a proposal to set up a joint Remuneration Committee which intends to comprise of two NEDs (from the current membership of this Rem Com) who would have delegated powers to act on behalf of the Trust in respect of Remuneration matters that relate to the Chief Executive and JEG members only.</p> <p>The ToR of the various Committees are attached and changes are tracked.</p>	
Related Trust Objective	<p>Excellent Patient Outcomes Excellent Patient Experience Engaged and Valued Staff Financial and Operational Sustainability – Financial, Operational, Estate</p>

Related Risk	<p>Risk 1 – Failure to provide adequate patient safety and quality of care</p> <p>Risk 2 – Poor patient experience</p> <p>Risk 3 – Failure to meet operational performance targets</p> <p>Risk 4 – Trust not being financially sustainable</p> <p>Risk 5 – Inability to recruit and retain staff</p> <p>Risk 6 – Unable to maintain estates and facilities to an adequate standard</p>
Essex Success Regime	<p>Does this proposal have any implications for the other Trusts within the Essex Success Regime (BTUH and MEHT) or for the Mid and South Essex health economy as a whole?</p> <p>The aim is to standardise the ToR across the three Trusts and to ensure the ToR reflects the changes made in the governance structure.</p>
Legal implications / regulatory requirements	<p>As per best practice the Board needs to carry out an annual review of its Committees' terms of reference to ensure they are still fit for purpose.</p>
Quality impact assessment	<p>N/A</p>
Equality impact assessment	<p>As far as can be ascertained this paper has no detrimental impact for the 9 protected characteristics under the Equality Act 2010.</p>
<p>Recommendations: The Board is asked to ratify the revised ToR of its Committees and agree to merge the Remuneration Committee with the Nomination Committee.</p>	