

**BOARD OF GOVERNORS**

**TRUST GOVERNANCE MATTERS**

Paper of the Trust Secretary

**1. PURPOSE**

To provide an update to Governors on changes and developments relating to corporate governance arrangements at the Trust.

**2. THE BOARD OF DIRECTORS AND ITS COMMITTEES**

For most of 2008/09, there were five Board sub-committees reporting to the Board, as follows:

- Remuneration Committee
- Nomination Committee
- Audit Committee
- Clinical and Corporate Governance Committee
- Finance, Operations and Performance Committee

Following a review of these committees during 2008/09, these committees were subject to the following changes:

Remuneration Committee and Nomination Committee

These were merged to become a single Remuneration and Nomination Committee.

Audit Committee

Its terms of reference were reviewed to extend its remit to include oversight of all assurance reviews (internal and external) and committees. This brings it into line with the Department of Health model terms of reference.

Clinical and Corporate Governance Committee

This is to be re-named as the Quality and Risk committee, and new terms of reference are in the process of being finalised. It will remain the committee with overarching responsibility for risk, but it will also take responsibility for oversight of the Trust's Quality Accounts. In order to improve the effectiveness of this committee, it is proposed to limit the number of committees reporting to it to committees which have responsibility for quality and risk. This will include the Patient Safety Executive, the Patient Experience committee and the Health and Safety committee. This will take effect from the next meeting of the committee.

Finance, Operations and Performance Committee

In order to ensure that there is in-depth scrutiny of financial and operational performance whilst remaining to allow sufficient air-time at the Board of Directors' meetings for strategic issues, the Board of Directors agreed that this committee should meet monthly and not quarterly from now on, in the week just before the meeting of the Board of Directors, reporting its discussions and concerns to that meeting. The meeting would cease to be chaired by a non-

executive director and would be chaired by the Chief Executive. The first meeting under the new arrangement took place in May 2009.

**3. BOARD UPDATE**

The last Board Update was produced following the 28 February Board meeting. Due to increasing interest through the Freedom of Information Act in the content of Board minutes, all Board minutes from February 2009 are being made available on the Trust's public web-site, replacing the Board Update. Items which should not be in the public domain are covered by a number of exemptions under the Act and will be removed from the public version of the minutes and the reason recorded.

The aim is to produce the public version of the minutes after they have been agreed as an accurate record at the meeting following the one to which they relate. There has been a delay in getting the 2009/10 minutes on the web-site but they will be available imminently.

**4. PROPOSAL**

The Board of Governors is invited to comment on the above developments and to direct any questions or concerns to the Trust Secretary.