

'You matter, we care'

Trust Board Meeting – Part 1	Date: 25 September 2013
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Title:	Review of Board Committee Terms of Reference and Amendments to Standing Orders
Item:	BD/13/185

Executive Director lead and presenter	Emma Roberts, Company Secretary
Report author(s)	Emma Roberts, Company Secretary

History:	<i>None.</i>
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This report is for:	
Decision	X
Discussion	X
To Note	

Executive summary of key issues:
<p>The Terms of Reference for each of the Committees of the Board are reviewed annually to ensure they remain up-to-date, reflect current Trust practice and structure, and support clear escalation and reporting lines from ward to Board.</p> <p>A review of the Terms of Reference for each of the following Committees has been undertaken: Quality and Standards; Finance and Planning; Employee Strategy and Engagement; Audit and Risk; Appointments; Remuneration; and Charitable Funds.</p> <p>Terms of Reference of each Committee are attached as Appendices 1 to 7 of this report.</p> <p>To facilitate the implementation of best practice suggestions made by DAC Beachcroft some minor amendments to the Standing Orders were required. The Standing Orders have therefore been reviewed where these relate to the responsibilities of Board Committees and amendments suggested for the consideration and approval of the Trust Board.</p>

This report addresses these Strategic Objectives:	
Consolidate	X
Integrate	X
Expand	

This report addresses these Values:		
Passion	Doing our best, all of the time	
Respect	Listening, understanding and valuing what you tell us	X
Integrity	Being open, honest, straightforward and reliable	X
Diversity	Relating to everyone as an individual	
Excellence	Striving to provide the highest quality support	X

1. Introduction

To support the implementation of the integrated assurance framework and ensure a consistent approach is taken to the membership and management of our Board Committees, a review of the Terms of Reference of each of the sub-Committees of the Board has been undertaken.

Each document has been reviewed to ensure it complies with the requirements of the Health and Social Care Act 2012, Monitor's Quality Governance Framework and condition FT4 – Governance Arrangements of the NHS Foundation Trust Conditions. The Terms of Reference will therefore ensure that AWP's governance arrangements in respect of the operation of Trust Committees will support the transition to FT.

All documents have also been reviewed for consistency in approach and format of information. Following internal review, documents were further scrutinised by Ray Tarling of DAC Beachcroft, and reviewed by Committee Chairs.

2. Amendments to Committee Terms of Reference

Membership terms of the Quality and Standards Committee have been amended to include a standing invitation for two representatives of the Trust-wide Engagement Group, to include the Involvement Worker for the locality in which the meeting of the Committee is held where possible.

Membership requirements for all Committees have been amended to include reference to the Trust Standing Orders, also tabled for approval by the Board at this meeting, to ensure consistency and clarity of membership requirements. This requires all Committee membership to include two Non-Executive Directors, including the nominated Chair of the Committee. The Committee Terms of Reference are included as Appendices 1 to 7 of this report.

Committee memberships have been updated with the Chair's advice and this is presented as Appendix 8 of this report.

No further significant amendments were made to the areas of responsibility of any Committee.

3. Amendments to Standing Orders

The amended Standing Orders and Standing Financial Instructions document can be found at Appendix 9, with a summary of all amendments made included below at table 1.

4. Conclusion

It is recommended that the Board **considers** the presented Terms of Reference for its Committees and the associated amendments to the Standing Orders, and **approves** these for use by the Trust.

Table 1: Amendments to Standing Orders

Section	Page	Paragraph	From	To	Reason
3.1. Composition of the Membership of the Trust Board	13	3.1.3.2	the Director of Finance and Commerce and Deputy Chief Executive;	the Director of Finance and Deputy Chief Executive;	To reflect redesign and amendment to Executive title
3.1. Composition of the Membership of the Trust Board	13	3.1.3.5.	the Executive Director of Nursing, & Quality	the Executive Director of Nursing	To reflect redesign and amendment to Executive title
3.6. Role of Members	15	3.6.1	The Board will function as a corporate decision-making body, Officer and Non-Officer Members will be full and equal members. Their role as members of the Board of Directors will be to consider the key strategic and managerial issues facing the Trust in carrying out its statutory and other functions.	The Board will function as a corporate decision-making body, Officer and Non-Officer Members will be full and equal members. Their role as members of the Board of Directors will be to consider and challenge key strategic and managerial issues facing the Trust in carrying out its statutory and other functions.	To further define the role of Members in challenging information presented to the Board for consideration.
3.6. Role of Members	15	3.6.4	Director of Finance and Commerce and Deputy Chief Executive	Director of Finance and Deputy Chief Executive	To reflect redesign and amendment to Executive title
4.18. Admission of public and the press	23	4.18.2.2	Guidance should be sought from the NHS Trust's Freedom of Information Lead to ensure correct procedure is followed on matters to be included in the exclusion.	Guidance should be sought from the NHS Trust's Freedom of Information Lead and Head of Communications to ensure correct procedure is followed on matters to be included in the exclusion.	To include the Head of Communications in the provision of guidance on information to be presented to part two of the Board meeting.

5.6. Approval of Appointments to Committees	25	5.6.2.	None.	Appointment to each Board Committees shall be two Non-executive Directors, with the exception of the Remuneration Committee and Appointments Committee whose membership must include all voting Non-executive Director members of the Board.	Addition of the terms of Non-executive Director membership to Board Committees, in line with best practice suggested by DAC Beachcroft. All Terms of Reference have been simplified to refer to the terms of appointment to Committees defined in the Standing Orders.
7.1. Policy statements: general principles	29	7.1.1	The Trust Board will from time to time agree and approve Policy statements/ procedures which will apply to all or specific groups of staff employed by Avon & Wiltshire Mental Health Partnership NHS Trust. The decisions to approve such policies and procedures will be recorded in an appropriate Trust Board minute and will be deemed where appropriate to be an integral part of the Trust's Standing Orders and Standing Financial Instructions.	The Trust Board will agree and approve policy statements/ procedures which will apply to all or specific groups of staff employed by Avon & Wiltshire Mental Health Partnership NHS Trust. The decisions to approve such policies will be recorded in an appropriate Trust Board minute and will be deemed where appropriate to be an integral part of the Trust's Standing Orders and Standing Financial Instructions.	The Terms of Reference for each Committee were varied, with some stating that the Committee had responsibility for approving Trust policies. The Trust's Standing Orders and the Development and Management of Procedural Documents Policy state that only the Trust Board has authority to approve a policy on the recommendation of a Committee. Committees, with support from relevant Executive leads can, however, approve procedures for use. This amendment makes clear the role of the Board in policy approval.
7.1. Policy statements: general principles	29	7.1.2.	None	The Board delegates responsibility for the oversight of policy development to its	Further clarification of the role of Committees in policy development.

				Committees in line with responsibilities defined in Committee Terms of Reference.	
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