

To: Board of Directors

Date of Meeting: 27th April 2017

Agenda Item: 10

Title
Governance Arrangements
Responsible Executive Director
Chief Executive
Prepared by
Director of Corporate Governance
Status
Public
Summary of Proposal
<p>This report sets out the revised governance arrangements for the Trust and seeks Board approval for the terms of reference and membership of the Board Committees</p> <p>The report further seeks Board approval for the appointment of a Deputy Chairman as defined in the Board Standing Orders (2.4)</p>
Implications for Quality of Care
None applicable to this report
Link to Strategic Objectives/Board Assurance Framework
The corporate governance framework is a critical enabler of the delivery of the Trust objectives
Financial Implications
None applicable to this report
Human Resource Implications
None applicable to this report
Recommendation
<p>The Board is asked to:</p> <ul style="list-style-type: none"> • Discuss and approve the proposed future governance arrangements • Approve the Committee structure and Terms of Reference • Approve the Committee chairs and membership • Note the timing of implementation. • Approve the appointment of the Deputy Chairman
Communication and Consultation
Appendices
Terms of reference for Board Committees; Committee membership

Report to the Board of Directors, 27th April 2017 Trust Governance Arrangements

1. Purpose

This paper sets out the proposed governance arrangements for the Trust and seeks Board approval for the governance arrangements and committee terms of reference and membership.

2. Proposed governance arrangements

The current Trust governance arrangements were approved by the Board in April 2016.

The proposed revised governance arrangements are described within this report which outlines the overarching governance framework, and Committee structure.

Terms of Reference for all committees are attached as appendices.

Board of Directors

The Board of Directors will meet regularly to set the Trust's strategic aims, ensuring that the necessary financial and human resources are in place for the Trust to meet its objectives.

Committee structure

The changes to the current Board Committees are detailed below.

Table 2: changes to current Board Committees

Current Committees	Proposed Committee	Main changes
Audit Committee	Audit Committee	No change
Finance, Business and Investment Committee	Finance and Investment Committee	No change
Quality and Performance Committee	Quality and Risk Committee	Committee (and Board) is supported in its work by: <ul style="list-style-type: none"> • Patient Experience and Feedback Committee
Nomination and Remuneration Committee	Nomination and Remuneration Committee	No change
Charitable Funds Committee	Charitable Funds Committee	No change
3Ts Programme Board	3Ts Programme Board	No change
Programmes Board	None	The role of the Programmes Board will be incorporated in the Quality and Risk and

Audit Committee

The purpose of the Audit Committee is to support the Board of Directors to deliver the Trust's responsibilities for the conduct of public business and the stewardship of funds; to be responsible for providing assurance to the Board that appropriate systems of internal control and risk management are in place covering all corporate and clinical areas of the Trust; and to make recommendations to the Board of Directors on the appointment of external auditors, through the Audit Panel.

The Committee seeks to ensure that business is conducted in accordance with the law and proper standards; public money is safeguarded and properly accounted for; Financial Statements are prepared in a timely manner and give a true and fair view of the financial position of the Trust for the period in question; services are managed so as to secure economic, efficient and effective use of resources; and that reasonable steps are taken to prevent and detect fraud and other irregularities.

The Terms of Reference for the Audit Committee are attached at Appendix 1.

Finance and Investment Committee

The purpose of the Finance and Investment Committee is to support the Board to ensure that all appropriate action is taken to achieve the financial objectives of the Trust through regular review of financial strategies and performance, investments, and capital and estates plans and performance

The Terms of Reference for the Finance and Investment Committee are attached at Appendix 2.

Quality and Risk Committee

The purpose of the Quality and Risk Committee is to support the Board in ensuring that the Trust's management and clinical and non-clinical processes and controls are effective in setting and monitoring good standards and continuously improving the quality of services provided by the Trust in line with the principles and values of the Patient First programme

The Terms of Reference for the Quality and Risk Committee are attached at Appendix 3.

The Executive Director of Nursing and Patient Safety will review the arrangements for the provision of assurance to the Quality and Risk Committee and the Board regarding the management of comments, compliments, concerns and complaints from patients and the public so that a process of organisational learning is in place to ensure that identified improvements are embedded within the organisational framework.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee appoints the Chief Executive and Executive Directors and determines their remuneration.

The Terms of Reference for the Nomination and Remuneration Committee is attached at Appendix 4.

Charitable Funds Committee

The Board of Directors is the corporate trustee of Brighton and Sussex University Hospitals NHS Trust Charity. The Charitable Funds Committee discharges the duties of the trustees of the Charity: to oversee the management and control of Charitable Funds; monitor the performance of investments held by the Charity; approve business cases within its delegated limits and make recommendations to the Board of Directors regarding proposed in excess of its delegated authority; and receive financial reports on all of the Charitable Funds

The Terms of Reference for the Charitable Funds Committee are attached at Appendix 5.

3Ts Programme Board

The 3Ts Programme Board provides assurance regarding the development and delivery of the 3Ts programme in line with the Trust's strategy, objectives and priorities and within the Business Case approvals.

The Terms of Reference for the 3Ts Programme Board are attached at Appendix 6.

The Terms of Reference for the Board Committees will be subject to review and amendment, including their Membership in the light of the new roles and structures

3. Committee membership

The proposed membership of the Board Committees is attached at Appendix 7.

Subject to Board approval of the revised arrangements the revised Committee structure will come into effect from May 2017.

4. Appointment of Deputy Chairman

In accordance with the Membership and Procedure Regulations, as detailed in Standing Orders 2.4, the Board of Directors may appoint one of their number, who is not also an executive member, to be Deputy Chairman.

The Board is asked to appoint Mike Rymer as Deputy Chairman for the period until 31st March 2018.

5. Recommendations

The Board is asked to:

- Discuss and approve the proposed future governance arrangements
- Approve the Committee structure and Terms of Reference
- Approve the Committee Chairs and membership
- Note the timing of implementation.
- Approve the appointment of the Deputy Chairman

Dominic Ford

Director of Corporate Governance & Board Secretary

April 2017