

# Group Governance Manual

## Document Control Sheet

Version	Date	Reviewer(s)	Revision Description
0.1 Draft	21-02-2025	Chief Executive	First review
0.2 Draft	22-02-2025	Chief Executive	Feedback
0.3 Draft	04-03-2025	Executive Team	Second review
0.4 Draft	07-03-2025	Trust Boards	Early preview
0.4 Draft	14-03-2025	Browne Jacobson	Comments
1.0 Final	19-03-2025	Norfolk Community Health and Care NHS Trust	For approval
1.1 Final	19-03-2025	Browne Jacobson / Trust Secretary	Minor amendment for consistency, and additional delegation to Accountable Emergency Officer
1.1 Final	26-03-2025	Cambridgeshire Community Services NHS Trust	For approval
1.2 Final	01-04-2025	Group Trust Board	To adopt

## Document Status

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## Sustainable Development – Environmental



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## Glossary of Terms

Term	Definition
Accountable Officer	<p>The accountable officer (AO) in an NHS organisation is responsible for ensuring that the organisation:</p> <ul style="list-style-type: none"> <li>- operates effectively, economically and with probity</li> <li>- makes good use of their resources</li> <li>- keeps proper accounts</li> </ul> <p>Accountable officers are ultimately accountable to Parliament. In an NHS trust the accountable officer is the chief executive. They are accountable to Parliament via the Department of Health and Social Care (DHSC) accounting officer and the Secretary of State for Health and Social Care.</p>
Assurance	<p>In the NHS, assurance refers to the process by which the board and its committees confirm that the organisation is operating as it should. Confidence in operating performance can be found through several sources, for example, internal and external audit reports; Care Quality Commission inspections and internal management reports.</p>
Audit Committee	<p>The audit committee is a statutory committee of each Trust and fulfils the role of the auditor panel as required by the Local Audit and Accountability Act 2014. Comprising only of non-executive directors, its role is to review and report on the relevance and rigour of the governance structures in place and the assurances the board receives.</p>
Board	<p>The board is an NHS organisation's pre-eminent group that takes corporate responsibility for the strategies and actions of the organisation and is accountable to the public and Parliament. It sets the strategy and objectives for the organisation, monitors their achievement and looks for</p>

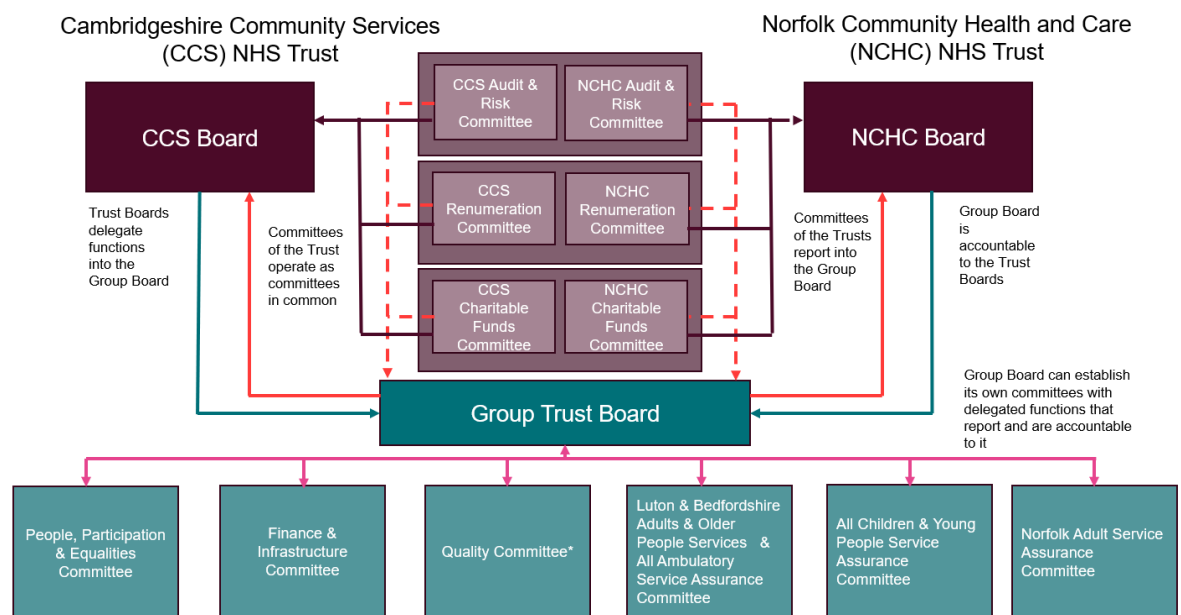
Term	Definition
	potential problems and risks that might prevent them from being achieved.
Clinical Audit	A quality improvement process that seeks to improve patient care and outcomes through systematic review of care against explicit criteria and the implementation of change.
Committee in Common	An arrangement where each participating organisation uses its statutory powers to establish a committee which may have delegated functions or decision-making powers in respect of the parent organisation only. Decisions delegated to a committee do not need to be referred to the boards of the participating organisations. Decisions are made by each committee meeting in common (i.e. together) but to be binding on all organisations all committees need to agree. Terms of reference for each committee will be shared or aligned.
Conflict of Interest	<p>A 'conflict of interest' is defined as:            "A set of circumstances by which a reasonable person would consider that an individual's ability to apply judgement or act, in the context of delivering, commissioning, or assuring taxpayer funded health and care services is, or could be, impaired or influenced by another interest they hold".</p> <p>A conflict of interest may be:</p> <ul style="list-style-type: none"> <li>▪ <b>actual</b> – there is a material conflict between 1 or more interests</li> <li>▪ <b>potential</b> – there is the possibility of a material conflict between 1 or more interests in the future</li> </ul>
Governance	The system by which organisations are directed and controlled. It is concerned with how an organisation is run, how it structures itself and how it is led.
Joint Committee	An arrangement where the participating organisations use their statutory powers to establish a joint committee of all the participating organisations. The committee has delegated functions or decision-making

Term	Definition
	powers in respect of all the parent organisations collectively. Decisions do not need to be referred to the boards of the participating organisations. Decisions are made by the committee collectively and it has a single terms of reference.
Nolan Principles	<p>The Nolan principles of public life are the key principles of how individuals and organisations in the public sector should conduct themselves.</p> <p>The principles are:</p> <ul style="list-style-type: none"> <li>- selflessness</li> <li>- integrity</li> <li>- objectivity</li> <li>- accountability</li> <li>- openness</li> <li>- honesty</li> <li>- leadership</li> </ul>
Non-Executive Director	A non-executive director (NED) is a member of the board of directors but is not employed by the organisation. NEDs are appointed by NHS England for NHS trusts and are chosen based on their individual skills and what they will bring to the overall composition of the board. They are expected to scrutinise and challenge decisions and strategies.
Partnership Agreement	The agreement between the Trusts setting out how they will work together as a group.
Scheme of Reservation and Delegation	The scheme of reservation and delegation (SORD) is a document setting out the delegation of actions and decisions within an organisation.
Standing Financial Instructions	Standing financial instructions (SFIs) set out the organisation's detailed financial procedures and responsibilities. They may also be known as prime financial policies. They are designed to ensure that NHS organisations account fully and openly for all that they do.

Term	Definition
Standing Orders	Standing orders (SOs) provide a comprehensive framework for carrying out activities within NHS bodies. They translate an organisation's statutory powers into a series of practical rules designed to protect the interests of both the organisation and its staff.

## 1.0 Introduction

- 1.1 The Group Governance Manual provides information to Cambridgeshire Community Services NHS Trust and Norfolk Community Health and Care NHS Trust about how the Trust(s) will conduct their affairs and the arrangements for the exercise of their joint functions.
- 1.2 The Trust(s) are accountable for exercising their statutory functions and may grant authority to act on their behalf to:
- (a) The Trust Board of each Trust
  - (b) The Group Trust Board
  - (c) A committee or sub-committee of the Trust(s)
  - (d) Any of its Board members or employees
  - (e) Board-level roles
- 1.3 The Trust(s) have established several committees to assist them with the discharge of their functions and may authorise the establishment of other committees or sub-committees or other assurance groups:



Group Governance Model 1

- 1.4 No committee, sub-committee or other assurance group shall be established without appropriate authorisation in line with the Scheme of Reservation and Delegation, and form part of the Group Governance Manual.

- 1.5 The following committees have been established:
- Audit and Risk (In Common)
  - Charitable Funds (In Common)
  - Finance and Infrastructure (Joint)
  - People Participation and Equalities (Joint)
  - Quality (In Common)
  - Remuneration (In Common)
  - Children and Young People Service Assurance (Joint)
  - Luton and Bedfordshire Adults & Older People Services, and Ambulatory Care Service Assurance (Joint)
  - Norfolk Adult Services Service Assurance (Joint).
- 1.6 The Trust(s) have agreed a set of Standing Orders, which describe the processes that are employed to undertake its business, and form part of the Group Governance Manual.
- 1.7 The Trust(s) have agreed to continue to each use their existing Standing Financial Instructions.
- 1.8 All members and attendees of the Group Trust Board, its committees and sub-committees, including joint committees are required to comply with the terms of the Partnership Agreement and follow the NHS information governance rules on confidentiality.
- 1.9 These rules must be observed by all who work within the Trust(s) and have access to personal or confidential information. All members and attendees are also required to comply with the UK General Data Protection Regulation, the Data Protection Act 2018, and the common law duty of confidentiality.
- 1.10 Common law requires there to be a lawful basis for the use or disclosure of personal information that is held in confidence, for example:
- Where the individual has capacity and has given valid informed consent
  - Where disclosure is in the overriding public interest
  - Where there is a statutory basis or legal duty to disclose, e.g., by court order

## Standing Orders

### 1. Introduction

#### 1.1 Statutory Framework

- (1) Cambridgeshire Community Services NHS Trust is a statutory body which came into existence on 1 April 2010 under The Cambridgeshire Community Services NHS Trust ([Establishment](#)) Order 2010 No 2010 No. 727. Norfolk Community Health and Care NHS Trust is a statutory body which came into existence on 1 November 2010 under The Norfolk Community Health and Care National Health Service Trust ([Establishment](#)) Order 2010 No. 2466. The Group Trust Board was established on 1 April 2025.
- (2) Should any difficulties arise regarding the interpretation or application of any of the Standing Orders (SO), then the advice of the Company Secretary must be sought before acting. The user of these SOs should also be familiar with and comply with the provisions of each Trust's Standing Financial Instructions (SFIs). Note procedures for Tendering, Quotations and Contracts and the Schedule of Powers Reserved to the Board of Directors.
- (3) The principal place of business of the Cambridgeshire Community Services NHS Trust is Units 7 & 8, Meadow Lane, St Ives, PE27 4LG. The principal place of business of the Norfolk Community Health and Care NHS Trust is Woodlands House, Norwich Community Hospital, Bowthorpe Road, Norwich NR2 3TU.
- (4) NHS Trusts are governed by legislation, namely the National Health Service Act 2006 (2006 Act) and the National Health Service Trusts (Membership and Procedure) Regulations 1990 (1990 Regulations) and the Trusts' NHS provider licence issued by NHS England.
- (5) As a statutory body, the Trust has specified powers to contract in its own name and to act as a corporate trustee. In the latter role it is accountable to the Charity Commission for those funds deemed to be charitable as well as to the Secretary of State for Health and Social Care.
- (6) The 1990 Regulations requires the Trust to adopt SOs for the regulation of its proceedings and business. The Trust must also adopt SFI as an integral part of SOs setting out the responsibilities of individuals.
- (7) The Trust will also be bound by such other legislation and policy which govern the conduct of its affairs. Failure to comply with the SOs, SFIs or Scheme of Reservation and Delegation can, in certain circumstances, be regarded as a disciplinary matter that could result in dismissal.

- (8) Overriding SOs: If, for any reason, these SOs are not complied with, full details of the non-compliance and any justification for non-compliance and the circumstances around the non-compliance shall be reported to the next formal meeting of the Audit Committee for referring action or ratification.
- (9) All members of the Group Trust Board and staff have a duty to disclose any non-compliance with these SOs to the Company Secretary as soon as possible.

## **1.2 NHS Framework**

- (1) In addition to the statutory requirements the NHS England and / or Secretary of State through the Department of Health and Social Care may issue further directions and guidance which the Trust must have regard to.
- (2) The 1990 Regulations require that, inter alia, Boards draw up a schedule of decisions reserved to the Board and ensure that management arrangements are in place to enable responsibility to be clearly delegated to senior executives (a scheme of delegation). The Trust is also required to establish an auditor panel in accordance with the Local Audit and Accountability Act 2014 and the Local Audit (Health Service Bodies Auditor Panel and Independence) Regulations 2015 and remuneration committees in accordance with the 1990 Regulations. The 1990 Regulations makes various requirements concerning possible conflicts of interest of Board members.
- (3) In addition to the statutory requirements NHS England and / or the Secretary of State through the Department of Health and Social Care issues further directions and guidance. Members and employees should take note of the requirements of:
  - NHS England's guidance Managing conflicts of interest in the NHS (September 2024)
  - The Code of Conduct for NHS Managers (October 2002)
  - The Care Quality Commission's Duty of Candour. This is a legal requirement for health and social care providers in the UK, set out in Regulation 20 of The Health and Social Care Act 2008 (Regulated Activities) Regulations 2014
  - NHS England's Code of Governance for NHS Provider Trusts (October 2022)

## **1.3 Delegation of functions, duties and powers**

- (1) The Trust has powers to delegate and the SOs set out the detail of these arrangements. Under the SO relating to the Arrangements for the Exercise of Functions (SO 5) the Trust is given powers to "make arrangements for the exercise, on behalf of the Trust of any of their functions by a committee, sub-committee or joint committee appointed by virtue of (SO 4) or by an officer of the Trust, in each case subject to such restrictions and conditions as the Trust thinks fit or as the Secretary of State for Health and Social Care may direct". Delegated Powers are covered in the Scheme of Reservation and Delegation.

## **2.1 Composition of membership, tenure and role of members**

### **Composition of the membership of the Trust(s) Boards**

- (1) In accordance with the Establishment Order of each Trust, the composition of the Trust(s) Boards shall be:

#### **Cambridgeshire Community Services NHS Trust**

- a) The Group Chair (appointed by the NHS England).
- b) Six Non-Executive Directors (appointed by NHS England) including a Vice Chair.
- c) Five Executive Directors including:
  - Chief Executive Officer
  - Chief Finances and Resources Officer
  - Chief Medical Officer
  - Chief Nursing and Allied Health Professional Officer
  - Chief People Officer and Deputy Chief Executive
- d) Other Executive Directors will attend Board meetings as members in a non-voting capacity including:
  - Chief Information Officer
  - Director of Corporate Affairs
  - Director of Strategy and Transformation

#### **Norfolk Community Health and Care NHS Trust**

- a) The Group Chair (appointed by the NHS England).
- b) Five Non-Executive Directors (appointed by NHS England) including a Vice Chair.
- c) Five Executive Directors including:
  - Chief Executive Officer
  - Chief Finances and Resources Officer
  - Chief Medical Officer
  - Chief Nursing and Allied Health Professional Officer
  - Chief People Officer and Deputy Chief Executive
- d) Other Executive Directors will attend Board meetings as members in a non-voting capacity including:
  - Chief Information Officer
  - Director of Corporate Affairs
  - Director of Strategy and Transformation

## **Composition of the membership of the Group Trust Board**

- (2) In accordance with the Terms of Reference of the Group Trust Board, the composition of the Group Trust Board shall be:
- a) The Group Chair (appointed by the NHS England).
  - b) Seven Non-Executive Directors (appointed by NHS England), including a Vice-Chair for Norfolk Community Health and Care NHS Trust, and a Vice-Chair for Cambridgeshire Community Services NHS Trust.
  - c) Five Executive Directors including:
    - Chief Executive Officer
    - Chief Finances and Resources Officer
    - Chief Medical Officer
    - Chief Nursing and Allied Health Professional Officer
    - Chief People Officer and Deputy Chief Executive
  - d) Other Executive Directors will attend Board meetings as members in a non-voting capacity including:
    - Chief Information Officer
    - Director of Corporate Affairs
    - Director of Strategy and Transformation
- (3) The Trust(s) shall ensure that each Trust continues to maintain a statutory Trust Board in accordance with the requirements of its Establishment Order.

### **2.2 Appointment of chair and members of the trust**

- (1) The Chairman is appointed by NHS England, but otherwise the appointment and tenure of office of the Chairman and members are set out in the 1990 Regulations.

### **2.3 Terms of office of the chair and members**

- (1) The rules governing the period of tenure of office of the Chairman and Directors and the termination or suspension of office of the Chairman and Directors are contained in the 1990 Regulations.

### **2.4 Appointment and powers of vice-chair**

- (1) Subject to SO 2.4 (2) below, the Chair and non-executive members of the Trust board may appoint one or more of their numbers, to be Vice-Chair and Senior Independent Director, for such period, not exceeding the remainder of his term as a non-executive member of the Trust, as they may specify on appointing him.
- (2) Any member so appointed may at any time resign from the office of Vice-Chair by giving notice in writing to the Chair. The Chair and members may thereupon appoint another member as Vice-Chair in accordance with the provisions of SO 2.4(1).

- (3) Where the Group Chair has been unable to perform their duties as Chair owing to illness or any other cause, a Vice-Chair shall act as Chair until a new Chair is appointed or the existing Chair resumes their duties, as the case may be; and references to the Chair in these SOs shall, so long as there is no Chair able to perform those duties, be taken to include references to the Vice-Chair.

## **2.5 Joint members**

- (1) Where more than one person is appointed jointly to a post mentioned in regulation 4 of the Regulations those persons shall count for the purpose of SO 2.1 as one person.
- (2) Where the office of a member of the Board is shared jointly by more than one person:
  - a) Either or both of those persons may attend or take part in meetings of the Board.
  - b) If both are present at a meeting, they should cast one vote if they agree.
  - c) In the case of disagreements, no vote should be cast.
  - d) The presence of either or both of those persons should count as the presence of one person for the purposes of SO 3.11 Quorum.

## **2.6 Local involvement networks**

- (1) A representative from Healthwatch organisations in Cambridgeshire and Peterborough, Bedfordshire, Luton and Milton Keynes, and Norfolk and Waveney shall be invited to attend all meetings of the Public Board, as members of the public.

## **2.7 Role of members**

- (1) The Board will function as a unitary decision-making body; Executive and Non-Executive Directors will be full and equal members. Their role as members of the Group Trust Board will be to consider the key strategic and managerial issues facing the Trust in carrying out its statutory and other functions.

## **2.8 Chief Executive Officer**

- (1) The Chief Executive Officer shall be responsible for the overall performance of the executive functions of the Trust. They are the Accountable Officer for the Trust and shall be responsible for ensuring the discharge of obligations under the 2006 Act and in line with the requirements of the Accountable Officer Memorandum for Trust Chief Executives.

## **2.9 Chief Finances and Resources Officer**

- (1) The Chief Finances and Resources Officer shall be responsible for the provision of financial advice to the Trust and to its members and for the supervision of financial control and accounting systems. They shall be responsible along with the Chief Executive for ensuring the discharge of obligations under the 2006 Act.

## **2.10 Executive Directors**

- (1) Executive Directors shall exercise their authority within the terms of these SOs and SFIs and the Scheme of Delegation.

## **2.11 Chair**

- (1) The Chair shall be responsible for the operation of the Board and chair all Board meetings when present. The Chair has certain delegated executive powers. The Chair must comply with the terms of appointment and with these SO.
- (2) The Chair shall liaise with the NHS England over the appointment of Non-Executive Directors and once appointed shall take responsibility either directly or indirectly for their induction, their portfolios of interests and assignments, and their performance.
- (3) The Chair shall work in close harmony with the Chief Executive and shall ensure that key and appropriate issues are discussed by the Board in a timely manner with all the necessary information and advice being made available to the Board to inform the debate and ultimate resolutions.

## **2.12 Non-Executive Directors**

- (1) The Non-Executive Directors shall not be granted, nor shall they seek to exercise any individual executive powers on behalf of the Trust. They may however, exercise collective authority when acting as members of or when chairing a committee of the Trust which has delegated powers.

## **2.13 Corporate role of the Board**

- (1) The Board is responsible for ensuring the health and care services the Trust(s) provide for patients are high quality and safe. The Board also promotes the long-term sustainability of the Trust as part of its integrated care system serving the wider population and healthcare system. The Board has a collective responsibility for:
  - Ensuring high quality and effective care for all patients and service users.
  - Setting strategic direction, ensuring the Executive has appropriate capacity and capability to monitor and manage quality of care and operational delivery.
  - Adding value to the success of the Trust and its system using prudent and effective controls to lead the Trust.
  - Promoting and adhering to the Trust's values.
  - Ensuring the Trust's obligations and duties are met.

## **2.14 Schedule of matters reserved to the Board and scheme of delegation**

- (1) The Board has resolved that certain powers and decisions may only be exercised by the Board in formal session. These powers and decisions are set out in the Scheme of Reservation and Delegation.

## **2.15 Lead roles for Board members**

- (1) The Chair will ensure that the designation of Lead roles or appointments of Board members as required by the Department of Health and Social Care, or as set out in any statutory or other guidance, will be made in accordance with that guidance or statutory requirement.

## **3. Meetings of the Board**

### **3.1 Calling meetings**

- (1) Ordinary meetings of the Board shall be held at regular intervals at such times and places as the Board may determine.
- (2) The Chair may call a meeting of the Board at any time.
- (3) One third or more members of the Board may requisition a meeting in writing. If the Chair refuses, or fails, to call a meeting within seven days of a requisition being presented, the members signing the requisition may forthwith call a meeting.

### **3.2 Notice of meetings and the business to be transacted**

- (1) Before each meeting of the Board a written notice specifying the business proposed to be transacted shall be delivered to every member or sent by post to the usual place of residence of each member, to be available to members at least three clear days before the meeting. The notice shall be signed by the Chair or by an officer authorised by the Chair to sign on their behalf. Want of service of such a notice on any member shall not affect the validity of a meeting.
- (2) In the case of a meeting called by members in default of the Chair calling the meeting, the notice shall be signed by those members.
- (3) No business shall be transacted at the meeting other than that specified on the agenda, or emergency motions allowed under SO 3.6, or urgent business (agreed with the Chair) that has occurred since the publication of the agenda.
- (4) A member desiring a matter to be included on an agenda shall make their request in writing to the Chair at least 15 clear days before the meeting. The request should state whether the item of business is proposed to be transacted in the presence of the public and should include appropriate supporting information. Requests made less than 15 days before a meeting may be included on the agenda at the discretion of the Chair.
- (5) Before each meeting of the Board a public notice of the time and place of the meeting, and the public part of the agenda, shall be posted online via the Trust(s) websites at least three clear days before the meeting, required by the Public Bodies (Admission to Meetings) Act 1960 Section 1(4)(a).

### **3.3 Agenda and supporting papers**

- (1) The agenda will be sent to members at least five working days before the meeting and supporting papers, whenever possible, shall accompany the agenda, but will certainly be dispatched no later than three clear days before the meeting, save in emergency.

### **3.4 Petitions**

- (1) Where a petition has been received by the Trust(s), the Chair shall include the petition as an item for the agenda of the next meeting.

### **3.5 Notice of motion**

- (1) Subject to the provision of SOs 3.7 'Motions: Procedure at and during a meeting' and 3.8 'Motions to rescind a resolution', a member of the Board wishing to move a motion shall send a written notice to the Company Secretary, who will ensure that it is brought to the immediate attention of the Chair.
- (2) The notice shall be delivered at least fifteen clear days before the meeting. The Company Secretary shall include in the agenda for the meeting all notices so received that are in order and permissible under governing regulations. This SO shall not prevent any motion being withdrawn or moved without notice on any business mentioned on the agenda for the meeting.

### **3.6 Emergency motions**

- (1) Subject to the agreement of the Chair, and subject also to the provision of SO 3.7 'Motions: Procedure at and during a meeting', a member of the Board may give written notice of an emergency motion after the issue of the notice of meeting and agenda, up to one hour before the time fixed for the meeting. The notice shall state the grounds of urgency. If in order, it shall be declared to the Board at the commencement of the business of the meeting as an additional item included in the agenda. The Chair's decision to include the item shall be final.

### **3.7 Motions: procedure at and during a meeting**

#### **(1) Who may propose**

A motion may be proposed by the Chair of the meeting or any member present. It must also be seconded by another member.

#### **(2) Contents of motions**

The Chair may exclude from the debate at their discretion any such motion of which notice was not given on the notice summoning the meeting other than a motion relating to:

- The reception of a report
- Consideration of any item of business before the Board
- The accuracy of minutes
- That the Board proceed to next business
- That the Board adjourn
- That the question be now put

**(3) Amendments to motions**

A motion for amendment shall not be discussed unless it has been proposed and seconded. Amendments to motions shall be moved relevant to the motion and shall not have the effect of negating the motion before the Board. If there are several amendments, they shall be considered one at a time. When a motion has been amended, the amended motion shall become the substantive motion before the meeting, upon which any further amendment may be moved.

**(4) Rights of reply to motions**

(a) Amendments

- i. The mover of an amendment may reply to the debate on their amendment immediately prior to the mover of the original motion, who shall have the right of reply at the close of debate on the amendment but may not otherwise speak on it.

(b) Substantive / original motion

- i. The member who proposed the substantive motion shall have a right of reply at the close of any debate on the motion.

**(5) Withdrawing a motion**

A motion, or an amendment to a motion, may be withdrawn.

**(6) Motions once under debate**

When a motion is under debate, no motion may be moved other than:

- An amendment to the motion
- The adjournment of the discussion, or the meeting
- That the meeting proceeds to the next business
- That the question should be now put
- The appointment of an 'ad hoc' committee to deal with a specific item of business
- That a member / director be not further heard
- A motion under Section I (2) or Section I (8) of the Public Bodies (Admissions to Meetings) Act 1960 resolving to exclude the public, including the press (see SO 3.17)

In those cases where the motion is either that the meeting proceeds to the 'next business' or 'that the question be now put' in the interests of objectivity these should only be put forward by a member of the Board who has not taken part in the debate and who is eligible to vote.

If a motion to proceed to the next business or that the question be now put, is carried, the Chair should give the mover of the substantive motion under debate a right of reply, if not already exercised. The matter should then be put to the vote.

### **3.8 Motions to rescind a resolution**

- (1) Notice of motion to rescind any resolution (or the general substance of any resolution) which has been passed within the preceding six calendar months shall bear the signature of the member who gives it and also the signature of three other members, and before considering any such motion of which notice shall have been given, the Board may refer the matter to any appropriate Committee or the Chief Executive for recommendation.
- (2) When any such motion has been dealt with by the Board it shall not be competent for any director / member other than the Chair to propose a motion to the same effect within six months. This SO shall not apply to motions moved in pursuance of a report or recommendations of a Committee or the Chief Executive.

### **3.9 Group chair**

- (1) At any meeting of the Board the Chair, if present, shall preside. If the Chair is absent from the meeting, the Vice-Chair, if present, shall preside.
- (2) If the Chair and Vice-Chair are absent, such member (who is not also an Officer Member of the Trust) as the members present shall choose shall preside.

### **3.10 Chair's ruling**

- (1) The decision of the Chair of the meeting on questions of order, relevancy and regularity (including procedure on handling motions) and their interpretation of the SOs and SFIs, at the meeting, shall be final.

### **3.11 Quorum**

- (1) No business shall be transacted at a meeting unless at least one-third of the whole number of the Chair and members (including at least one member who is also an Executive Director of the Trust and one member who is a Non-Executive Director) is present.
- (2) An Officer in attendance for an Executive Director (Officer Member) but without formal acting up status may not count towards the quorum.

- (3) If the Chair or member has been disqualified from participating in the discussion on any matter and / or from voting on any resolution by reason of a declaration of a conflict of interest (SO 7) that person shall no longer count towards the quorum. If a quorum is then not available for the discussion and/or the passing of a resolution on any matter, that matter may not be discussed further or voted upon at that meeting. Such a position shall be recorded in the minutes of the meeting. The meeting must then proceed to the next business.

### **3.12 Voting**

- (1) Save as provided in SOs 3.13 - Suspension of SOs and 3.14 - Variation and Amendment of SOs, every question put to a vote at a meeting shall be determined by a majority of the votes of members present and voting on the question. In the case of an equal vote, the person presiding (i.e., the Chair of the meeting shall have a second, and casting vote.
- (2) At the discretion of the Chair all questions put to the vote shall be determined by oral expression or by a show of hands, unless the Chair directs otherwise, or it is proposed, seconded and carried that a vote be taken by paper ballot.
- (3) If at least one third of the members present so request, the voting on any question may be recorded to show how each member present voted or did not vote (except when conducted by paper ballot).
- (4) If a member so requests, their vote shall be recorded by name.
- (5) In no circumstances may an absent member vote by proxy. Absence is defined as being absent at the time of the vote.
- (6) A manager who has been formally appointed to act up for an Officer Member during a period of incapacity or temporarily to fill an Executive Director vacancy shall be entitled to exercise the voting rights of the Officer Member.
- (7) A manager attending the Board meeting to represent an Officer Member during a period of incapacity or temporary absence without formal acting up status may not exercise the voting rights of the Officer Member. An Officer's status when attending a meeting shall be recorded in the minutes.
- (8) For the voting rules relating to joint members see SO 2.5.

### **3.13 Suspension of standing orders**

- (1) Except where this would contravene any statutory provision or any direction made by the Secretary of State for Health and Social Care or the rules relating to the Quorum (SO 3.11), any one or more of the SOs may be suspended at any meeting, provided that at least two-thirds of the whole number of the members of the Board are present (including at least one member who is an Officer Member of the Trust and one member who is not) and that at least two-thirds of those members present signify their

agreement to such suspension. The reason for the suspension shall be recorded in the Board's minutes.

- (2) A separate record of matters discussed during the suspension of SO shall be made and shall be available to the Chair and members of the Trust.
- (3) No formal business may be transacted while SOs are suspended.
- (4) The Audit and Risk Committee shall review every decision to suspend SOs.

### **3.14 Variation and amendment of standing orders**

- (1) These SO shall not be varied except in the following circumstances:
  - Upon a notice of motion under SO 3.5
  - Upon a recommendation of the Chair or Chief Executive included on the agenda for the meeting
  - That two thirds of the Board members are present at the meeting where the variation or amendment is being discussed, and that at least half of the Trust's Non-Officer members vote in favour of the amendment
  - Providing that any variation or amendment does not contravene a statutory provision or direction made by the Secretary of State for Health and Social Care

### **3.15 Record of attendance**

- (1) The names of the Board members and other Executive Directors present at the meeting shall be recorded.

### **3.16 Minutes**

- (1) The minutes of the proceedings of a meeting shall be drawn up and submitted for agreement at the next ensuing meeting where they shall be signed by the person presiding at it. No discussion shall take place upon the minutes except upon their accuracy or where the Chair considers discussion appropriate. Where providing a record of a public meeting the minutes shall be made available to the public.

### **3.17 Admission of public and the press**

- (1) **Admission and exclusion on grounds of confidentiality of business to be transacted**

The public and representatives of the press may attend all public meetings of the Trust(s), but shall be required to withdraw upon the Board resolving as follows:

“That representatives of the press, and other members of the public, be excluded from the remainder of this meeting having regard to the confidential nature of the business to be transacted, publicity on which would be prejudicial to the public interest', Section 1(2), Public Bodies (Admission to Meetings) Act 1960.”

(2) **General disturbances**

The Chair (or Vice-Chair) or the person presiding over the meeting shall give such directions as he thinks fit with regard to the arrangements for meetings and accommodation of the public and representatives of the press such as to ensure that the Trust(s) business shall be conducted without interruption and disruption and, without prejudice to the power to exclude on grounds of the confidential nature of the business to be transacted, the public will be required to withdraw upon the Board resolving as follows:

“That in the interests of public order the meeting adjourn for (the period to be specified) to enable the Board to complete its business without the presence of the public’.  
Section 1(8) Public Bodies (Admissions to Meetings) Act 1960.”

(3) **Business proposed to be transacted when the press and public have been excluded from a meeting**

Matters to be dealt with by the Board following the exclusion of representatives of the press, and other members of the public, as provided in (1) and (2) above, shall be confidential to the members of the Board.

Members and Officers or any employee of the Trust in attendance shall not reveal or disclose the contents of papers marked 'In Confidence' or minutes headed 'in Private' outside of the Trust(s), without the express permission of the Trust(s). This prohibition shall apply equally to the content of any discussion during the Board meeting which may take place on such reports or papers.

(4) **Use of mechanical or electrical equipment for recording or transmission of meetings**

Nothing in these SOs shall be construed as permitting the introduction by the public, or press representatives, to record proceedings in any manner whatsoever, other than writing, or to make any oral report of proceedings as they take place without the prior agreement of the Board.

### **3.18 Observers at trust meetings**

- (1) The Trust(s) will decide what arrangements it feels are appropriate to offer in extending an invitation to observers to attend and address any of the Board's meetings, as it deems fit.

## **4. Appointment of committees and sub-committees**

### **4.1 Appointment of committees**

- (1) Subject to such directions as may be given by NHS England or the Secretary of State for Health and Social Care, the Board may appoint committees of the Trust(s).

The Board shall determine the membership and terms of reference of committees and sub-committees and shall if it requires to, receive and consider reports of such committees.

#### **4.2 Joint committees**

- (1) Joint committees may be appointed by the Trust(s) by joining together with one or more other NHS bodies consisting, wholly or partly, of the Chair and members of the Trust or other NHS bodies, or wholly of persons who are not members of the Trust or other NHS bodies in question including without limitation in the exercise of powers under section 65Z5 and 65Z6 of the 2006 Act.
- (2) Any committee or joint committee appointed under this SO may, subject to such directions as may be given by NHS England or the Secretary of State for Health and Social Care or the Trust or other NHS bodies in question, appoint sub-committees consisting wholly or partly of members of the committees or joint committee (whether or not they are members of the Trust or health bodies in question) or wholly of persons who are not members of the Trust or NHS bodies in question or the committee of the Trust or NHS bodies in question.

#### **4.3 Applicability of standing orders and standing financial instructions to committees**

- (1) The SOs and SFIs of the Trust(s), as far as they are applicable, shall as appropriately apply to meetings and any committees established by the Trust(s) including the Group Trust Board. In which case the term “Chair” is to be read as a reference to the Chair of other committee as the context permits, and the term “member” is to be read as a reference to a member of another committee also as the context permits. (There is no requirement to hold meetings of committees established by the Trust in public.)

#### **4.4 Terms of reference**

- (1) Each such committee shall have such terms of reference and powers and be subject to such conditions (as to reporting back to the Board), as the Board shall decide and shall be in accordance with any legislation and regulation, or direction issued by the Secretary of State for Health and Social Care. Such terms of reference shall have effect as if incorporated into the SO.

#### **4.5 Delegation of powers by committees to sub-committees**

- (1) Where committees are authorised to establish sub-committees, they may not delegate executive powers to the sub-committee unless expressly authorised by the Board.

#### **4.6 Approval of appointments to committees**

- (1) The Board shall approve the appointments to each of the committees which it has formally constituted.

Where the Board determines, and regulations permit, that persons, who are neither members nor officers, shall be appointed to a committee the terms of such appointment shall be within the powers of the Board as defined by NHS England or the Secretary of State for Health and Social Care.

- (2) The Board shall define the powers of such appointees and shall agree allowances, including reimbursement for loss of earnings, and / or expenses in accordance where appropriate with national guidance.

#### 4.7 Appointments for statutory functions

- (1) Where the Board is required to appoint persons to a committee and/or to undertake statutory functions as required by NHS England or the Secretary of State for Health and Social Care, and where such appointments are to operate independently of the Board such appointment shall be made in accordance with the regulations and directions made by NHS England and / or the Secretary of State for Health and Social Care.

#### 4.8 Committees established by the Trust(s) and the Trust Board

- (1) The committees and their membership established by the Trust(s) are:

Committee	Executives	Non-Executives
Audit and Risk (In Common)	<b>In attendance:</b> Chief Finances and Resources Officer, Director of Corporate Affairs	Three (one will chair)
Charitable Funds (In Common)	Chief Finances and Resources Officer, Director of Corporate Affairs	One (chair) Group Trust Chair
Remuneration (In Common)	<b>In attendance:</b> Chief Executive Officer, Chief People Officer and Deputy Chief Executive	Two (one will chair) Group Trust Chair

- (2) The committees and their membership established by the Trust Boards are:

Committee	Executives	Non-Executives
Group Trust Board	Chief Executive Officer, Chief Finances and Resources Officer, Chief Information Officer, Chief Medical Officer,	Seven (one will chair)

Committee	Executives	Non-Executives
	Chief Nursing and Allied Health Professional Officer, Chief People Officer and Deputy Chief Executive, Director of Corporate Affairs Director of Strategy and Transformation	
Quality (In Common)	Chief Medical Officer, Chief Nursing and Allied Health Professional Officer, Chief People Officer and Deputy Chief Executive	Three (one will chair)

(3) The subcommittees and their membership established by the Group Trust Board are:

Committee	Executives	Non-Executives
Finance and Infrastructure (Joint)	Chief Finances and Resources Officer, Chief Information Officer, Director of Strategy and Transformation	Three (one will chair)
People Participation and Equalities (Joint)	Chief Nursing and Allied Health Professional Officer, Chief People Officer and Deputy Chief Executive	Two (one will chair)
Children and Young People Service Assurance (Joint)	Chief Medical Officer, Director of Strategy and Transformation	Two (one will chair)
Luton and Bedfordshire Adults, & Older People Services, and Ambulatory Care Service Assurance (Joint)	Chief Nursing and Allied Health Professional Officer, Chief People Officer and Deputy Chief Executive	Two (one will chair)
Norfolk Adult Services Service Assurance (Joint)	Chief Executive Officer, Chief Medical Officer, Chief Nursing and Allied Health Professional Officer	Two (one will chair)

## **5. Arrangements for the exercise of trust functions by delegation**

### **5.1 Delegation of functions to committees, officers or other bodies**

- (1) Subject to such directions as may be given by NHS England and / or the Secretary of State for Health and Social Care, the Board may make arrangements for the exercise, on behalf of the Board, of any of its functions by a committee, sub-committee appointed by virtue of SO 4, or by an officer of the Trust, or by another body as defined in SO 5.1.2 below, in each case subject to such restrictions and conditions as the Trust thinks fit.
- (2) In accordance with section 65Z5 of the 2006 Act the functions of the Trust may also be carried out jointly with NHS England, an ICB, an NHS trust, an NHS foundation trust or such other body as may be prescribed and under paragraph 18 of Schedule 4 to the 2006 Act the functions of the Trust may also be carried out jointly with a Special Health Authority, Local Health Board or other NHS Trust, or any other body or individual.
- (3) Where a function is delegated to another Trust, then that Trust or NHS body exercises the function in its own right; the receiving Trust has responsibility to ensure that the proper delegation of the function is in place. In other situations, i.e., delegation to committees, sub-committees or officers, the Trust delegating the function retains full responsibility.

### **5.2 Emergency powers and urgent decisions**

- (1) The powers which the Board has reserved to itself within these SOs (see SO 2.9) may in emergency or for an urgent decision be exercised by the Chief Executive and the Chair after having consulted at least two non-officer members. The exercise of such powers by the Chief Executive and Chair shall be reported to the next formal meeting of the Board in public session for formal ratification.

### **5.3 Delegation to committees**

- (1) The Board shall agree from time to time to the delegation of executive powers to be exercised by other committees, or sub-committees, or joint committees, which it has formally constituted in accordance with directions issued by NHS England and / or the Secretary of State for Health and Social Care. The terms of reference of these committees, or sub-committees, or joint committees, and their specific executive powers shall be approved by the Board in respect of its sub-committees.

### **5.4 Delegation to officers**

- (1) Those functions of the Trust(s) which have not been retained as reserved by the Board or delegated to other committee or sub-committee or joint committee shall be exercised on behalf of the Trust(s) by the Chief Executive. They shall determine which functions they will perform personally and shall nominate officers to undertake the remaining functions for which they will still retain accountability to the Trust(s).

- (2) The Chief Executive shall prepare a Scheme of Reservation and Delegation identifying his / her proposals which shall be considered and approved by the Board. The Chief Executive may periodically propose amendment to the Scheme of Reservation and Delegation which shall be considered and approved by the Board.
- (3) Nothing in the Scheme of Reservation and Delegation shall impair the discharge of the direct accountability to the Board of the Chief Executive Officer to provide information and advise the Board in accordance with statutory or Department of Health and Social Care requirements. Outside these statutory requirements the role of the Chief Finances and Resources Officer shall be accountable to the Chief Executive for operational matters.

## **6. Overlap with other trust policy statements / procedures, regulations and the standing financial instructions**

### **6.1 Policy statements: general principles**

- (1) The Board will from time to time agree and approve policy statements / operating procedures which will apply to all, or specific groups of staff employed by the Trust(s). The decisions to approve such policies and procedures will be recorded in an appropriate Board or committee minute.

### **6.2 Specific policy statements**

- (1) Notwithstanding the application of SO 6.1 above, these SOs and the SFIs must be read in conjunction with the following policy statements:
  - The policy on Standards of Business Conduct and Conflicts of Interest.
  - The staff Disciplinary and Appeals Procedures adopted by the Trust(s).

### **6.3 Standing financial instructions**

- (1) SFIs adopted by the Board shall have effect as if incorporated in the Group Governance Manual.
- (2) Notwithstanding the application of SO 6.1 above, these SO and SFIs must be read in conjunction with the following guidance and any other issued by NHS England and / or the Secretary of State for Health and Social Care:
  - NHS Provider Licence
  - A Manual for Caldicott Guardians
  - NHS England Code of Governance for NHS Provider Trusts
  - NHS England Oversight and Assessment Framework
  - NHS England Annual Planning Guidance
  - The Healthy NHS Board – Principles of Good Governance
  - Corporate Governance – Principles of Public Life (GP01)

## **7. Duties and obligations of board members / directors and senior managers under these standing orders**

### **7.1 Declaration of interests**

#### **(1) Requirements for declaring interests and applicability to Board members.**

The 1990 Regulations and NHS England's guidance Managing conflicts of interest in the NHS requires Board members to declare interests which are relevant and material to the Trust(s) of which they are a member. All existing Board members should declare such interests. Any Board members appointed subsequently should do so on appointment.

#### **(2) Interests which are relevant and material**

Interests which should be regarded as "relevant and material" are:

- Directorships, including Non-Executive Directorships held in private companies or PLCs (except for those of dormant companies).
- Ownership or part-ownership of private companies, businesses or consultancies likely or possibly seeking to do business with the NHS.
- Majority or controlling shareholdings in organisations likely or possibly seeking to do business with the NHS.
- A position of authority in a charity or voluntary organisation in the field of health and social care.
- Any connection with a voluntary or other organisation contracting for NHS services.
- Research funding/grants that may be received by an individual or their department.
- Interests in pooled funds that are under separate management.

(3) Any member of the Board who comes to know that the Trust has entered or proposes to enter a contract in which they or any person connected with them has any pecuniary interest, direct or indirect, the Board member shall declare the interest by giving notice in writing of such fact to the Trust(s) as soon as practicable.

### **7.2 Advice on interests**

(1) If Board members have any doubt about the relevance of an interest, this should be discussed with the Chair or with the Company Secretary. If in doubt, members should err on the side of caution and record the conflict of interest.

(2) Financial Reporting Standard No 8 (issued by the Accounting Standards Board) specifies that influence rather than the immediacy of the relationship is more important in assessing the relevance of an interest. The interests of partners in professional partnerships including general practitioners should also be considered.

### **7.3 Recording of interests in Group Trust Board minutes**

- (1) At the time Board members' interests are declared, they should be recorded in the Board minutes. Any changes in interests should be declared at the next Board meeting following the change occurring and recorded in the minutes of that meeting.

### **7.4 Publication of declared interests in annual report**

- (1) Board members' directorships of companies likely or possibly seeking to do business with the NHS should be published in the Trust(s) annual reports. The information should be kept up to date for inclusion in succeeding annual reports.

### **7.5 Conflicts of interest which arise during a meeting**

- (1) During the course of a Board meeting, if a conflict of interest is established, the Board member concerned may need to withdraw from the meeting but if agreed by the chair, may play a part in the relevant discussion, but not the final decision (see overlap with SO 7.3).

### **7.6 Register of interests**

- (1) The Chief Executive will ensure that a Register of Interests is established to record formally declarations of interests of Board or Committee members. The Register will include details of all directorships and other relevant and material interests (as defined in SO 7.1.2) which have been declared by both executive and non-executive Board members.
- (2) These details will be kept up to date by means of an annual review of the Register in which any changes to interests declared during the preceding twelve months will be incorporated.
- (3) The Register will be available to the public via the Trust(s) websites and the Chief Executive will take reasonable steps to bring the existence of the Register to the attention of residents and to publicise arrangements for viewing it.

### **7.7 Exclusion of chair and members in proceedings on account of pecuniary interest**

#### **(1) Definition of terms used in interpreting 'pecuniary' interest**

For the sake of clarity, the following definition of terms is to be used in interpreting this SO:

**Spouse** shall include any person who lives with another person in the same household (and any pecuniary interest of one spouse shall, if known to the other spouse, be deemed to be an interest of that other spouse).

**Contract** shall include any proposed contract or other course of dealing.

**Pecuniary interest** Subject to the exceptions set out in this SO, a person shall be treated as having an indirect pecuniary interest in a contract if:

- a. They, or a nominee of them, is a member of a company or other body (not being a public body), with which the contract is made, or to be made or which has a direct pecuniary interest in the same, or
- b. They are a partner, associate or employee of any person with whom the contract is made or to be made or who has a direct pecuniary interest in the same.

(2) **Exception to pecuniary interests**

A person shall not be regarded as having a pecuniary interest in any contract if:

- a. Neither they or any person connected with them has any beneficial interest in the securities of a company of which they or such person appears as a member, or
- b. Any interest that they or any person connected with them may have in the contract is so remote or insignificant that it cannot reasonably be regarded as likely to influence them in relation to considering or voting on that contract, or
- c. Those securities of any company in which they (or any person connected with them) has a beneficial interest do not exceed £5,000 in nominal value or one per cent of the total issued share capital of the company or of the relevant class of such capital, whichever is the less.

Provided however, that where paragraph (c) above applies the person shall nevertheless be obliged to disclose/declare their interest in accordance with SO 7.1.2 (ii).

**7.8 Exclusion in proceedings of the Board**

- (1) Subject to the following provisions of this SO, if the Chair or a member of the Board has any pecuniary interest, direct or indirect, in any contract, proposed contract or other matter and is present at a meeting of the Board at which the contract or other matter is the subject of consideration, they shall at the meeting and as soon as practicable after its commencement disclose the fact and shall not take part in the consideration or discussion of the contract or other matter or vote on any question with respect to it.
- (2) The Board may exclude the Chair or a member of the Board from a meeting of the Board while any contract, proposed contract or other matter in which he/she has a pecuniary interest is under consideration.
- (3) Any remuneration, compensation or allowance payable to the Chair or a Member by virtue of paragraph 11 of Schedule 4 to the 2006 Act (pay and allowances) shall not be treated as a pecuniary interest for the purpose of this SO.

- (4) This SO applies to a committee or sub-committee and to a joint committee or sub-committee as it applies to the Trust(s) and applies to a member of any such committee or sub-committee (whether they are also a member of the Trust(s)) as it applies to a member of the Trust(s).

## **7.9 Waiver of standing orders for conflicts of interest**

For the purposes of paragraph 7.9 (1) (below), the “relevant Chair” is:

- a) At a meeting of the Trust, the Chair of that Trust(s).
- b) At a meeting of a committee.
- c) in a case where the member in question is the Chair of that Committee, the Chair of the Trust.
- d) in the case of any other member, the Chair of that Committee.

### **(1) Application of waiver**

A waiver will apply in relation to the disability to participate in the proceedings of the Trust(s) on account of a pecuniary interest. It will apply to:

- A member of the Cambridgeshire Community Services NHS Trust or Norfolk Community Health and Care NHS Trust (“the Trust(s)”), who is a healthcare professional and who is providing or performing, or assisting in the provision or performance, of:
  - Services under the 2006 Act; or
  - Services in connection with a pilot scheme under the 2006 Act.
- For the benefit of persons for whom the Trust is responsible.
- Where the ‘pecuniary interest’ of the member in the matter which is the subject of consideration at a meeting at which he is present:
  - arises by reason only of the member’s role as such a professional providing or performing, or assisting in the provision or performance of, those services to those persons.
  - has been declared by the relevant Chair as an interest which cannot reasonably be regarded as an interest more substantial than that of most other persons who:
    - are members of the same profession as the member in question,
    - are providing or performing, or assisting in the provision or performance of, such of those services as he provides or performs, or assists in the provision or performance of, for the benefit of persons for whom the Trust is responsible.

### **(2) Conditions which apply to the waiver and the removal of having a pecuniary interest**

The removal is subject to the following conditions:

- a) The member must disclose their interest as soon as practicable after the commencement of the meeting and this must be recorded in the minutes.
- b) The relevant Chair must consult the Chief Executive before making a declaration in relation to the member in question pursuant to paragraph 7.9.3 (1) above, except where that member is the Chief Executive.
- c) In the case of a meeting of the Trust:
  - a. The member may take part in the consideration or discussion of the matter which must be subjected to a vote and the outcome recorded.
  - b. May not vote on any question with respect to it.
- d) In the case of a meeting of the Committee:
  - a. The member may take part in the consideration or discussion of the matter which must be subjected to a vote and the outcome recorded.
  - b. May vote on any question with respect to it; but
  - c. The resolution which is subject to the vote must comprise a recommendation to, and be referred for approval by, the Board.

## **7.10 Standards of business conduct**

### **(1) Trust(s) policy and national guidance**

All Trust staff and members must comply with the Trust(s) policies on Employment Practices.

### **(2) Interest of officers in contracts**

Any officer or employee of the Trust(s) who comes to know that the Trust has entered into or proposes to enter into a contract in which they or any person connected with them (as defined in SO 7.7) has any pecuniary interest, direct or indirect, the Officer shall declare their interest by giving notice in writing of such fact to the Chief Executive or Trust(s) Company Secretary as soon as is practicable.

An Officer should also declare to the Chief Executive any other employment or business or other relationship of his/her, or of a cohabiting spouse, that conflicts, or might reasonably be predicted could conflict with the interests of the Trust(s).

The Trust(s) will require interests, employment or relationships so declared to be entered in a register of interests of staff.

### **(3) Canvassing of and recommendations by members in relation to appointments**

Canvassing of members of the Trust(s) or of any Committee of a Trust directly or indirectly for any appointment under a Trust shall disqualify the candidate for such appointment. The contents of this paragraph of the SO shall be included in application forms or otherwise brought to the attention of candidates.

Members of the Trust(s) shall not solicit for any person any appointment under a Trust or recommend any person for such appointment, but this paragraph of this SO shall not preclude a member from giving written testimonial of a candidate's ability, experience or character for submission to the Trust(s).

**(4) Relatives of members or officers**

Candidates for any staff appointment under the Trust(s) shall, when making an application, disclose in writing to the Trust whether they are related to any member or the holder of any office under the Trust. Failure to disclose such a relationship shall disqualify a candidate and, if appointed, render him liable to instant dismissal.

The Chair and every member and officer of the Trust(s) shall disclose to the Board any relationship between himself and a candidate of whose candidature that member or officer is aware. It shall be the duty of the Chief Executive to report to the Board any such disclosure made.

On appointment, members (and prior to acceptance of an appointment in the case of Executive Directors) should disclose to the Trust(s) whether they are related to any other member or holder of any office under the Trust.

**8. Custody of seal, sealing of documents and signature of documents**

**8.1 Custody of seal**

The common seal of the Trust(s) shall be kept by the Company Secretary on behalf of the Chief Executive Officer in a secure place.

**8.2 Sealing of documents**

Where it is necessary that a document shall be sealed, the seal shall be affixed in the presence of two Executive Directors duly authorised by the Chief Executive, and not also from the originating department, and shall be attested by them.

**8.3 Register of sealing**

The Company Secretary shall keep a Register and shall enter a record of the sealing of every document.

**8.4 Signature of documents**

- (1) Where any document will be a necessary step in legal proceedings on behalf of the Trust, it shall, unless any enactment otherwise requires or authorises, be signed by the Chief Executive or any Executive Director.
- (2) In land transactions, the signing of certain supporting documents will be delegated to Managers and set out clearly in the Scheme of Reservation and Delegation but will not include the main or principal documents effecting the transfer (e.g. sale / purchase

agreement, lease, contracts for construction works and main warranty agreements or any document which is required to be executed as a deed).

## **Scheme of Reservation and Delegation**

Cambridgeshire Community Services NHS Trust and Norfolk Community Health and Care NHS Trust have agreed a Scheme of Reservation and Delegation, which sets out where functions and decisions are made.

The Scheme of Reservation and Delegation sets out those functions and decisions that are reserved to the Trust Boards, and those that have been delegated in accordance with the legislative and regulatory powers of an NHS Trust, and which must be agreed in accordance with, and be consistent with, the Standing Orders and Standing Financial Instructions.

A Group Trust Board has been established as a joint committee of Cambridgeshire Community Services NHS Trust and Norfolk Community Health and Care NHS Trust. Each Trust Board remains accountable for all its functions including those which it has delegated. As such, any powers delegated by the Trust Boards can be reviewed by the Trust Board at any time.

Certain powers necessary to manage and operate Cambridgeshire Community Services NHS Trust and Norfolk Community Health and Care NHS Trust are delegated to the Group Chief Executive Officer, as the Accountable Officer for both organisations.

## Decisions and functions reserved to the Trust Board of Cambridgeshire Community Services NHS Trust

### General Provision

The Trust Board may determine any matter, for which it has delegated or statutory authority, it wishes in full session within its statutory powers.

Receipt and approval of the Annual Report and Annual Accounts.

Present the Annual Report and Annual Accounts at a public meeting.  
(Annual General Meeting)

Receipt of the annual management letter received from the external auditor and agreement of proposed action, taking account of the advice, where appropriate, of the Audit and Risk Committee.

Receipt of an annual report from the internal auditor and agreement for action on recommendations, where appropriate, of the Audit and Risk Committee.

### Reserved Functions

Reserved Functions are any functions of the Trust(s) that they cannot lawfully delegate or jointly exercise or otherwise, are Functions that NHS England has categorised as not 'Open to Joint Exercise of Functions' in Arrangements for delegation and joint exercise of statutory functions, as reproduced in the table set out in **Schedule 3** of the Partnership Agreement.

## Decisions and functions reserved to the Trust Board of Norfolk Community Health and Care NHS Trust

### General Provision

The Trust Board may determine any matter, for which it has delegated or statutory authority, it wishes in full session within its statutory powers.

Receipt and approval of the Annual Report and Annual Accounts.

Present the Annual Report and Annual Accounts at a public meeting.  
(Annual General Meeting)

Receipt of the annual management letter received from the external auditor and agreement of proposed action, taking account of the advice, where appropriate, of the Audit and Risk Committee.

Receipt of an annual report from the internal auditor and agreement for action on recommendations, where appropriate, of the Audit and Risk Committee.

### Reserved Functions

Reserved Functions are any functions of the Trust(s) that they cannot lawfully delegate or jointly exercise or otherwise, are Functions that NHS England has categorised as not 'Open to Joint Exercise of Functions' in Arrangements for delegation and joint exercise of statutory functions, as reproduced in the table set out in **Schedule 3** of the Partnership Agreement.

## Decisions and functions reserved to the Group Trust Board (Joint Committee)

### General Provision

The Group Trust Board is a Joint Committee and may determine any matter, for which it has delegated authority, it wishes in full session within its delegation.

The Joint Committee is authorised to make binding decisions on both Cambridgeshire Community Services NHS Trust and Norfolk Community Health and Care NHS Trust.

Establish terms of reference and reporting arrangements of all sub-committees that are established by the Committee.

### Regulations and Control

Approval of a Group Governance Manual incorporating Standing Orders, a schedule of matters reserved to the Group Trust Board and Standing Financial Instructions for the regulation of its proceedings and business.

Suspend, vary or amend any aspect of the Group Governance Manual.

Ratify any urgent decisions taken by the Chair and Chief Executive Officer in public session.

Approve a scheme of delegation of powers from the Group Trust Board to its committees.

Require and receive the declaration of Group Trust Board members' interests that may conflict with those of Cambridgeshire Community Services NHS Trust and Norfolk Community Health and Care NHS Trust and determining the extent to which that member may remain involved with the matter under consideration.

Adopt the organisation structures, processes and procedures to facilitate the discharge of business by Cambridgeshire Community Services NHS Trust and Norfolk Community Health and Care NHS Trust and to agree modifications thereto.

Receive reports from committees including those that Cambridgeshire Community Services NHS Trust and Norfolk Community Health and Care NHS Trust are required by the Secretary of State for Health and Social Care or other regulation to establish and to take appropriate action on.

Confirm the recommendations of the Group Trust Board committees where the committees do not have executive powers.

Establish terms of reference and reporting arrangements of all committees that are established by the Group Trust Board.

Approve arrangements relating to the discharge of Cambridgeshire Community Services NHS Trust and Norfolk Community Health and Care NHS Trust responsibilities as a bailer for patients' property.

Ratify or otherwise instances of failure to comply with Standing Orders brought to the Chief Executive Officer's attention.

Discipline members of the Group Trust Board or employees who are in breach of statutory requirements or Standing Orders.

Authorise the use of the Company Seal.

Receipt and approval of the Annual Report and Accounts for funds held on trust.

### Appointments / Dismissal

Appoint the Deputy Chair of the Group Trust Board.

## Decisions and functions reserved to the Group Trust Board (Joint Committee)

Appoint and dissolve committees (and individual members) that are directly accountable to the Group Trust Board.

Confirm appointment of members of any committee of the Group Trust Board as representatives on outside bodies.

Approve the appointment and dismissal of both the external and internal auditors.

### Strategy, Plans and Budgets

Entering joint ventures including with other NHS organisations.

Define the strategic aims and objectives of Cambridgeshire Community Services NHS Trust and Norfolk Community Health and Care NHS Trust.

Approve Strategies.

Approve Outline and Full Business Cases for Capital Investment.

Approve the annual plan and operating budget.

Ratify proposals for acquisition, disposal or change of use of land and / or buildings.

Approve the opening of bank accounts and banking arrangements.

Approve proposals in individual cases for the write-off of losses or making of special payments above the limits of delegation to the Chief Executive Officer and Chief Finances and Resources Officer (for losses and special payments) previously approved by the Group Trust Board.

Approve proposals for action on litigation against or on behalf of Cambridgeshire Community Services NHS Trust and Norfolk Community Health and Care NHS Trust.

Review use of NHS Resolution Clinical Negligence Scheme for Trusts and risk pooling schemes (Liabilities to Third Parties Scheme / Property Expenses Scheme).

Approval of any change in ownership interest (including and new ownership interest) in a third-party organisation (including associates, joint ventures, and subsidiaries).

Approval of bidding for new business where the value exceeds the sign-off authority of the Finance and Infrastructure Committee.

Approval of the introduction or discontinuance of any significant activity or operation.  
'Significant' in this context is defined as:

- Requiring public consultation; or
- Representing a potential negative impact on Cost Improvement Programme >£250k; or
- Anticipating a reduction in > 50 posts; or
- Representing a risk of significant reputational damage.

Note the publication of the Quality Account and the submission of the published link to the Secretary of State for Health and Social Care.

Use of private sector for treating patients outside of budget.

### Policy Determination

Approval of policies not covered elsewhere.

Approve the Fit and Proper Person Test Framework.

Approve the disciplinary procedure for officers of the Trust(s).

Approve the procedures for the management of conflicts of interest, gifts, hospitality and sponsorship.

## Decisions and functions reserved to the Group Trust Board (Joint Committee)

### Monitoring

Receipt of such reports as the Group Trust Board sees fit from committees in respect of their exercise of powers delegated.

Continuous appraisal of the affairs of Cambridgeshire Community Services NHS Trust and Norfolk Community Health and Care NHS Trust by means of the provision to the Group Trust Board, as the committee may require, from directors, committees, and officers, as set out in management policy statements.

Receive reports from the Chief Finances and Resources Officer on financial performance against budget.

Receive reports from the Chief Finances and Resources Officer on actual and forecast income from Service Level Agreements.

## Decisions and functions reserved to the Trust Chair

### From the Accountable Officer Memorandum

Implement requirements of corporate governance.

## Decisions and functions reserved to the Chief Executive Officer

### From the Accountable Officer Memorandum

Accountable through NHS Accounting Officer to Parliament for stewardship of Trust resources.

Ensure the accounts of the Trust(s) are prepared under principles and in a format directed by the Secretary of State for Health and Social Care. Accounts must disclose a true and fair view of the Trust's income and expenditure and its state of affairs.

Sign the accounts on behalf of the Trust Boards.

Sign a statement in the accounts outlining responsibilities as the Accountable Officer.

Sign a statement in the accounts outlining responsibilities in respect of Internal Control.

Ensure effective management systems that safeguard public funds and assist the Trust Chair to implement requirements of corporate governance including ensuring managers:

- Have a clear view of their objectives and the means to assess achievements in relation to those objectives.
- Be assigned well defined responsibilities for making best use of resources.
- Have the information, training and access to the expert advice they need to exercise their responsibilities effectively.

Achieve value for money from the resources available to the Trust(s) and avoid waste and extravagance in the organisation's activities. Follow through the implementation of any recommendations affecting good practice.

Ensuring that expenditure by the Trust(s) complies with Parliamentary requirements.

Primary duty to see that the Chief Finances and Resources Officer discharges the function of effective and sound financial management and information.

The Chief Executive Officer, supported by the Chief Finances and Resources Officer, to ensure appropriate advice is given to the Trust Board on all matters of probity, regularity, prudent and economical administration, efficiency and effectiveness.

If the Chief Executive Officer considers either the Trust's Board(s), the Group Trust Board or Group Trust Chair is doing something that might infringe probity or regularity, they should set this out in writing to the Group Trust Chair and the Group Trust Board. If the matter is unresolved, they should ask the Audit and Risk Committee to inquire and if necessary, NHS England.

If the Group Trust Board is contemplating a course of action that raises an issue not of formal propriety or regularity but affects the Chief Executive Officer's responsibility for value for money, they should draw the relevant factors to the attention of the Group Trust Board. If the outcome is they are overruled, it is sufficient to ensure that their advice and the overruling of it are clearly apparent from the papers. Exceptionally, the Chief Executive Officer should inform NHS England. In such cases, the Chief Executive Officer should, as a member of the Group Trust Board, vote against the course of action rather than merely abstain from voting.

## Decisions and functions reserved to the Chief Executive Officer

### From the Trust Board

The recruitment and dismissal of Executive Directors.

Determining the pay and conditions of employees. This does not apply to the pay and conditions of Executive Directors, which are determined by the Remuneration Committee and subject to remuneration and employment policies approved by the Group Trust Board. Any one-off (e.g. severance) payment more than £100,000 must be approved by the Remuneration Committee and NHS England.

Approval of purchase orders, rental and service contracts, and payment of invoices – both revenue and capital items. Subject to the tender process set out in the Standing Orders and to a maximum lifetime financial commitment of £0.35 million, above which Trust Board approval is required. This excludes any purchase of land and / or buildings, approval of which is reserved to the Trust Board

Investing the Trust's monies, including monies held on trust subject to investment policy approved by the Group Trust Board.

Arranging insurance cover.

Reporting fraud or crime to the police.

Dealing with complaints.

Dealing with news media.

Clinical service development.

Authorisation of clinical research projects, and clinical trials.

Clinical audit.

Keeping the Registers of Interests.

Attestation and keeping a record of sealings.

Approval of non-contractual payments up to £250,000.

## Decisions and functions reserved to the Chief Finances and Resources Officer

### From the Accountable Officer Memorandum

Ensure the accounts of the Trust(s) are prepared under principles and in a format directed by the Secretary of State for Health and Social Care. Accounts must disclose a true and fair view of the Trust's income and expenditure and its state of affairs.

Sign the accounts on behalf of the Trust Board(s).

Operational responsibility for effective and sound financial management and information.

The Chief Finances and Resources Officer to support the Chief Executive Officer, to ensure appropriate advice is given to the Trust Board on all matters of probity, regularity, prudent and economical administration, efficiency and effectiveness.

**Decisions and functions reserved to the Chief Information Officer**

From the Trust Board

Senior Information Risk Owner

**Decisions and functions reserved to the Chief Medical Officer**

From the Trust Board

Caldicott Guardian

**Decisions and functions reserved to the Director of Corporate Affairs**

From the Trust Board

Accountable Emergency Officer

**Decisions and functions reserved to the Audit and Risk Committee  
(Committee in Common)**

**From the Trust Board**

Advise the Group Trust Board on internal and external audit services.

Review the establishment and maintenance of an effective system of integrated governance, risk management and internal control, across the whole of the organisation's activities (both clinical and non-clinical), that supports the achievement of the organisation's objectives.

Monitor compliance with the Standing Orders and Standing Financial Instructions.

Review schedules of losses and compensations and make recommendations to the Trust Board.

Review schedules of debtor / creditor balances >£5k, >6 months.

Review the annual report and financial statements (accounts) prior to submission to the Trust Board.

Require and receive the declaration of officers' interests that may conflict with those of the Trust.

Approve the Trust's policies and procedures for the management of risk.

**Decisions and functions reserved to the Charitable Funds Committee  
(Committee in Common)**

**From the Trust Board**

The Committee shall advise the Board of Directors, as Corporate Trustee, on the management and use of the Trust(s) charitable funds. The Trust Board shall retain overall control of the charity's activities, considering the recommendations submitted by the Committee. The Trust Board shall set out its investment policy in writing.

Review investments in accordance with the objectives specified in the Terms of Reference.

Recommend to the Trust Board the organisation's Strategy for Charitable Funds and, as part of the Strategy, consider the approach to fundraising, the investment of funds, the approach to expenditure and the approval of procedures associated with the use of charitable funds.

Approve Charitable Fund bids in accordance with the relevant procedures.

Review and recommend to the Trust Board for approval, the Charitable Funds Annual Accounts and Annual Report.

Review the Charitable Funds Audit Report prior to submission to the Trust's Audit and Risk Committee.

Approve arrangements relating to the discharge of Cambridgeshire Community Services NHS Trust and Norfolk Community Health and Care NHS Trust responsibilities as a corporate trustee for funds held on trust.

**Decisions and functions reserved to the Finance and Infrastructure  
(Joint Committee)**

**General Provision**

The Joint Committee is authorised to make binding decisions on both Cambridgeshire Community Services NHS Trust and Norfolk Community Health and Care NHS Trust.

**From the Trust Board**

Develop and implement the Trust's Estates and Digital Strategies ensuring that it is delivered in a proactive, efficient and incremental fashion, to the benefit of all staff, patients and visitors.

Develop and approve annual programmes for planned maintenance, statutory compliance and capital projects.

Ensure appropriate participation in, and completion of, annual returns.

Review all Trust(s) policies relating to the Committee's remit on behalf of the Group Trust Board.

Review all Trust(s) strategies relating to the Committee's remit and make recommendations on their adoption to the Group Trust Board.

Approve proposals on individual contracts (other than NHS contracts) of a capital or revenue nature amounting to, or likely to amount to over £0.35M over a 3-year period or the period of the contract if longer.

## Decisions and functions reserved to the People Participation and Equalities (Joint Committee)

### General Provision

The Joint Committee is authorised to make binding decisions on both Cambridgeshire Community Services NHS Trust and Norfolk Community Health and Care NHS Trust.

### From the Trust Board

Approve annual organisational development proposals.

Have oversight of the Trust(s) overall approach to people participation including the implementation of the People Participation Strategy.

Approve and monitor the implementation of improvement action plans put in place to improve the Trust(s) services in collaboration with the Working Together Group. Action plans can be developed through the Committee and the Committee can also approve action plans that are developed by the Working Together Group and being cognisant of the work of other committees.

Ensure that a culture of people participation is embedded to support our service improvement projects, quality reviews and estates refurbishments and developments as defined in the People Participation Strategy.

Engage the people in the communities we serve, our staff including contractors, other temporary staff and volunteers in line with the People Participation Strategy.

Listen to the views of our key stakeholders including other healthcare partners, Healthwatch, community groups, and other patient groups; involve and consider them as a critical friend and to explore ways in which the Trust(s) can respond positively to their views.

Ensure the needs and interests of all service users are taken into consideration including people who fall under the nine characteristics that are protected under the Equality Act 2010 and people with specific illnesses or conditions.

## Decisions and functions reserved to the Quality Committee (Committee in Common)

### From the Trust Board

Approve arrangements for dealing with complaints.

Approve proposals for ensuring quality and developing clinical governance in services provided by Cambridgeshire Community Services NHS Trust and Norfolk Community Health and Care NHS, having regard to any guidance issued by the Secretary of State for Health and Social Care.

Review reports from external agencies and regulators, e.g., NHS Resolution and Care Quality Commission etc.

Advise the Group Trust Board on the clinical and practice governance consequences of any significant breaches or failure of performance, in accordance with national guidance and ensure that appropriate action is taken.

Scrutinise the Care Quality Commission Registration and other accreditation and assessment submissions.

Review and monitor the Group Risk Register regarding clinical and safety related risks and receive reports from risk owners regarding the proposed actions and ongoing progress.

Analyse data on incidents, complaints, compliments, case reviews, patient feedback, and clinical audit, and advise the Group Trust Board on thematic interpretation and ensure that learning is disseminated across the Trust.

Receive Patient Safety Incident Response Framework reports on behalf of the Trust(s) and monitor action plans, to ensure that the system of incident reporting and learning from incidents is robust.

Review and approve an annual clinical audit programme and advise the Group Trust Board on learning from the outcomes from audit reports.

Ensure that management processes are in place which provide assurance that the Trust(s) have taken appropriate action in response to relevant independent reports, government guidance, statutory instruments and ad hoc reports from inquiries and independent reviews.

Review all Trust(s) policies relating to the Committee's remit on behalf of the Group Trust Board.

Review all Trust(s) strategies relating to the Committee's remit and make recommendations on their adoption to the Group Trust Board.

**Decisions and functions reserved to the Remuneration Committee  
(Committee in Common)**

**From the Trust Board**

Keep under review all aspects of the reward strategy within the Trust(s).

Ensure Senior Managers are fairly rewarded for their individual contribution to the Trust(s) having proper regard to local circumstances, performance, and national arrangements.

Oversee and monitor the level and structure of total remuneration including contractual and performance payments, benefits and perquisites for employees above the pay point of Band 9 Agenda for Change.

Set remuneration for all executive directors on behalf of the Trust.

Recommend and monitor the level and structure of remuneration for senior management.

Review the structure, size and composition required of the Group Trust Board compared to its current position and make recommendations to the Trust Board Chair regarding any changes.

Review succession planning arrangements prepared by the Chief Executive Officer on an annual basis.

Oversee Group Trust Board recruitment and the termination process to ensure the appropriate balance of skills and capabilities and constitutional and statutory compliance.

Make recommendations to the Group Trust Board on changes to its composition and on Executive Director suspension or termination.

**Decisions and functions reserved to the Service Assurance Committee(s)  
(Joint Committee)**

**General Provision**

The Joint Committee(s) are authorised to make binding decisions on both Cambridgeshire Community Services NHS Trust and Norfolk Community Health and Care NHS Trust.

**From the Trust Board**

Report to the Group Trust Board on the overall status of the financial and operational performance, assess potential shortfalls and risk, and recommend board-level actions to address them.

Advise the Group Trust Board on the consequences of any significant breaches or failure of performance.

Receive and validate corrective action plans for projects / activities not currently achieving or projected not to achieve planned budgets / milestones.

Receive information on the Section 75 (Pool) arrangements and assure the Group Trust Board on the realising of the outcomes in these agreements.

Receive progress reports on the tendering, negotiation and finalisation of contracts with commissioners and suppliers.

Review and monitor the Group Risk Register regarding financial and performance related risks and receive reports from risk owners regarding the proposed actions and ongoing progress.

Advise the Group Trust Board on whether the Trust(s) are being run as efficiently, economically and effectively as possible or whether a better approach could be provided.

Advise the Group Trust Board on opportunities and challenges of co-operating with local healthcare economies.

Review all Trust(s) policies relating to the Committee's remit on behalf of the Trust Board.

Review all Trust(s) strategies relating to the Committee's remit and make recommendations on their adoption to the Trust Board.

## **Group Trust Board**

### **1.0 Introduction**

- 1.1 Cambridgeshire Community Services NHS Trust and Norfolk Community Health and Care NHS Trust (together the Trusts) hereby resolves to establish a Group Trust Board, to be known as the Group Board, as a statutory joint committee to exercise Joint Functions in accordance with the partnership agreement entered between the Trust(s) (Partnership Agreement).
- 1.2 These terms of reference set out the purpose, responsibilities, authority, membership and reporting arrangements of the Group Trust Board and may only be amended in accordance with Clause 17 of the Partnership Agreement.
- 1.3 In these terms of reference 'Joint Functions' mean all the Trusts' functions that the Trust(s) have agreed in the Partnership Agreement to exercise jointly subject to any variation of the Partnership Agreement that the Trust(s) have agreed in accordance with it.

### **2.0 Purpose and Responsibilities**

- 2.1 The Group Trust Board shall be responsible for ensuring the health and care services the Trust(s) provide for patients are high quality and safe. The Group Trust Board also promotes the long-term sustainability of the Trust(s) as part of its integrated care system serving the wider population and healthcare system.
- 2.2 The Group Trust Board shall comply with the following standards:
  - NHS England Code of Governance for NHS Provider Trusts.
  - NHS England Risk Assessment Framework.
  - NHS England Annual Planning Guidance.
  - The Healthy NHS Board – Principles of Good Governance.
  - Corporate Governance – Principles of Public Life (GP01).

### **3.0 Authority**

- 3.1 The Group Trust Board is authorised by the Boards to exercise the Joint Functions.
- 3.2 The Group Trust Board is authorised by the Trust Boards to investigate any activity within its terms of reference.
- 3.3 It is also authorised to seek any information it requires from any employee or worker, and all employees and workers are directed to cooperate with any request made by the Group Trust Board.
- 3.4 The Group Trust Board is authorised by the Boards to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

- 3.5 The Group Trust Board may authorise one of the Trusts to contract with a third party on behalf of itself alone or both Trusts jointly and severally subject to compliance with the Trusts' standing orders and standing financial instructions.
- 3.6 The Group Trust Board shall transact all business in accordance with the policies of the Trusts on openness and conformity with the Nolan principles and values of the Public Services.

#### **4.0 Main Duties**

- 4.1 The Group Trust Board has a collective responsibility for:
- Ensuring high quality and effective care for all patients and service users.
  - Setting strategic direction, ensuring the Executive has appropriate capacity and capability to monitor and manage quality of care and operational delivery.
  - Adding value to the success of the Group and its systems using prudent and effective controls to lead the Trust(s).
  - Promoting and adhering to the Trust(s) values.
  - Ensuring the Trust(s) obligations and duties are met.
- 4.2 Agendas will be built around the Group Trust Board annual workplan.

#### **5.0 Membership and attendance at meetings**

- 5.1 The voting members of the Group Trust Board shall include all the Statutory Voting Directors of both Trust(s) during their terms of office.
- 5.2 The Chair of the Trust(s), if present, shall preside at any meeting of the Group Trust Board or, if the Chair is absent, the [Vice / Deputy] Chair of the Trusts shall preside. If the [Vice / Deputy] Chair is presiding at a meeting instead of the Chair, then references in this Terms of Reference to the Chair shall be construed as the [Vice / Deputy] Chair.
- 5.3 Additionally, the Trust(s) may appoint Non-Voting Directors of the Trusts to be non-voting members of the Group Trust Board. This will include the following directors of the Trust(s):
- Chief Information Officer
  - Director of Corporate Affairs
  - Director of Strategy and Transformation
- 5.4 The Group Trust Board may also have regular attendees who are not members but may be invited to provide subject matter expertise to an agenda item or for their own professional development. Attendees will receive advanced copies of the notice, agenda, and papers for meetings. They may be invited to attend any or all the meetings, or part(s) of a meeting by the Chair. Any such person may be invited, at the discretion of the Chair, to ask questions and address the meeting but may not vote.

5.5 The proceedings of the Group Trust Board shall not be invalidated by any vacancy in its membership or by any defect in the appointment of a member of the Group Trust Board.

## **6.0 Meeting frequency, quoracy and decisions**

6.1 The Group Trust Board will meet at least six times a year and additional meetings may take place as required at the discretion of the Chair. Where possible, a minimum of seven working days' notice will be given when calling any extraordinary meeting.

6.2 No business shall be transacted at a meeting of the Group Trust Board unless one-third of the members are present, one of whom shall be a Non-Executive Director and one of whom shall be an Executive Director.

6.3 An Officer in attendance for an Executive Director but without formal acting up status may not count towards the quorum.

6.4 In the event of not being at quorum, the meeting can proceed, and any item for decision will be confirmed by the Chair and Chief Executive Officer. This must then be formally reported to the next meeting to be ratified and for transparency of decision-making.

6.5 In exceptional circumstances the business of the Group Trust Board may be considered by either a formal written resolution or the written agreement of all members.

6.6 Generally, it is expected that decisions of the Group Trust Board will be reached by consensus taking account of the views expressed by all members. The Chair will seek to ensure that any lack of consensus is resolved amongst members. When this is not possible the Chair may call a vote. Only members or their nominated deputy may vote, and each allowed one vote. A simple majority will be conclusive on any matter.

6.7 If an equal number of votes are cast for and against a resolution, then the Chair (or in their absence, the person presiding over the meeting) will have a second and casting vote.

6.8 Should a vote be taken, the outcome of the vote, and any dissenting views, must be recorded in the minutes of the meeting.

6.9 The powers that are reserved or delegated by the Group Trust Board, may for an urgent decision be exercised by the Chair and Chief Executive Officer subject to every effort having been made to consult with as many members as possible in the given circumstances.

## **7.0 Behaviours, conduct and training**

7.1 Members will be expected to conduct business in line with the Nolan principles of public life and the Trust's values and behaviour framework.

- 7.2 Members must promote and demonstrably consider the equality and diversity implications of decisions they make.
- 7.3 All members will receive appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis, to keep their skills, knowledge and experience up to date.
- 7.4 All members must declare any actual or potential conflicts of interest in relation to any matter under consideration at any meeting. The Chair will decide if a declared interest represents a material conflict. These must be recorded in the minutes alongside the Chair's decision on how to manage the conflict. Members should exclude themselves from any part of the meeting where it is deemed that they have a material conflict of interest. If the Chair has a potential conflict of interest, then they should remove themselves, and the deputy chair or other member should then chair the meeting.

## **8.0 Accountability and reporting**

- 8.1 The Group Trust Board shall be fully and equally accountable to the Boards of Cambridgeshire Community Services NHS Trust and Norfolk Community Health and Care NHS Trust for the exercise of the Joint Functions and shall always comply with the Partnership Agreement and NHS England guidance when exercising Joint Functions.
- 8.2 The minutes of meetings shall be formally recorded and available to each Trust's Board.
- 8.3 Meetings of the Group Trust Board shall be held in public, but the Group Trust Board may, by resolution, exclude the public from a meeting (whether during the whole or part of the proceedings) whenever publicity would be prejudicial to the public interest by reason of the confidential nature of the business to be transacted or for other special reasons stated in the resolution and arising from the nature of that business or of the proceedings.

## **9.0 Secretariat and administration**

- 9.1 The Group Trust Board shall be supported with a secretariat function which will include ensuring that:
- An annual work plan will be developed in conjunction with the Chair and Chief Executive Officer.
  - The agenda and papers are prepared and distributed in accordance with the work plan and Trusts' Standing Orders before each meeting, having been agreed by the Chair with the support of the relevant lead executive.
  - Attendance of those members invited to each meeting is monitored and it is reported to the Chair any members that do not attend at least 75% of meetings.
  - Minutes are taken and agreed with the Chair.
  - A record of matters arising, action points and issues to be carried forward are kept, and action points are taken forward between meetings and progress against those actions are proactively monitored.

- The Chief Executive Officer is supported to prepare and deliver reports.
- The Group Trust Board is updated on pertinent issues / areas of interest / policy developments.
- The recording of meetings is undertaken with informed consent.
- Business is transacted as per this Terms of Reference, the Partnership Agreement, the Trusts' Standing Orders and documents referred to in them.
- All papers are published using the available electronic Board paper system.
- A progress report of outstanding / pending Group Trust Board actions will be presented to each meeting of the Group Trust Board.

## **10.0 Review**

10.1 The Group Trust Board will review its effectiveness at least annually.

10.2 These terms of reference and work plan will be reviewed at least annually and more frequently if required. Any proposed amendments to the terms of reference will be submitted to the Group Trust Board for approval, but any amendment to these terms of reference shall only be made in accordance with Clause 17 of the Partnership Agreement.

**Date approved: 1 April 2025**

**Date of review: 24 September 2025**

## **Audit and Risk Committee (In Common)**

### **1.0 Introduction**

- 1.1 The Trust Board hereby resolves to establish an Audit and Risk Committee. The Audit and Risk Committee is the Trust's Auditor Panel in accordance with the Local Audit and Accountability Act 2014.
- 1.2 These terms of reference set out the purpose, responsibilities, authority, membership and reporting arrangements of the Audit and Risk Committee and may only be changed with the approval of the Trust Board.
- 1.3 The committee is a non-executive committee of the board and has no executive powers, other than those specifically delegated in these terms of reference.

### **2.0 Purpose and Responsibilities**

- 2.1 The purpose of the Audit and Risk Committee is to have independent and objective oversight of the arrangements for governance, risk and issue management, and internal controls, protecting the interests of stakeholders.
- 2.2 The Audit and Risk Committee's responsibilities can be categorised as follows:

#### **Governance, Risk Management and Internal Control**

- (i) The Committee shall review the maintenance of an effective system of integrated governance, risk management, internal control, across the whole of the organisation's activities (both clinical and non-clinical), that supports the achievement of the organisation's objectives. In particular, the Committee shall review the adequacy of:
  - All risk and control related disclosure statements (the Statement on Internal Control and declarations of compliance with the Quality and Safety Standard (CQC), together with any accompanying Head of Internal Audit statement, external audit opinion or other appropriate independent assurances, prior to endorsement by the Trust Boards and/or the Group Trust Board.
  - The underlying assurance processes that indicate the degree of the achievement of corporate objectives, the effectiveness of the management of principal risks and the appropriateness of the above disclosure statements.
  - The policies for ensuring compliance with relevant regulatory, legal and code of conduct requirements.
  - The policies and procedures for all work related to counter fraud, corruption, and bribery.
- (ii) In carrying out this work, the Committee shall primarily utilise the work of Internal Audit, External Audit, Local Counter Fraud Specialists and other assurance functions, but shall not be limited to these audit functions. It shall also seek reports and assurances from directors, managers and clinical leaders as appropriate, concentrating on the overarching systems of integrated governance,

risk management and internal control, together with indicators of their effectiveness.

- (iii) This shall be evidenced through the Committee's use of effective Assurance Systems to guide its work and that of the audit and assurance functions that report to it.
- (iv) Review of relevant risks.
- (v) Discussion of emerging risks and significant issues.

### **Internal Audit**

- (vi) The Committee shall ensure that there is an effective internal audit function established by management that meets mandatory Public Sector Internal Audit Standards and provides appropriate independent assurance to the Audit and Risk Committee, the Chief Executive Officer and the Group Trust Board. This shall be achieved by:
  - Consideration of the provision of the Internal Audit service, the cost of the audit and any questions of appointment, reappointment, resignation and dismissal.
  - Review the executive agreed draft of the Internal Audit strategy and plan and more detailed programmes of work, ensuring that this is consistent with the risk profile and audit needs of the organisation(s).
  - Consideration of the major findings of internal audit work (and management's response) and ensuring co-ordination between the Internal and External Auditors to optimise audit resources.
  - Ensuring that the Internal Audit function is adequately resourced and has appropriate standing within the organisation(s).
  - Annual review of the effectiveness of internal audit and completeness of actions arising from audits.
  - A review and monitoring of management's responses to the findings and recommendations of the Internal Auditors.
  - Ensuring the Head of Internal Audit is given the right of direct access to the Chair of the Group Trust Board and to the Committee.

### **External Audit**

- (vii) The Committee shall review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process. In particular, the committee will review the work and findings of the external auditors and consider the implications and management's responses to their work. This will be achieved by:
  - Consideration of the provision of the External Audit service, the cost of the audit and any questions of appointment, reappointment, resignation and dismissal.
  - Discussion and agreement with the External Auditor, before the audit commences, of the nature and scope of the audit as set out in the Annual Plan, and ensure coordination, as appropriate, with other External Auditors in the local health economies.

- Discussion with the External Auditors of their local evaluation of audit risks and assessment of the Trust(s) and associated impact on the audit fees.
- Reviewing all External Audit reports, including agreement of the ISA 260 before submission to the Trust Board(s) and any work carried outside the annual audit plan, together with the appropriateness of management responses.
- Annually reviewing the effectiveness of the External Auditor.
- Ensuring that there is in place a clear policy for the engagement of external auditors to supply non-audit services.

### **Clinical Audit**

(viii) The Responsibility for Board committee oversight of Clinical Audit sits with the Quality Committee. The Audit and Risk Committee shall receive assurance that the Quality Committee has:

- Reviewed and approved an annual clinical audit programme and advised the Group Trust Board on learning from the outcomes from audit reports.
- Ensured that management processes are in place which provide assurance that the Trust(s) have taken appropriate action in response to relevant clinical audit reports, considered the implications and management's responses to their work, assuring itself that the management of the [Trust(s) have implemented the agreed recommendations of Clinical Audit reports in a timely and effective way.

### **Other Assurance Functions**

- The Audit and Risk Committee shall review the findings of other significant assurance functions, both internal and external to the organisation, and consider the implications for the governance of the organisation. These shall include, but shall not be limited to, any reviews by the Department of Health and Social Care or Regulators / Inspectors (e.g., Care Quality Commission, NHS Resolution, etc.), professional bodies with responsibility for the performance of staff or functions (e.g., Royal Colleges, accreditation bodies, etc.)
- In addition, the Committee shall review the work of other committees within the organisation, whose work can provide relevant assurance to the Audit and Risk Committee's own scope of work. This shall particularly include the Quality Committee and the Finance and Infrastructure Committee.
- In reviewing the work of the Quality Committee, and issues around clinical risk management, the Audit and Risk Committee shall wish to satisfy itself on the assurance that can be gained from the clinical audit function.
- The Committee shall review the assurance mechanisms in place at the Trust(s) to ensure value for money from third party Shared Services Providers.
- The Committee shall monitor compliance with the Trust(s) Standing Orders and Standing Financial Instructions.
- Where the Audit and Risk Committee considers there is evidence of ultra vires transactions, evidence of improper acts, or if there are other important matters that the Committee wishes to raise, the Chair of the Audit and Risks Committee should raise the matter at a full meeting of the Group Trust Board. Exceptionally,

the matter may need to be referred to NHS England (via the Chief Finances and Resources Officer in the first instance).

### **Counter Fraud**

- The Committee shall satisfy itself that the organisation has adequate arrangements in place for counter fraud, bribery and corruption that meet NHS Counter Fraud Authorities standards and shall review the outcomes of work in these areas.
- With regards to the Local Counter Fraud Specialist it will review, approve and monitor counter fraud work plans, receiving regular updates on counter fraud activity, monitor the implementation of action plans and discuss NHS Counter Fraud Authorities quality assessment reports.

### **Management**

- The Committee shall request and review reports and assurances from Directors and managers on the overall arrangements for governance, risk management and internal control.
- It may also request specific reports from individual functions within the organisation (e.g., clinical audit) as they may be appropriate to the overall arrangements.

### **Financial Reporting**

- (i) The Audit and Risk Committee shall review the Annual Report and Financial Statements before submission to the Trust Board(s), focusing particularly on:
  - The wording in the Annual Governance Statement and other disclosures relevant to the terms of reference of the Committee.
  - Changes in, and compliance with, accounting policies and practices.
  - Unadjusted miss-statements in the financial statements.
  - Major judgemental areas and significant adjustments resulting from the audit.
  - Letters of representation.
- (ii) The Committee should also ensure that the systems for financial reporting to the Trust Board(s), including those of budgetary control, are subject to review as to completeness and accuracy of the information provided to the board.
- (iii) The Committee shall review and challenge where necessary:
  - The consistency of, and any changes to, accounting policies both on a year-on-year basis and across the organisation(s).
  - Whether the organisation has followed appropriate accounting standards and made appropriate estimates and judgments, considering the views of the External Auditor.
  - The methods used to account for significant or unusual transactions where different approaches are possible.
  - The adequacy and completeness of the ISA260 report.

- (iv) The Committee shall be responsible for reviewing schedules of losses and compensations (or special payments) and making recommendations to the Board, as necessary.

### **System for raising concerns**

- The Committee shall review the effectiveness of the arrangements in place for allowing staff (and contractors) to raise (in confidence) concerns about possible improprieties in any area of the organisation (financial, clinical, safety or workforce matters) and ensure that any such concerns are investigated proportionately and independently, and in line with the relevant policies.
- The Trust's Freedom to Speak Up policies and procedures to ensure that arrangements are in place for proportionate and appropriate investigation.

### **Governance regulatory compliance**

- The Committee shall review the organisation's reporting on compliance with the NHS Provider Licence, the Code of Governance for NHS Provider Trusts and the Fit and Proper Persons Test Framework.
- The Committee shall satisfy itself that the organisation(s) policy, systems and processes for the management of conflicts, (including gifts and hospitality and bribery) are effective including receiving reports relating to non-compliance with the policy and procedures relating to conflicts of interest.

### **NHS Security Management Measures**

- The Chair of the Finance and Infrastructure Committee shall be the Non-Executive Director responsible to the Trust Board(s) for NHS security management.
- To set the overall systems of control and to ensure financial and information governance security are covered in the committee's work.

## **3.0 Authority**

- 3.1 The Audit and Risk Committee is authorised by the Trust Board to investigate any activity within its terms of reference.
- 3.2 It is authorised to seek any information it requires from any employee or worker, and all employees are directed to cooperate with any request made by the Audit and Risk Committee.
- 3.3 It may decide to obtain outside legal or other independent professional advice and secure the attendance of outsiders with relevant experience and expertise, if it considers this necessary.
- 3.4 The following items require escalation to the Group Trust Board:
  - (i) The Committee shall report to the Board annually on its work in support of the Statement on Internal Control, specifically commenting on the fitness for purpose

of the risk management and internal control processes, the completeness and embeddedness of risk management in the organisation, the integration of governance arrangements and the appropriateness of the self-assessment against the Quality and Safety Standards.

- (ii) Losses above £250k, or which may have a significant impact upon the Trust(s).
- (iii) Risks for which mitigating actions are overdue, insufficient mitigation is identified, or the risk ratings are questioned.

#### **4.0 Main Duties**

4.1 The following business will be overseen by the Audit and Risk Committee:

- Quarterly review of the Board Assurance Framework
- Internal and External Audit annual plans and progress reports (including Local Counter Fraud Specialist)
- Annual Audit Letter (annually)
- Annual Report and Accounts (annually)
- Issues from other committees
- Losses, Waivers and Special Payments
- Gifts and Hospitality Register (annually)
- Risk Management Policy (annually)
- Legal Updates (when appropriate)
- Risk review oversight

#### **5.0 Membership and attendance at meetings**

5.1 The members will be appointed by the Group Trust Board from amongst its independent, non-executive directors and shall consist of not less than three members. The Chair of the Group Trust Board shall not be member of the Committee, and the Group Trust Board Vice-Chair should not Chair the Committee. At least one member will have recent and relevant financial experience.

- Three Non-Executive Directors, one of whom will be nominated to be Chair.

5.2 In the absence of the Committee Chair, the remaining members present shall elect one of themselves to chair the meeting.

5.3 The Audit and Risk Committee may also have regular attendees who are not members but may be invited to provide subject matter expertise to an agenda item or for their own professional development. Attendees will receive advanced copies of the notice, agenda, and papers for meetings. They may be invited to attend any or all the meetings, or part(s) of a meeting by the Chair. Any such person may be invited, at the discretion of the Chair, to ask questions and address the meeting but may not vote.

5.4 The following will be invited to be regular attendees:

- The Chief Finances and Resources Officer, Director of Corporate Affairs, Chief Nursing and Allied Health Professional Officer and Company Secretary.
- Internal and External Audit representatives.

- The Local Counter Fraud Specialist.
  - The Chief Executive Officer, Group Trust Board Chair and other organisational managers may be invited to attend meetings for specific agenda items or when issues relevant to their area of responsibility are to be discussed.
- 5.5 The Chief Executive Officer shall be invited to attend, at least annually, to discuss with the Audit and Risk Committee the process for assurance that supports the Statement on Internal Control.
- 5.6 Members should make every effort to attend all meetings of the Audit and Risk Committee but as a minimum, 75% of all meetings each year. An explanation will be required by the Chair of the Committee if a member fails to attend two consecutive meetings in a calendar year. The Committee's administrator will monitor attendance and report this to the Chair of the Committee. Should non-attendance jeopardise the functioning of the Committee, the Chair will discuss the matter with the members and if necessary, seek a substitute or replacement.
- 5.7 At least once a year the Committee should meet privately with the internal auditors, external auditors and Local Counter Fraud Specialist either separately or together.
- 5.8 Attendance at Committee meetings shall be disclosed in the Trust(s) Annual Reports.
- 6.0 Meeting frequency, quoracy and decisions**
- 6.1 Meetings should be held on a quarterly basis, with an additional extraordinary meeting prepared to receive the Head of Internal Audit Opinion, the Annual Audit Letter of representation, and sign-off the annual governance statement and annual accounts (as specified by the External Auditors). Additional meetings may take place as required at the discretion of the Chair.
- 6.2 For **quoracy**, there must be a minimum of the Chair, or deputising Chair, plus at least one other member.
- 6.3 Where members are unable to attend, they should ensure that a named and briefed deputy is in attendance who is able to participate on their behalf. A nominated deputy will count towards quorum. No person can act in more than one capacity when determining the quorum.
- 6.4 In the event of not being at quorum, the meeting can proceed, and any item for decision will be confirmed by the Chair and lead executive. This must then be formally reported to the next meeting to be ratified and for transparency of decision-making.
- 6.5 In exceptional circumstances the business of the Committee may be considered by either a formal written resolution or the written agreement of all members.
- 6.6 Generally it is expected that decisions will be reached by consensus. When this is not possible the Chair may call a vote. Only members or their nominated deputy may vote, and each allowed one vote. A simple majority will be conclusive on any matter.

- 6.7 If an equal number of votes are cast for and against a resolution, then the Chair (or in their absence, the person presiding over the meeting) will have a second and casting vote.
- 6.8 Should a vote be taken, the outcome of the vote, and any dissenting views, must be recorded in the minutes of the meeting.
- 6.9 The powers that are reserved or delegated by the Group Trust Board, may for an urgent decision be exercised by the Chair and relevant lead director subject to every effort having been made to consult with as many members as possible in the given circumstances.

## **7.0 Behaviours and conduct**

- 7.1 Members will be expected to conduct business in line with the Nolan principles of public life and the Trust's values and behaviour framework.
- 7.2 Members must promote and demonstrably consider the equality and diversity implications of decisions they make.
- 7.3 All members will receive appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis, to keep their skills, knowledge and experience up to date.
- 7.4 All members must declare any actual or potential conflicts of interest in relation to any matter under consideration at any meeting. The Chair will decide if a declared interest represents a material conflict. These must be recorded in the minutes alongside the Chair's decision on how to manage the conflict. Members should exclude themselves from any part of the meeting where it is deemed that they have a material conflict of interest. If the Chair has a potential conflict of interest, then they should remove themselves, and the deputy chair or other member should then chair the meeting.

## **8.0 Accountability and reporting**

- 8.1 The Audit and Risk Committee is accountable to the Group Trust Board. The minutes of meetings shall be formally recorded.
- 8.2 The Chair shall report to the Group Trust Board after each meeting and provide a highlight report, escalating any concerns where necessary.
- 8.3 The committee will report to the board at least annually on its work in support of the annual governance statement, specifically commenting on the:
- Fitness for purpose of the assurance framework.
  - Completeness and 'embeddedness' of risk management in the organisation(s).
  - Effectiveness of governance arrangements.
  - Appropriateness of the evidence that shows that the organisation(s) are fulfilling regulatory requirements relating to its existence as a functioning business.

8.4 This annual report should also describe how the committee has fulfilled its terms of reference and give details of any significant issues that the committee considered in relation to the financial statements and how they were addressed.

## **9.0 Secretariat and administration**

9.1 The Audit and Risk Committee shall be supported with a secretariat function which will include ensuring that:

- An annual work plan will be developed in conjunction with the Chair and relevant lead executive.
- The agenda and papers are prepared and distributed in accordance with the work plan and Standing Orders before each meeting, having been agreed by the Chair with the support of the relevant lead executive.
- Attendance of those members invited to each meeting is monitored and highlighting to the Chair those that do not attend at least 75% of meetings.
- Minutes are taken and agreed with the Chair.
- A record of matters arising, action points and issues to be carried forward are kept, and action points are taken forward between meetings and progress against those actions are proactively monitored.
- The Chair is supported to prepare and deliver reports.
- The Group Trust Board is updated on pertinent issues / areas of interest / policy developments.
- The recording of meetings is undertaken with informed consent.
- Business is transacted as per this Terms of Reference, the Trusts' Standing Orders and documents referred to in them.
- All papers are published using the available electronic Board paper system.
- A progress report of outstanding / pending Audit and Risk Committee actions will be presented to each meeting of the Audit and Risk Committee.

## **10.0 Review**

10.1 The Audit and Risk Committee will review its effectiveness at least annually.

10.2 These terms of reference and work plan will be reviewed at least annually and more frequently if required. Any proposed amendments to the terms of reference will be submitted to Group Trust Board for approval.

**Date approved: 1 April 2025**

**Date of review: 24 September 2025**

## Charitable Funds Committee (In Common)

### 1.0 Introduction

- 1.1 The Trust Board hereby resolves to establish a Charitable Funds Committee.
- 1.2 These terms of reference set out the purpose, responsibilities, authority, membership and reporting arrangements of the Charitable Funds Committee and may only be changed with the approval of the Trust Board.
- 1.3 The Charitable Funds Committee(s) will oversee activities for both Trust(s) charitable funds, and this will be managed through the segregated agenda with clear lines between the different charities. The responsibilities and duties listed in the **annexes** apply to the respective charitable funds.

### 2.0 Purpose and Responsibilities

- 2.1 The detailed purpose and responsibilities for each respective charity are listed within the annexes attached to these terms of reference.

### 3.0 Authority

- 3.1 The Charitable Funds Committee is authorised by the Trust Board to investigate any activity within its terms of reference.
- 3.2 It is also authorised to seek any information it requires from any employee or worker, and all employees and workers are directed to cooperate with any request made by the Charitable Funds Committee.
- 3.3 It may obtain outside legal or other independent professional advice and secure the attendance of outsiders with relevant experience and expertise, if it considers this necessary.

### 5.0 Membership and attendance at meetings

- 5.1 The members will be appointed by the Group Trust Board who will appoint **four** members:
  - Non-Executive Director (Chair)
  - Non-Executive Director (Group Trust Chair)
  - Two Executive Directors:
    - Chief Finances and Resources Officer
    - Director of Corporate Affairs
- 5.2 In the absence of the Committee Chair, the remaining members present shall elect one of themselves to chair the meeting.
- 5.3 The Charitable Funds Committee may also have regular attendees who are not members but may be invited to provide subject matter expertise to an agenda item or for their own professional development. Attendees will receive advanced copies of the notice, agenda, and papers for meetings.

They may be invited to attend any or all the meetings, or part(s) of a meeting by the Chair. Any such person may be invited, at the discretion of the Chair, to ask questions and address the meeting but may not vote.

5.4 The following will be invited to be regular attendees:

- Director of Finance
- Charity Development and Project Manager for each charitable fund
- Charity Administrator and Finance Officer for each charitable fund
- Trust Investment Adviser

## **6.0 Meeting frequency, quoracy and decisions**

6.1 The group will meet at least twice a year, and additional meetings may take place as required at the discretion of the Chair or lead executive.

6.2 For **quoracy**, there must be a minimum of the Chair, or deputising Chair plus at least one other Executive member.

6.3 Where members are unable to attend, they should ensure that a named and briefed deputy is in attendance who is able to participate on their behalf. A nominated deputy will count towards quorum. No person can act in more than one capacity when determining the quorum.

6.4 In the event of not being at quorum, the meeting can proceed, and any item for decision will be confirmed by the Chair and lead executive. This must then be formally reported to the next meeting to be ratified and for transparency of decision-making.

6.5 In exceptional circumstances the business of the Committee may be considered by either a formal written resolution or the written agreement of all members.

6.6 Generally it is expected that decisions will be reached by consensus. When this is not possible the Chair may call a vote. Only members or their nominated deputy may vote, and each allowed one vote. A simple majority will be conclusive on any matter.

6.7 If an equal number of votes are cast for and against a resolution, then the Chair (or in their absence, the person presiding over the meeting) will have a second and casting vote.

6.8 Should a vote be taken, the outcome of the vote, and any dissenting views, must be recorded in the minutes of the meeting.

6.9 The powers that are reserved or delegated by the Group Trust Board, may for an urgent decision be exercised by the Chair and relevant lead executive subject to every effort having been made to consult with as many members as possible in the given circumstances.

## **7.0 Behaviours, conduct and training**

- 7.1 Members will be expected to conduct business in line with the Nolan principles of public life and the Trust's values and behaviour framework.
- 7.2 Members must promote and demonstrably consider the equality and diversity implications of decisions they make.
- 7.3 All members will receive appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis, to keep their skills, knowledge and experience up to date.
- 7.4 All members must declare any actual or potential conflicts of interest in relation to any matter under consideration at any meeting. The Chair will decide if a declared interest represents a material conflict. These must be recorded in the minutes alongside the Chair's decision on how to manage the conflict. Members should exclude themselves from any part of the meeting where it is deemed that they have a material conflict of interest. If the Chair has a potential conflict of interest, then they should remove themselves, and the deputy chair or other member should then chair the meeting.

## **8.0 Accountability and reporting**

- 8.1 The Charitable Funds Committee is accountable to the Group Trust Board. The minutes of meetings shall be formally recorded.
- 8.2 The Chair shall report to the Group Trust Board after each meeting and provide a highlight report, escalating any concerns where necessary.

## **9.0 Secretariat and administration**

- 9.1 The Charitable Funds Committee shall be supported with a secretariat function which will include ensuring that:
  - An annual work plan will be developed in conjunction with the Chair and relevant lead executive.
  - The agenda and papers are prepared and distributed in accordance with the work plan and Standing Orders before each meeting, having been agreed by the Chair with the support of the relevant lead executive.
  - Attendance of those members invited to each meeting is monitored and highlighting to the Chair those that do not attend at least 75% of meetings.
  - Minutes are taken and agreed with the Chair.
  - A record of matters arising, action points and issues to be carried forward are kept, and action points are taken forward between meetings and progress against those actions are proactively monitored.
  - The Chair is supported to prepare and deliver reports.
  - The Charitable Funds Committee is updated on pertinent issues / areas of interest / policy developments.
  - The recording of meetings is undertaken with informed consent.
  - Business is transacted as per this Terms of Reference, the Trusts' Standing Orders and documents referred to in them.

- All papers are published using the available electronic Board paper system.
- A progress report of outstanding / pending Charitable Funds Committee actions will be presented to each meeting of the Charitable Funds Committee.

## **10.0 Review**

- 10.1 The Charitable Funds Committee will review its effectiveness at least annually.
- 10.2 These terms of reference and work plan will be reviewed at least annually and more frequently if required. Any proposed amendments to the terms of reference will be submitted to Trust Board for approval.

**Date approved: 1 April 2025**

**Date of review: 24 September 2025**

## **Annex 1 – Cambridgeshire Community Services NHS Trust Charitable Fund**

### **1.0 Purpose**

- 1.1 To advise the Charitable Funds Committee and in turn, Board of Directors, as Corporate Trustee, on the management and use of the Trust's charitable funds.
- 1.2 The Charitable Funds Committee is a committee of the Board and has no executive powers, other than those specifically delegated in these Terms of Reference. Responsibility for the Charitable Funds rests entirely with the Board. The Board shall retain overall control of the charity's activities, considering the recommendations submitted by the Committee. The Board shall set out its investment policy in writing.

### **2.0 Main Duties**

#### **2.1 Charitable Funds Committee**

- i. Consider and recommend to the Board any changes in investment policy.
- ii. Review performance of current investments in respect of both income and capital appreciation
- iii. Review the fundraising methods used and ensure that they are acceptable in terms of a health/public body context.
- iv. The Committee shall determine the strategy for fundraising and the gift acceptance policy
- v. To agree the expenditure strategy and policies of the Funds within the framework of the Governing Document which defines the purposes for which the charity has been established.
- vi. To monitor compliance with the strategy and policies and ensure that the wishes of the donors are met.
- vii. To approve Charitable Fund bids for expenditure in accordance with the relevant procedures.
- viii. All fundraising bids to external bodies shall be subject to committee approval.
- ix. To determine the format of the performance information it requires, to manage the Charitable Funds in the most effective manner. This shall include information on fundraising, expenditure and investment.
- x. To review, and recommend to the Board for approval, the Charitable Funds Annual Accounts and Annual Report.
- xi. To receive reports from both the Internal and External Auditors for the Trust concerning Charitable Funds and monitor and review the implementation of any recommendations.

- xii. To review the Charitable Funds Audit Report prior to submission to the Trust's Audit Committee.
- xiii. The committee shall appoint member(s) of the different funds and annually approve their continued membership
- xiv. The committee shall determine a process for appealing decisions and who sits on the appeals panel.
- xv. The Committee shall review investments in accordance with the following objectives:
  - Ensuring that funds are properly protected and that, as far as possible, capital is not put at risk and will be protected against inflation.
  - Obtaining best income from the investments with which to carry out the purposes of the various individual funds.

## 2.2 Fundraising Committees

- i. Fundraising committees shall be formed, and membership shall be agreed by the Charitable Funds Committee.
- ii. The fundraising committees shall undertake a programme of fundraising activities in line with the fundraising strategy.
- iii. The fundraising committees may have delegated authority regarding the use of the charitable funds, in line with the Strategy for Charitable Funds.
- iv. Any expenses incurred by the fundraising committees shall be defrayed against funds raised and must first be approved by the Secretary to the Charitable Funds Committee.
- v. Minutes of the fundraising committees shall be submitted to the next meeting of the Charitable Funds Committee, for information.

## 2.3 Risks

- i. Review of relevant risks.
- ii. Discussion of emerging risks and significant issues.

## 3.0 Conversion to independent status

3.1 Below are the provisions for dissolution or winding up of NHS Charitable Funds referred to as 'Conversion to independent status'. In this context, this involves:

- The creation of a new charity suggested to be corporate in form – either a company limited by guarantee (CLG) or a charitable incorporated organisation (CIO) - in relation to which the Secretary of State for Health and Social Care / Department of Health has no formal powers.

- The transfer to the New Charity of all the whole undertaking of the NHS Charity; and,
  - The winding up of the NHS Charity.
- 3.2
- i. Provisions for dissolution or conversion to independent status: NHS Charity trustees agree to investigate conversion.
  - ii. The Charitable Funds Committee shall review advantages and disadvantages and collect information.
  - iii. If the Charitable Funds Committee decides NOT to convert no further action is required.
  - iv. If the Charitable Funds Committee agrees to convert then the committee will need to present the proposal to the Board, as Corporate Trustee, for approval.
  - v. If approved by the Board, the Charitable Funds Committee shall notify the Department of Health and the Charities Commission of intention to convert.
  - vi. The Charitable Funds Committee shall then:
    - Collate details of charity assets and liabilities.
    - Develop governing instrument for the New Charity.
    - Analyse the staffing and accommodation position.
  - vii. If the Charitable Funds Committee if proposes to transfer the charitable funds into an existing charity, the committee shall:
    - Conduct due diligence of the Charity.
    - Ensure the objects of the Charity are like the objects of the charitable funds.
    - Develop with the Charity terms of agreement or memorandum of understanding.
  - viii. If a New Charity is being established, the Charitable Funds Committee shall develop, with the New Charity, terms of agreement or memorandum of understanding and create the new Charity.
  - ix. The New Charity must apply for registration with the Charities Commission and HMRC.
  - x. NHS Charity trustees and the New Charity then take the following steps:
    - Finalise and execute terms of agreement or memorandum of understanding with NHS body.
    - Notify the Department of Health.
    - Notify/consult employees. The New Charity obtains NHS pensions scheme 'direction employer' status (if relevant). Transfer assets to the New Charity and wind up the NHS Charity. Register merger of the NHS Charity with the New Charity with the Charities Commission.

#### **4.0 Items Requiring Escalation**

- i. Any expenditure likely to amount over £5,000 in one year or £10,000 over a 3-year period.
- ii. Any outstanding audit actions.
- iii. Any fraud or other crime related to the Charitable Funds.
- iv. Any risks with a rating of 15 or above and/or for which mitigating actions are overdue, insufficient mitigation is identified, or the risk ratings are questioned.

#### **5.0 Standing Items and Receipt of Key Issue Reports**

- i. Dreamdrops Update
- ii. Charitable funds accounts.
- iii. Charitable funds bids.
- iv. Audit reports.
- v. Review of risks and discussion of emerging risks.
- vi. Minutes of fundraising sub-committees.

## **Annex 2 – Norfolk Community Health and Care NHS Trust Charitable Fund**

### **1.0 Constitution**

Norfolk Community Health and Care NHS Trust, hereafter referred to as ‘the Trust’, was appointed as corporate trustee of the Charitable Fund, by virtue of Statutory Instrument 2010 (2466), and its Board serves as its agent in the administration of the charitable funds held by the Trust. The Charitable Funds Committee (hereafter referred to as ‘the Committee’) has been formally constituted by the Board in accordance with its Standing Orders, with delegated responsibility to make and monitor arrangements for the control and management of the Trust’s charitable funds and will report through to the Board.

### **2.0 Scope and duties**

2.1 Within the budget, priorities and spending criteria determined by the Trust as trustee, and consistent with the requirements of the Charities Act 2006, Charities Act 2011, Charities (Protection and Social Investment) Act 2016, Charities Act 2022 (or any modification to these acts), to apply the charitable funds in accordance with their respective governing documents.

2.2 To ensure that the Trust policies and procedures for charitable funds investments are followed. To make decisions involving the sound investment of charitable funds in a way which both preserves their capital value and produces a proper return consistent with prudent investment and ensuring compliance with:

- Trustee Act 2000
- The Charities Act 1993
- The Charities Act 2006
- The Charities Act 2011
- Charities (Protection and Social Investment) Act 2016
- The Charities Act 2022
- Terms of the Fund’s governing documents

2.3 To receive, at least twice each year, reports for ratification from the Chief Finance and Resources Officer on investment decisions and action taken through delegated powers upon the advice of the Trust’s investment adviser.

2.4 To oversee and monitor the functions performed by the Director of Finance & Performance as defined in Standing Financial Instructions in relation to charitable funds.

2.5 To monitor the progress of charitable fundraising appeals.

2.6 To consider/approve all individual charitable fund expenditure items more than £10,000, within the designated or restricted purpose of the Fund.

2.7 To monitor the Trust’s scheme of delegation for expenditure up to £10,000 approved by the Fund Holder within the designated or restricted purpose of the Fund.

### **3.0 Delegated powers and duties**

3.1 The Chief Finances and Resources Officer has prime responsibility for the Trust's charitable funds as defined in the Trust's Standing Financial Instructions. The specific powers, duties and responsibilities delegated to the Chief Finance and Resources Officer are:

- Administration of all charitable funds.
- To identify any new charity that may be created (of which the Trust is a trustee) and to deal with any legal steps that may be required to formalise the trusts of any such charity.
- To provide guidelines in respect of donations, legacies and fundraising.
- Responsibility for the management of investment of funds held on trust.
- To ensure appropriate banking services are available to the Trust.
- To prepare reports to the Trust Board including annual reports and accounts.

### **4.0 Authority**

4.1 The day-to-day management of the investments of the charitable funds in accordance with the investment strategy set down from time to time by the Trustee and included in the Distribution, Investment and Reserves Policy for the Norfolk Community Health and Care Trust Charitable Fund (May 2022).

4.2 Appointing an external investment manager to advise the Committee on investment matters and may delegate day to day management of some or all the investments to that investment manager. In exercising this power, the Committee must ensure that:

- The scope of the power delegated is clearly set out in writing and communicated with the person or persons who will exercise it.
- There are adequate internal controls and procedures in place, which will ensure that the power is being exercised properly and prudently.
- They review regularly the performance of the person or persons exercising the delegated power.
- Where an investment manager is appointed, that person is regulated by the Financial Conduct Authority.
- Acquisitions or disposals of a material nature must always have written authority of the Committee or the Chairman of the Committee in conjunction with the Director of Finance & Performance.

4.3 The banking arrangements for the charitable funds being kept entirely distinct from the Trust's NHS funds.

4.4 Ensuring separate current and deposit accounts are minimised consistent with meeting expenditure obligations.

4.5 Ensuring the amount to be invested or redeemed from the sales of investments shall have regard to the requirements for immediate and future expenditure commitments.

4.6 Establishing and maintaining an approved list of counter parties for investment activities.

- 4.7 Operating an investment pool when this is considered appropriate to the charity in accordance with charity law and the directions and guidance of the Charity Commission. The Committee shall propose the basis to the Board for applying accrued income to individual funds in line with charity law and the Charity Commission guidance.
- 4.8 Obtaining appropriate professional advice to support its investment activities and regularly reviewing investments to maximise effectiveness.

## **Finance and Infrastructure Committee (Joint)**

### **1.0 Introduction**

- 1.1 The Group Trust Board hereby resolves to establish a Board Committee to be known as the Finance and Infrastructure Committee.
- 1.2 These terms of reference set out the purpose, responsibilities, authority, membership and reporting arrangements of the Finance and Infrastructure Committee and may only be changed with the approval of the Group Trust Board.

### **2.0 Purpose and Responsibilities**

- 2.1 The purpose of the Finance and Infrastructure Committee is to support the Group Trust Board by ensuring that the Financial, Estates, and Digital Strategies and Green Plan along with their supporting one-year plans are developed and implemented and that there are effective structures and systems in place to support quality services and safeguard high standards of patient care.
- 2.2 The responsibilities of the Finance and Infrastructure Committee can be categorised as follows:
  - To advise the Group Trust Board on compliance with statutory and regulatory requirements and evidenced against best practice where possible, including relevant health and safety, infection prevention and control (relevant elements to estates), data and cyber security, as well as sustainability and other Infrastructure matters.
  - To provide an effective assurance reporting, escalation and engagement route for appropriate subgroups of the Committee and key internal stakeholders.
  - To provide assurance of the delivery of trust wide estates, IT, digital, health and safety and green related projects.
  - To provide assurance on the delivery of the Trust's agreed capital programme.

### **3.0 Authority**

- 3.1 The Finance and Infrastructure Committee is authorised by the Group Trust Board to investigate any activity within its terms of reference.
- 3.2 It is also authorised to seek any information it requires from any employee or worker, and all employees and workers are directed to cooperate with any request made by the Finance and Infrastructure Committee.
- 3.3 It may obtain outside legal or other independent professional advice and secure the attendance of outsiders with relevant experience and expertise, if it considers this necessary.
- 3.4 The following items require escalation to the Group Trust Board:
  - Material variances against significant programme / plan.

- Any assurance items that require escalation to the Group Trust Board in line with the agreed escalation framework.
- Adverse variance which is higher than £250,000 or 15% of the full year efficiency plan.
- Adverse variance which is higher than £250,000 or 15% against the capital forecast.
- Any risk with a rating of 15 or above and / or for which mitigating actions are overdue, insufficient mitigation is identified, or the risk ratings are questioned.
- Any non-compliance with statutory or regulatory and legal requirements.
- Any action three months or more beyond its due date.

## **4.0 Main Duties**

4.1 The following business will be overseen by the Finance and Infrastructure Committee:

### **Strategy and risk**

- To provide oversight of the development and implementation of each Trust(s) Financial, Estates, and Digital Strategies and Green Plan ensuring that they are delivered in a proactive, efficient and incremental fashion, to the benefit of all staff, patients and visitors.
- To ensure the finance, estates, digital and green plans are delivered reflecting the needs of services and key stakeholders.
- To receive updates from the digital transformation forum on digital related innovation opportunities and developments being considered and implemented.
- To review finance, estate, digital and green development matters in support of delivering the annual plans.
- To provide oversight of Board Assurance Framework risks that sit within the remit of the Committee.

### **Finance**

- To monitor, advise on and recommend Group Trust Board matters relating to the organisation's financial strategy.
- To advise the Group Trust Board on the effective and efficient use of resources.
- To critically appraise the organisation's annual budgets (revenue and capital) for the Group Trust Board's approval.
- To review the Trust(s) financial reporting and support the development of appropriate measures and Key Performance Indicators.
- To review the Trust(s) in-year performance and any plans for corrective action.

### **Compliance**

- To ensure there are effective systems in place to provide the Group Trust Board with assurance of the Trust(s) infrastructure statutory compliance.
- To ensure the Trust(s) complies with data assurance and information governance and security including reviewing the data maturity and the Data Security Protection Toolkit self-assessments.

- To ensure the Trust(s) comply with the NHS Premises Assurance Model.

### **Maintenance**

- To have oversight of material estate and digital service issues requiring further attention or escalation and receive assurance from services on customer satisfaction and issue resolution.
- To ensure appropriate participation in, and completion of national compliance annual returns relating to finance, estates and digital.

### **Capital Projects**

- To approve an annual capital plan for the Trust(s).
- To review progress against the capital plan including delivery of projects against agreed timeline.

### **Policy and Strategy**

- To review all Trust(s) policies relating to the Committee's remit on behalf of the Group Trust Board.
- To review all Trust(s) strategies relating to the Committee's remit and make recommendations on their adoption to the Group Trust Board.

### **NHS Security Management Measures**

- To ensure that physical assets and people working, visiting or receiving treatment in them are secure.

## **4.2 Standing Items:**

- Reports on financial performance and the performance of the estates and digital management service contracts as set out in Service Level Agreements and contract documents.
- Issues concerning the delivery of the finance, estates, digital and green strategies and service on issues that have not been resolved at the operational / delivery level.
- Ensure that an integrated approach to estates, and digital implementation plans.
- Review of Risks and Issues assigned to the Committee.
- Standardised report on progress on projects relating to Freehold Property, Leasehold Property Management and Capital Projects.
- Estate, IT, digital and green related efficiency schemes.

### **Risks**

- Review of relevant risks.
- Discussion of emerging risks and significant issues.

## Sub-group reports

- Receipt of key issue reports from sub-grounds with responsibility for:
  - Health and Safety.
  - Infection Prevention and Control (relevant elements to estates).
  - Sustainability and Green Plan.
  - Digital Transformation.
- Other matters as may be designated in the Scheme of Reservation and Delegation.

## 5.0 Membership and attendance at meetings

5.1 The members will be appointed by the Group Trust Board who will appoint **six** members to the Committee, as follows:

- Three Non-Executive Directors, one of whom will be nominated to be Chair, and one will be Deputy Chair.
- Chief Finances and Resources Officer.
- Chief Information Officer.
- Director of Strategy and Transformation.

5.2 In the absence of the Committee Chair, the remaining members present shall elect one of themselves to chair the meeting.

5.3 The Finance and Infrastructure Committee may also have regular attendees who are not members but may be invited to provide subject matter expertise to an agenda item or for their own professional development. Attendees will receive advanced copies of the notice, agenda, and papers for meetings. They may be invited to attend any or all the meetings, or part(s) of a meeting by the Chair. Any such person may be invited, at the discretion of the Chair, to ask questions and address the meeting but may not vote.

5.4 The following will be invited to be regular attendees:

- Senior managers from the relevant teams.

## 6.0 Meeting frequency, quoracy and decisions

6.1 The Finance and Infrastructure Committee will meet at least six times a year and additional meetings may take place as required at the discretion of the Chair or lead executive.

6.2 For **quoracy**, there must be a minimum of the Chair, or deputising Chair plus at least one Executive member.

6.3 Where members are unable to attend, they should ensure that a named and briefed deputy is in attendance who is able to participate on their behalf. A nominated deputy will count towards quorum. No person can act in more than one capacity when determining the quorum.

- 6.4 In the event of not being at quorum, the meeting can proceed, and any item for decision will be confirmed by the Chair and lead executive. This must then be formally reported to the next meeting to be ratified and for transparency of decision-making.
- 6.5 In exceptional circumstances the business of the Committee may be considered by either a formal written resolution or the written agreement of all members.
- 6.6 Generally it is expected that decisions will be reached by consensus. When this is not possible the Chair may call a vote. Only members or their nominated deputy may vote, and each allowed one vote. A simple majority will be conclusive on any matter.
- 6.7 If an equal number of votes are cast for and against a resolution, then the Chair (or in their absence, the person presiding over the meeting) will have a second and casting vote.
- 6.8 Should a vote be taken, the outcome of the vote, and any dissenting views, must be recorded in the minutes of the meeting.
- 6.9 The powers that are reserved or delegated by the Group Trust Board, may for an urgent decision be exercised by the Chair and relevant lead executive subject to every effort having been made to consult with as many members as possible in the given circumstances.

## **7.0 Behaviours, conduct and training**

- 7.1 Members will be expected to conduct business in line with the Nolan principles of public life and the Trust's Values and behaviour framework.
- 7.2 Members must promote and demonstrably consider the equality and diversity implications of decisions they make.
- 7.3 All members will receive appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis, to keep their skills, knowledge and experience up to date.
- 7.4 All members must declare any actual or potential conflicts of interest in relation to any matter under consideration at any meeting. The Chair will decide if a declared interest represents a material conflict. These must be recorded in the minutes alongside the Chair's decision on how to manage the conflict. Members should exclude themselves from any part of the meeting where it is deemed that they have a material conflict of interest. If the Chair has a potential conflict of interest, then they should remove themselves, and the deputy chair or other member should then chair the meeting.

## **8.0 Accountability and reporting**

- 8.1 The Finance and Infrastructure Committee is accountable to the Group Trust Board. The minutes of meetings shall be formally recorded.

8.2 The Chair shall report to the Group Trust Board after each meeting and provide a highlight report, escalating any concerns where necessary.

## **9.0 Secretariat and administration**

9.1 The Finance and Infrastructure Committee shall be supported with a secretariat function which will include ensuring that:

- An annual work plan will be developed in conjunction with the Chair and relevant lead executive.
- The agenda and papers are prepared and distributed in accordance with the work plan and Standing Orders before each meeting, having been agreed by the Chair with the support of the relevant lead executive.
- Attendance of those members invited to each meeting is monitored and highlighting to the Chair those that do not attend at least 75% of meetings.
- Minutes are taken and agreed with the Chair.
- A record of matters arising, action points and issues to be carried forward are kept, and action points are taken forward between meetings and progress against those actions are proactively monitored.
- The Chair is supported to prepare and deliver reports.
- The Finance and Infrastructure Committee is updated on pertinent issues / areas of interest / policy developments.
- The recording of meetings is undertaken with informed consent.
- Business is transacted as per this Terms of Reference, the Trusts' Standing Orders and documents referred to in them.
- All papers are published using the available electronic Board paper system.
- A progress report of outstanding / pending Finance and Infrastructure Committee actions will be presented to each meeting of the Finance and Infrastructure Committee.

## **10.0 Review**

10.1 The Finance and Infrastructure Committee will review its effectiveness at least annually.

10.2 These terms of reference and work plan will be reviewed at least annually and more frequently if required. Any proposed amendments to the terms of reference will be submitted to the Group Trust Board for approval.

**Date approved: 1 April 2025**

**Date of review: 24 September 2025**

## People Participation and Equalities Committee (Joint)

### 1.0 Introduction

- 1.1 The Group Trust Board hereby resolves to establish a Board Committee to be known as the People Participation and Equalities Committee (PPEC).
- 1.2 These terms of reference set out the purpose, responsibilities, authority, membership and reporting arrangements of the People Participation and Equalities Committee and may only be changed with the approval of the Group Trust Board.

### 2.0 Purpose and Responsibilities

- 2.1 The purpose of the People Participation and Equalities Committee is to provide the Group Trust Board with assurance on the Trust(s) overall approach to people participation and equalities and ensure that there is a culture of continuous, positive improvement driven by engagement, involvement, and co-production with people in the communities we serve and with our workforce.
- 2.2 The responsibilities of the People Participation and Equalities Committee can be categorised as follows:
  - Make a difference to patient / service user experience through positive engagement, involvement and co-production with our communities, our staff and external stakeholders such as our commissioners, other healthcare partners, Healthwatch and community groups.
  - Have oversight and provide assurance on both the Trust's overall approach to people participation including the implementation of relevant strategies.
  - Have oversight and provide assurance on the delivery of diversity and inclusion aspects and overall staff experience within both Trust's, with a focus on making sure both Trust(s) are exemplary employers.
  - Consider information on the process of engaging, listening and acting on feedback received from the communities we serve and our workforce; ensuring that there is a robust process in place for monitoring patient and staff experience and feedback.
  - Approve and monitor the implementation of improvement action plans put in place to improve the Trust(s) services in collaboration with the Working Together Groups, the Diversity and Inclusion Steering Group and Staff Experience Group.
  - Listen to the views of all our stakeholders, both internally and externally, and to explore ways in which the Trust(s) can respond positively to their views.
  - Ensure that a culture of people participation and equality is embedded to support our service improvement projects, information / communication plans, quality reviews and estates developments as defined in our Trust(s) strategies.
  - Engage with our workforce and within the communities we serve in line with the People Participation activities within each Trust and the Diversity, Inclusion and staff experience aspects of our People Strategies.
  - Ensure that the Trust(s) continues to fulfil any requirements relating to public and patient engagement, involvement and co-production as determined by the Care Quality Commission and other regulators.

- Ensure the needs and interests of all service users and our workforce are taken into consideration including people who fall under the nine characteristics that are protected under the Equality Act 2010 and people with specific illnesses / conditions.
- Annually review the progress that has been made within services because of people participation. The Committee also has a responsibility to identify those issues that have been more difficult to improve, and to escalate these accordingly.

### **3.0 Authority**

- 3.1 The People Participation and Equalities Committee is authorised by the Group Trust Board to investigate any activity within its terms of reference.
- 3.2 It is also authorised to seek any information it requires from any employee or worker, and all employees and workers are directed to cooperate with any request made by the People Participation and Equalities Committee.
- 3.3 It may obtain outside legal or other independent professional advice and secure the attendance of outsiders with relevant experience and expertise, if it considers this necessary.
- 3.4 The following items require escalation to the Group Trust Board:
- Any risks with a rating of 15 or above and / or for which mitigating actions are overdue, insufficient mitigations are identified, or the risk ratings are questioned.
  - Any non-compliance with legal requirements.

### **4.0 Main Duties**

- 4.1 The following business will be overseen by the People Participation and Equalities Committee:

#### **Strategy**

- To recommend formal adoption of policies, strategies and plans covered by the scope of this Committee to the Group Trust Board.
- To support the development, implementation, and monitoring of both the Trust(s) People Participation Approach ensuring that it is delivered in a proactive and efficient way, driving improvements in patient experiences.
- To support the development, implementation and monitoring of the Workforce Diversity and Inclusion, and staff experience aspects of our People Strategies ensuring that they are delivered in a proactive and efficient, driving improvements in staff experiences and engagement.

#### **Improving Quality and Patient Experience**

- To ensure learning from people participation is embedded into day-to-day service delivery, service redesign, transformation, and estates work.

- To actively promote a Quality Improvement approach to people participation projects ensuring that the principles of co-production fully inform the outcome.

### **Diversity, Inclusion and Staff Experience**

- Ensure the needs and interests of all service users are taken into consideration with particular focus on people who fall under the nine characteristics that are protected under the Equality Act 2010. This will also include people with specific illnesses or conditions and veterans of the armed forces.
- Ensure the needs and interests of our diverse workforce are taken into consideration with a particular focus on staff who fall under the nine characteristics that are protected under the Equality Act 2010, and in eliminating inequality and bias. This will also include veterans of the armed forces.
- To pay particular attention to the overall staff experience of our workforce across both Trust(s).

### **Collaborating with other Committees**

- The Committee will refer matters by exception and as appropriate to any other Committee as required.

#### **4.2 Standing Items:**

- Progress on implementation of the people participation approach and activities across both Trust(s) and the diversity, inclusion and staff experience aspects of both People Strategies.
- Key Issues from both Trust(s) in relation to co-production activities.
- Key Issues from the Diversity and Inclusion Steering Group (CCS) and Staff Experience Group (NCHC).
- National guidance regulatory reports.
- Review of relevant risks.
- Discussion of emerging risks and significant issues.
- Yearly review of Terms of Reference and Annual Cycle of Business.

#### **4.3 Receipt of Key Issue Reports**

- Trust Wide Working Together Group (CCS).
- Diversity and Inclusion Steering Group (CCS).
- Staff Experience Group (NCHC)
- Patient participation/co-production activities (NCHC).

### **5.0 Membership and attendance at meetings**

5.1 The members will be appointed by the Group Trust Board who will appoint **four** members:

- Non-Executive Director (Chair)
- Non-Executive Director (Deputy Chair)
- Two Executive Directors:

- Chief Nursing and Allied Health Professional Officer.
  - Chief People Officer and Deputy Chief Executive.
- 5.2 The Chair of the Committee shall be a Non-Executive Director who shall also be the Non-Executive Lead for People Participation and Equalities for the Trust.
- 5.3 In the absence of the Committee Chair, the remaining members present shall elect one of themselves to chair the meeting.
- 5.4 The People Participation and Equalities Committee may also have regular attendees who are not members but may be invited to provide subject matter expertise to an agenda item or for their own professional development. Attendees will receive advanced copies of the notice, agenda, and papers for meetings. They may be invited to attend any or all the meetings, or part(s) of a meeting by the Chair. Any such person may be invited, at the discretion of the Chair, to ask questions and address the meeting but may not vote.
- 5.5 The following will be invited to be regular attendees:
- Company Secretary (for Equality, Diversity and Inclusion)
  - Assistant Director of Allied Healthcare Professionals and Patient Experience
  - Deputy Directors of Workforce
  - Patient Involvement Partners
  - Patient – Equality, Diversity and Inclusion Lead/s
  - Patient Experience and Participation Manager/s
  - Patient experience and engagement leads for each Division
  - Directors of Services
- 5.6 The committee may also invite representatives from relevant internal and external stakeholders, for example, Healthwatch, representatives from community groups and / or other healthcare partners.

## **6.0 Meeting frequency, quoracy and decisions**

- 6.1 The group will meet at least twice a year, and additional meetings may take place as required at the discretion of the Chair or lead executive.
- 6.2 For **quoracy**, there must be a minimum of two members, including the Chair or deputising Chair and one executive member.
- 6.3 Where members are unable to attend, they should ensure that a named and briefed deputy is in attendance who is able to participate on their behalf. A nominated deputy will count towards quorum. No person can act in more than one capacity when determining the quorum.
- 6.4 In the event of not being at quorum, the meeting can proceed, and any item for decision will be confirmed by the Chair and lead executive. This must then be formally reported to the next meeting to be ratified and for transparency of decision-making.

- 6.5 In exceptional circumstances the business of the Committee may be considered by either a formal written resolution or the written agreement of all members.
- 6.6 Generally it is expected that decisions will be reached by consensus. When this is not possible the Chair may call a vote. Only members or their nominated deputy may vote, and each allowed one vote. A simple majority will be conclusive on any matter.
- 6.7 If an equal number of votes are cast for and against a resolution, then the Chair (or in their absence, the person presiding over the meeting) will have a second and casting vote.
- 6.8 Should a vote be taken, the outcome of the vote, and any dissenting views, must be recorded in the minutes of the meeting.
- 6.9 The powers that are reserved or delegated by the Group Trust Board, may for an urgent decision be exercised by the Chair and relevant lead executive subject to every effort having been made to consult with as many members as possible in the given circumstances.

## **7.0 Behaviours, conduct and training**

- 7.1 Members will be expected to conduct business in line with the Nolan principles of public life and the Trust's values and behaviour framework.
- 7.2 Members must promote and demonstrably consider the equality and diversity implications of decisions they make.
- 7.3 All members will receive appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis, to keep their skills, knowledge and experience up to date.
- 7.4 All members must declare any actual or potential conflicts of interest in relation to any matter under consideration at any meeting. The Chair will decide if a declared interest represents a material conflict. These must be recorded in the minutes alongside the Chair's decision on how to manage the conflict. Members should exclude themselves from any part of the meeting where it is deemed that they have a material conflict of interest. If the Chair has a potential conflict of interest, then they should remove themselves, and the deputy chair or other member should then chair the meeting.

## **8.0 Accountability and reporting**

- 8.1 The People Participation and Equalities Committee is accountable to the Group Trust Board. The minutes of meetings shall be formally recorded.
- 8.2 The Chair shall report to the Group Trust Board after each meeting and provide a highlight report, escalating any concerns where necessary.

## **9.0 Secretariat and administration**

9.1 The People Participation and Equalities Committee shall be supported with a secretariat function which will include ensuring that:

- An annual work plan will be developed in conjunction with the Chair and relevant lead executive.
- The agenda and papers are prepared and distributed in accordance with the work plan and Standing Orders before each meeting, having been agreed by the Chair with the support of the relevant lead executive.
- Attendance of those members invited to each meeting is monitored and highlighting to the Chair those that do not attend at least 75% of meetings.
- Minutes are taken and agreed with the Chair.
- A record of matters arising, action points and issues to be carried forward are kept, and action points are taken forward between meetings and progress against those actions are proactively monitored.
- The Chair is supported to prepare and deliver reports.
- The People Participation and Equalities Committee is updated on pertinent issues / areas of interest / policy developments.
- The recording of meetings is undertaken with informed consent.
- Business is transacted as per this Terms of Reference, the Trusts' Standing Orders and documents referred to in them.
- All papers are published using the available electronic Board paper system.
- A progress report of outstanding / pending People Participation and Equalities Committee actions will be presented to each meeting of the People Participation and Equalities Committee.

## **10.0 Review**

10.1 The People Participation and Equalities Committee will review its effectiveness at least annually.

10.2 These terms of reference and work plan will be reviewed at least annually and more frequently if required. Any proposed amendments to the terms of reference will be submitted to Group Trust Board for approval.

**Date approved: 1 April 2025**

**Date of review: 24 September 2025**

## Quality Committee (In Common)

### 1.0 Introduction

- 1.1 The Trust Board hereby resolves to establish a Board Committee to be known as the Quality Committee.
- 1.2 These terms of reference set out the purpose, responsibilities, authority, membership and reporting arrangements of the Quality Committee and may only be changed with the approval of the Trust Board.

### 2.0 Purpose and Responsibilities

- 2.1 The purpose of the Quality Committee is to obtain assurance that high standards of quality of care are provided by the trust in line with national and system wide priorities, that the trust meets all its responsibilities and duties to its patients, users and staff and that adequate and appropriate governance structures, processes and controls are in place throughout the trust to:

- Ensure patient safety and achieving excellence in patient care is at the heart of service delivery.
- Identify, prioritise and manage risk arising from clinical care.
- Ensure the effective and efficient use of resources through evidence based clinical practice.
- Inform the development of key strategies and monitor their implementation, e.g. strategies covered by the workstreams reporting into the committee.
- Protect the health and safety of trust employees and workers.
- Foster a culture of continuous quality improvement and advise the Group Trust Board on compliance with quality regulatory compliance and accreditation.

- 2.2 The responsibilities of the Quality Committee can be categorised as follows:

#### Registration Compliance and Accreditation

- To review reports from external agencies e.g., NHS England and the Care Quality Commission etc. and the management response to these with any associated actions.
- To advise the Group Trust Board on the clinical and practice governance consequences of any significant breaches or failure of performance, in accordance with national guidance and ensure that appropriate action is taken.
- To review the Care Quality Commission self-assessments and other accreditation and assessment submissions and identify Trust(s)-wide themes.
- To receive relevant annual reports and identify themes and areas for quality improvement.
- To receive quality and patient safety related thematic reviews and to discuss and agree any improvement actions or recommendations to the Group Trust Board.

## **Risk Management**

- To take cognisance of the work of the Trust(s) Audit and Risk Committee and Health & Safety function, and work with them as necessary to ensure an effective overall risk management system.
- To recommend areas requiring further attention to the Audit Committee(s) and assist it in ensuring that the Trust(s) Internal Audit plans are focused on relevant aspects of the Trust(s) risk profile.
- To review the effectiveness of the Committee's sub-groups and governance arrangements.
- To review NHS Resolution claims scorecards for themes and trends.
- To review and monitor the committee's Risk Register and receive reports from risk owners regarding the proposed actions and ongoing progress.
- To receive assurance that Trust(s) systems are in place and operating effectively for the identification, assessment, prioritisation and management of potential and actual risk and that the trends and significant risks across the organisation are reported and advise on controls for high risks.
- Review of relevant risks.
- Discussion of emerging risks and significant issues.

## **Quality Improvement**

- To assure new methods of working or changes in service delivery meet both national and Trust(s) clinical and practice governance requirements.
- To review the analysis of business intelligence data on incidents, complaints, compliments, case reviews, patient feedback, and clinical audit, assure the Group Trust Board on thematic interpretation and ensure that learning is disseminated across the Trust(s).
- To analyse trends relating to patient safety incident investigations.
- To review and monitor working practices and accountability systems to assure effective clinical governance of the organisation.
- To review lessons learnt and improvement actions agreed relating to learning from deaths in line with Trust(s) policies and the learning from deaths annual reports.
- To assure the Group Trust Board that there is a positive culture from thematic reviews including staff and patient experience reviews and learning from deaths.

## **Clinical Audit**

- To review and assure an annual clinical audit programme and advise the Group Trust Board on learning from the outcomes from audit reports.
- To assure the Group Trust Board that management processes are in place which provide assurance that the Trust(s) have taken appropriate action in response to relevant clinical audit reports, independent reports, government guidance, statutory instruments and ad-hoc reports from inquiries and independent reviews.

## **Policy and Strategy**

- To review appropriate strategies relating to the committee's remit and make recommendations on their adoption to the Group Trust Board.
- To approve relevant policies relating to the committee's remit.
- To approve the annual Quality Account(s).
- To receive an annual update in relation to professional education.

## **Safety and Excellence in patient care**

- To have overview responsibility for the Care Quality Commission's regulatory requirements.
- To ensure that quality and risk standards are set and monitored.
- To promote within the Trust(s) a culture of open and honest reporting of any situation that may threaten or improve the quality of patient care in accordance with the Trust(s) policies on reporting issues of concern and monitoring the implementation of that policy.
- To oversee the system within the Trust(s) for obtaining and maintaining any licences relevant to clinical activity in the Trust.
- To monitor the Trust(s) compliance with those licensing standards of the Care Quality Commission that are relevant to the committee's area of responsibility, to provide relevant assurance to Group Trust Board.
- Infection Prevention and Control.

### **3.0 Authority**

- 3.1 The Quality Committee is authorised by the Trust Board to investigate any activity within its terms of reference.
- 3.2 It is also authorised to seek any information it requires from any employee or worker, and all employees and workers are directed to cooperate with any request made by the Quality Committee.
- 3.3 It may obtain outside legal or other independent professional advice and secure the attendance of outsiders with relevant experience and expertise, if it considers this necessary.
- 3.4 The following items require escalation to the Group Trust Board:
- Patient safety incident investigations where recommendations and actions are overdue.
  - Clinical Audits concluding insufficient assurance.
  - Risks relating to accreditation or clinical registration.
  - Any risks with a rating of 15 or above and / or for which mitigating actions are overdue, insufficient mitigation is identified, or the risk ratings are questioned.
  - To escalate to Service Assurance Committee(s) any unit specific issues from clinical audits and other.
  - Thematic reviews.

#### 4.0 Main Duties

4.1 The following business will be overseen by the Quality Committee:

- Quality Assurance Reports
- Review of Risks (where applicable)
- External agency reports
- Key issues reports
- Relevant annual reports

#### 5.0 Membership and attendance at meetings

5.1 The members will be appointed by Group Trust Board who will appoint **six** members to the group:

- Non-Executive Director (Chair)
- Non-Executive Director (Deputy Chair)
- Non-Executive Director
- Chief Medical Officer
- Chief Nursing and Allied Health Professional Officer
- Chief People Officer and Deputy Chief Executive Officer

5.2 In the absence of the Committee Chair, the remaining members present shall elect one of themselves to chair the meeting.

5.3 The Quality Committee may also have regular attendees who are not members but may be invited to provide subject matter expertise to an agenda item or for their own professional development. Attendees will receive advanced copies of the notice, agenda, and papers for meetings. They may be invited to attend any or all the meetings, or part(s) of a meeting by the Chair. Any such person may be invited, at the discretion of the Chair, to ask questions and address the meeting but may not vote.

5.4 The following will be invited to be regular attendees:

- Deputy Directors of members
- Director of Nursing and Quality
- Directors of Services
- Head of Governance
- Patient Safety / Patient Involvement Partners

#### 6.0 Meeting frequency, quoracy and decisions

6.1 The group will meet at least 6 times a year and additional meetings may take place as required at the discretion of the Chair or lead executive.

6.2 For **quoracy**, there must be a minimum of the Chair, or deputising Chair plus at least three other members.

6.3 Where members are unable to attend, they should ensure that a named and briefed deputy is in attendance who is able to participate on their behalf.

A nominated deputy will count towards quorum. No person can act in more than one capacity when determining the quorum.

- 6.4 In the event of not being at quorum, the meeting can proceed, and any item for decision will be confirmed by the Chair and lead executive. This must then be formally reported to the next meeting to be ratified and for transparency of decision-making.
- 6.5 In exceptional circumstances the business of the Committee may be considered by either a formal written resolution or the written agreement of all members.
- 6.6 Generally it is expected that decisions will be reached by consensus. When this is not possible the Chair may call a vote. Only members or their nominated deputy may vote, and each allowed one vote. A simple majority will be conclusive on any matter.
- 6.7 If an equal number of votes are cast for and against a resolution, then the Chair (or in their absence, the person presiding over the meeting) will have a second and casting vote.
- 6.8 Should a vote be taken, the outcome of the vote, and any dissenting views, must be recorded in the minutes of the meeting.
- 6.9 The powers that are reserved or delegated by the Group Trust Board, may for an urgent decision be exercised by the Chair and relevant lead executive subject to every effort having been made to consult with as many members as possible in the given circumstances.

## **7.0 Behaviours, conduct and training**

- 7.1 Members will be expected to conduct business in line with the Nolan principles of public life and the Trust's values and behaviour framework.
- 7.2 Members must promote and demonstrably consider the equality and diversity implications of decisions they make.
- 7.3 All members will receive appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis, to keep their skills, knowledge and experience up to date.
- 7.4 All members must declare any actual or potential conflicts of interest in relation to any matter under consideration at any meeting. The Chair will decide if a declared interest represents a material conflict. These must be recorded in the minutes alongside the Chair's decision on how to manage the conflict. Members should exclude themselves from any part of the meeting where it is deemed that they have a material conflict of interest. If the Chair has a potential conflict of interest, then they should remove themselves, and the deputy chair or other member should then chair the meeting.

## **8.0 Accountability and reporting**

- 8.1 The Quality Committee is accountable to Group Trust Board. The minutes of meetings shall be formally recorded.
- 8.2 The Chair shall report to the Group Trust Board after each meeting and provide a highlight report, escalating any concerns where necessary.

## **9.0 Secretariat and administration**

- 9.1 The Quality Committee shall be supported with a secretariat function which will include ensuring that:
- An annual work plan will be developed in conjunction with the Chair and relevant lead executive.
  - The agenda and papers are prepared and distributed in accordance with the work plan and Standing Orders before each meeting, having been agreed by the Chair with the support of the relevant lead executive.
  - Attendance of those members invited to each meeting is monitored and highlighting to the Chair those that do not attend at least 75% of meetings.
  - Minutes are taken and agreed with the Chair.
  - A record of matters arising, action points and issues to be carried forward are kept, and action points are taken forward between meetings and progress against those actions are proactively monitored.
  - The Chair is supported to prepare and deliver reports.
  - The Group Trust Board is updated on pertinent issues / areas of interest / policy developments.
  - The recording of meetings is undertaken with informed consent.
  - Business is transacted as per this Terms of Reference, the Trusts' Standing Orders and documents referred to in them.
  - All papers are published using the available electronic Board paper system.
  - A progress report of outstanding / pending Quality Committee actions will be presented to each meeting of the Quality Committee.

## **10.0 Review**

- 10.1 The Quality Committee will review its effectiveness at least annually.
- 10.2 These terms of reference and work plan will be reviewed at least annually and more frequently if required. Any proposed amendments to the terms of reference will be submitted to the Group Trust Board for approval.

**Date approved: 1 April 2025**

**Date of review: 24 September 2025**

## Remuneration Committee (In Common)

### 1.0 Introduction

- 1.1 The Trust Board hereby resolves to establish a Board Committee to be known as the Remuneration Committee (Rem Co).
- 1.2 These terms of reference set out the purpose, responsibilities, authority, membership and reporting arrangements of the Remuneration Committee and may only be changed with the approval of the Trust Board.

### 2.0 Purpose and Responsibilities

- 2.1 The purpose of the Remuneration Committee is to determine any matter within its terms of reference. Subject to any restrictions set out in relevant legislation, the Remuneration Committee is authorised by the Board to make such decisions. The Committee will take proper account of national agreements, e.g., Agenda for Change and guidance issued by the Government, the Department of Health and Social Care and the NHS in reaching their determinations. The Committee may seek such independent information as may be necessary to inform their recommendations.
- 2.2 The Remuneration Committee responsibilities can be categorised as follows:
  - The Committee is responsible for advising the Board on the appropriate remuneration and terms of service for the Chief Executive Officer, Executive and any staff on Very Senior Managers or local terms and conditions.
  - To make decisions delegated for local decision making related to NHS pensions.
  - To review and make recommendations to the Board on the composition, balance, skills mix and succession planning of the Board.
  - Recommend Executive Director appointments to the Board.
  - To agree the arrangements for any termination payments and other contractual requirements for any individuals covered by these terms of reference.
  - To approve any redundancies, that exceed the NHS England cap, prior to submission to NHS England.
  - In reaching its decisions the Committee will take account of all relevant guidance and the performance of Chief Executive Officer and Executive Directors (as articulated in the annual appraisal), Fit and Proper Person Test Framework, any relevant benchmarking data, gender pay gap position and equal pay principles.

### 3.0 Authority

- 3.1 The Remuneration Committee is authorised by the Trust Board to investigate any activity within its terms of reference.
- 3.2 It is also authorised to seek any information it requires from any employee or worker, and all employees and workers are directed to cooperate with any request made by the Remuneration Committee. It may obtain outside legal or other independent professional advice and secure the attendance of outsiders with relevant experience and expertise, if it considers this necessary.

3.3 The following items require escalation to the Group Trust Board:

- Any decision or issue that falls outside of the Committee's delegated authority as determined by the Terms of Reference and Scheme of Reservation and Delegation.
- Where escalation is required under the Scheme of Reservation and Delegation.
- Recommendations on changes to Group Trust Board composition.
- Any risk with a rating of 15 or above and/or for which mitigating actions are overdue and insufficient mitigation is identified, or the risk ratings are questioned.
- Any other matter that the committee considers that the Group Trust Board should be aware of.

#### 4.0 Main Duties

4.1 The following business will be overseen by the Remuneration Committee:

##### Remuneration

- To keep under review all aspects of the reward strategy within the Trust, considering advice from the Chief Executive Officer.
- To ensure Executives are fairly rewarded for their individual contribution to the Trust having proper regard to local circumstances, performance and national arrangements.
- To oversee and monitor the level and structure of total remuneration including contractual and performance payments, benefits and perquisites for employees covered by these terms of reference.
- To set remuneration for all Executive Directors on behalf of the Group Trust Board, considering and approving or declining to approve:
  - Band caps, or recruitment and retention premium payments.
  - All requests for role reclassification where the net remunerative effect is an increase of more than 10% to any group or individual.
  - Any at risk remuneration schemes, performance metrics, incentives and bonuses.
  - Termination payments and other contractual requirements.
- To recommend and monitor the level and structure of remuneration for the Executive team. The Remuneration Committee is responsible for appointing any independent consultants in respect of Executive Director remuneration.
- The Trust must wait for notification and instruction from NHS England before implementing any cost-of-living increases.
- Where Executive Directors or senior management are involved in advising or supporting the Remuneration Committee, care should be taken to recognise and avoid conflicts of interest.
- There should be a formal and transparent procedure for developing policy on executive remuneration and for fixing the remuneration packages of individual directors. No director, or the Chief Executive Officer, should be involved in deciding their own remuneration.

## Nomination

- To review the structure, size and composition (including skills, knowledge and experience) required of the Group Trust Board compared to its current position and make recommendations to the Group Trust Board Chair regarding any changes.
- To review succession planning arrangements prepared by the Chief Executive Officer on an annual basis.
- To oversee the Group Trust Board recruitment and termination process to ensure the appropriate balance of skills and capabilities, and constitutional and statutory compliance, including:
  - The convening of appointment panels for Executive Director appointments.
  - To oversee the process to appoint acting Directors to ensure constitutional compliance.
  - To be involved and agree to the suspension or termination of employment of any Executive Director.
  - On any Group Trust Board restructuring arrangements.

## Redundancies

- To approve recommendations for redundancies prior to submission to NHS England (redundancy payments of above £100,000), including:
  - reasons for the redundancy
  - details of the proposed redundancies.
  - details of the Search for Suitable Alternative Employment and assessment of likely success of continued search.
- Review of relevant risks and discussion of emerging risks and significant issues.

### 5.0 Membership and attendance at meetings

- 5.1 The members will be appointed by the Group Trust Board who will appoint two Non-Executive Directors and the Group Chair to the Committee. One of the Non-Executive Directors will be nominated as Committee Chair, and the other will be the Deputy Committee Chair. The Group Trust Chair will not chair the Committee.
- 5.2 The Remuneration Committee may also have regular attendees who are not members but may be invited to provide subject matter expertise to an agenda item or for their own professional development. Attendees will receive advanced copies of the notice, agenda, and papers for meetings. They may be invited to attend any or all the meetings, or part(s) of a meeting by the Chair. Any such person may be invited, at the discretion of the Chair, to ask questions and address the meeting but may not vote.
- 5.3 The following will be invited to be regular attendees:
- Chief Executive Officer.
  - Chief People Officer and Deputy Chief Executive Officer.
  - Company Secretary.

## **6.0 Meeting frequency, quoracy and decisions**

- 6.1 The Committee will meet at least annually, and additional meetings may take place as required at the discretion of the Chair or lead executive.
- 6.2 For **quoracy**, there must be a minimum of two members, including the Chair or deputising Chair.
- 6.3 Where members are unable to attend, they should ensure that a named and briefed deputy is in attendance who is able to participate on their behalf. A nominated deputy will count towards quorum. No person can act in more than one capacity when determining the quorum.
- 6.4 In the event of not being at quorum, the meeting can proceed, and any item for decision will be confirmed by the Chair and lead executive. This must then be formally reported to the next meeting to be ratified and for transparency of decision-making.
- 6.5 In exceptional circumstances the business of the Committee may be considered by either a formal written resolution or the written agreement of all members.
- 6.6 Generally it is expected that decisions will be reached by consensus. When this is not possible the Chair may call a vote. Only members or their nominated deputy may vote, and each allowed one vote. A simple majority will be conclusive on any matter.
- 6.7 If an equal number of votes are cast for and against a resolution, then the Chair (or in their absence, the person presiding over the meeting) will have a second and casting vote.
- 6.8 Should a vote be taken, the outcome of the vote, and any dissenting views, must be recorded in the minutes of the meeting.
- 6.9 The powers that are reserved or delegated by the Group Trust Board, may for an urgent decision be exercised by the Chair and relevant lead executive subject to every effort having been made to consult with as many members as possible in the given circumstances.

## **7.0 Behaviours, conduct and training**

- 7.1 Members will be expected to conduct business in line with the Nolan principles of public life and the Trust's values and behaviour framework.
- 7.2 Members must promote and demonstrably consider the equality and diversity implications of decisions they make.
- 7.3 All members will receive appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis, to keep their skills, knowledge and experience up to date.

7.4 All members must declare any actual or potential conflicts of interest in relation to any matter under consideration at any meeting. The Chair will decide if a declared interest represents a material conflict. These must be recorded in the minutes alongside the Chair's decision on how to manage the conflict. Members should exclude themselves from any part of the meeting where it is deemed that they have a material conflict of interest. If the Chair has a potential conflict of interest, then they should remove themselves, and the deputy chair or other member should then chair the meeting.

## **8.0 Accountability and reporting**

8.1 The Remuneration Committee is accountable to the Group Trust Board. The minutes of meetings shall be formally recorded.

8.2 The Chair shall report to the Group Trust Board after each meeting and provide a highlight report, escalating any concerns where necessary.

## **9.0 Secretariat and administration**

9.1 The Remuneration Committee shall be supported with a secretariat function which will include ensuring that:

- An annual work plan will be developed in conjunction with the Chair and relevant lead executive.
- The agenda and papers are prepared and distributed in accordance with the work plan and Standing Orders before each meeting, having been agreed by the Chair with the support of the relevant lead executive.
- Attendance of those members invited to each meeting is monitored and highlighting to the Chair those that do not attend at least 75% of meetings.
- Minutes are taken and agreed with the Chair.
- A record of matters arising, action points and issues to be carried forward are kept, and action points are taken forward between meetings and progress against those actions are proactively monitored.
- The Chair is supported to prepare and deliver reports.
- The Remuneration Committee is updated on pertinent issues / areas of interest / policy developments.
- The recording of meetings is undertaken with informed consent.
- Business is transacted as per this Terms of Reference, the Trusts' Standing Orders and documents referred to in them.
- All papers are published using the available electronic Board paper system.
- A progress report of outstanding / pending Remuneration Committee actions will be presented to each meeting of the Remuneration Committee.

## **10.0 Review**

10.1 The Remuneration Committee will review its effectiveness at least annually.

10.2 These terms of reference and work plan will be reviewed at least annually and more frequently if required. Any proposed amendments to the terms of reference and annual workplan will be submitted to the Group Trust Board for approval.

**Date approved: 1 April 2025**  
**Date of review: 24 September 2025**

## **Service Assurance Committee(s)**

- **Children and Young People (Joint)**
- **Luton and Bedfordshire Adults & Older People Services, and Ambulatory Care (Joint)**
- **Norfolk Adult Services (Joint)**

### **1.0 Introduction**

- 1.1 The Group Trust Board hereby resolves to establish three Board Committees to be known as Service Assurance Committee(s).
- 1.2 These terms of reference set out the purpose, responsibilities, authority, membership and reporting arrangements of the Service Assurance Committee(s) and may only be changed with the approval of the Group Trust Board.

### **2.0 Purpose and Responsibilities**

- 2.1 The purpose of the Service Assurance Committee(s) is to provide assurance to the Group Trust Board undertaking integrated governance analysis (reviewing the interrelationships between quality, finance, workforce and performance) for the following areas of service and geography:
1. All Children and Young People Services.
  2. Luton and Bedfordshire Adults & Older Peoples, and Ambulatory Care Services.
  3. Norfolk Adult Services.
- 2.2 The responsibilities of the Service Assurance Committees can be categorised as follows:
- To support the Group Trust Board by undertaking check and challenge against Group strategies and scrutiny and support reviewing the interrelationships between quality, finance, workforce and performance) for the areas of service and geographic responsibility covered by the Service Assurance Committee(s).
  - To provide assurance on the achievement of goals and outcomes recognising the interrelationship between quality, finance, performance, workforce and health inequalities and highlight areas of concern and recommendations for change to the Group Trust Board or other committees.
- 2.3 Areas of specific responsibility, on which assurance is to be given:
- Achievement of quality standards (patient safety, patient experience and clinical effectiveness including lessons learnt from incidents).
  - Financial strategy, budget setting, investment proposals, delivery of cost improvement plans and activity information to support the continuing financial viability of the Group Trust Board.
  - Achievement of performance objectives - Key Performance Indicators.
  - Progress on the tendering, negotiation and finalisation of contracts with commissioners and suppliers.

- Oversight of the implementation of any service specific action plans relating to commissioners, regulatory matters or audits.
- Review of key service risks and discussion of emerging risks and significant issues.
- Examples of outstanding practice.
- Patient and Staff experience including co-production activities.

### **3.0 Authority**

- 3.1 The Service Assurance Committee(s) are authorised by the Group Trust Board to investigate any activity within their terms of reference.
- 3.2 They are also authorised to seek any information they require from any employee or worker, and all employees and workers are directed to cooperate with any request made by the Service Assurance Committee(s).
- 3.3 They may obtain outside legal or other independent professional advice and secure the attendance of outsiders with relevant experience and expertise, if they consider this necessary.
- 3.4 The following items require escalation to the Group Trust Board:
- Any investigations initiated under the Patient Safety Incidents Response Framework.
  - Adverse variance which is higher than £100,000 and 10% of year-to-date target for cost improvement plans.
  - Adverse variance which is higher than £100,000 and 10% of year-to-date budget.
  - Areas of formal concern from the Care Quality Commission and other regulators.
  - Commissioning contract queries including formal contractual notices and any significant variance in contract performance.
  - Any risks with a rating of 15 or above and / or for which mitigating actions are overdue, insufficient mitigation is identified, or the risk ratings are questioned.
  - Discussion of emerging risks and significant issues.
  - Any themes from staff stories or staff experience reports that may have Trust(s) wide implications.
  - Outstanding Practice or Innovation.

### **4.0 Main Duties**

- 4.1 The following business will be overseen by the Service Assurance Committee(s):

#### **Operational Performance**

- To report to the Group Trust Board on the outcomes of the services work on culture, quality, workforce, finance and overall performance for the service. These areas should be analysed in an integrated matter with a clear understanding on the interdependent issues impacting on patient care.
- At each bi-monthly meeting, assess the potential shortfalls and risks facing services and recommend any board-level actions / decision making that is needed to address these issues.

- To advise the Group Trust Board on the consequences of any significant breaches or failure of performance in line with the escalation framework.
- To receive outcome reports from work streams identified within the service's annual plans.
- To be assured that action plans for any performance and operational metric where services are not currently achieving, or projected not to achieve the agreed / specified outcome are effective and improving the service for users.
- Gain assurance on specific service initiatives covering all aspects of the service responsibilities in accordance with Group priorities and service goals.

### **Risks and Issues**

- To review and monitor the risks scoring 12 and above and issues scoring 4 and above in the risk and issue register regarding quality, financial, workforce and performance issues including emerging risks and significant issues.
- Assure the Group Trust Board that service risks have appropriate mitigation and oversight, and issues have actions in place to resolve them.
- To receive assurance that at service level:
  - a) the systems are in place and operating effectively for the identification, assessment, prioritisation and management of potential and actual risk.
  - b) the trends and significant risks across the service(s) are reported and advise on controls for high risks.
  - c) Issues that have arisen have clear and time limited action plans agreed and in place to resolve them.
- To recommend areas requiring further audit (internal and external) attention to the Audit and Risk Committee and assist it in ensuring that the audit plans are focused on relevant aspects of the risk appetite (and service level) risk profile.

## **5.0 Membership and attendance at meetings**

5.1 The members will be appointed by the Group Trust Board who will appoint a maximum of up to **six** members to each committee, as follows:

- Up to three Non-Executive Directors, one of whom will be nominated to be Chair.
- Up to three Executive Directors as follows:
  - **All Children and Young Peoples Services:** Chief Medical Officer, Director of Strategy and Transformation.
  - **Luton and Bedfordshire Adults & Older Peoples, and Ambulatory Care Services:** Chief Nursing and Allied Health Professional Officer, Chief People Officer and Deputy Chief Executive.
  - **Norfolk Adult Services:** Chief Nursing and Allied Health Professional Officer, Chief Medical Officer, Chief Executive Officer

5.2 In the absence of the Committee Chair, the remaining members present shall elect one of themselves to chair the meeting.

5.3 The Service Assurance Committee may also have regular attendees who are not members but may be invited to provide subject matter expertise to an agenda item or for their own professional development. Attendees will receive advanced copies of the notice, agenda, and papers for meetings. They may be invited to attend any or all the meetings, or part(s) of a meeting by the Chair. Any such person may be invited, at the discretion of the Chair, to ask questions and address the meeting but may not vote.

5.4 The following will be invited to be regular attendees:

- Directors of Services

## **6.0 Meeting frequency, quoracy and decisions**

6.1 The group will meet at least six times a year and additional meetings may take place as required at the discretion of the Chair or lead executives.

6.2 For **quoracy**, there must be a minimum of the Chair, or deputising Chair plus at least two other members.

6.3 Where members are unable to attend, they should ensure that a named and briefed deputy is in attendance who is able to participate on their behalf. A nominated deputy will count towards quorum. No person can act in more than one capacity when determining the quorum.

6.4 In the event of not being at quorum, the meeting can proceed, and any item for decision will be confirmed by the Chair and lead executive. This must then be formally reported to the next meeting to be ratified and for transparency of decision-making.

6.5 In exceptional circumstances the business of the Committee may be considered by either a formal written resolution or the written agreement of all members.

6.6 Generally it is expected that decisions will be reached by consensus. When this is not possible the Chair may call a vote. Only members or their nominated deputy may vote, and each allowed one vote. A simple majority will be conclusive on any matter.

6.7 If an equal number of votes are cast for and against a resolution, then the Chair (or in their absence, the person presiding over the meeting) will have a second and casting vote.

6.8 Should a vote be taken, the outcome of the vote, and any dissenting views, must be recorded in the minutes of the meeting.

6.9 The powers that are reserved or delegated by the Group Trust Board, may for an urgent decision be exercised by the Chair and relevant lead executive subject to every effort having been made to consult with as many members as possible in the given circumstances.

## **7.0 Behaviours, conduct and training**

- 7.1 Members will be expected to conduct business in line with the Nolan principles of public life and the Trust's values and behaviour framework.
- 7.2 Members must promote and demonstrably consider the equality and diversity implications of decisions they make.
- 7.3 All members will receive appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis, to keep their skills, knowledge and experience up to date.
- 7.4 All members must declare any actual or potential conflicts of interest in relation to any matter under consideration at any meeting. The Chair will decide if a declared interest represents a material conflict. These must be recorded in the minutes alongside the Chair's decision on how to manage the conflict. Members should exclude themselves from any part of the meeting where it is deemed that they have a material conflict of interest. If the Chair has a potential conflict of interest, then they should remove themselves, and the deputy chair or other member should then chair the meeting.

## **8.0 Accountability and reporting**

- 8.1 The Service Assurance Committee(s) are accountable to the Group Trust Board. The minutes of meetings shall be formally recorded.
- 8.2 The Chair shall report to the Group Trust Board after each meeting and provide a highlight report, escalating any concerns where necessary.

## **9.0 Secretariat and administration**

- 9.1 The Service Assurance Committee(s) shall be supported with a secretariat function which will include ensuring that:
  - Annual work plan(s) will be developed in conjunction with the Chair and relevant lead executive.
  - The agenda and papers are prepared and distributed in accordance with the work plans and Standing Orders before each meeting, having been agreed by the Chair with the support of the relevant lead executive.
  - Attendance of those members invited to each meeting is monitored and highlighting to the Chair those that do not attend at least 75% of meetings.
  - Minutes are taken and agreed with the Chair.
  - A record of matters arising, action points and issues to be carried forward are kept, and action points are taken forward between meetings and progress against those actions are proactively monitored.
  - The Chair is supported to prepare and deliver reports.
  - The Service Assurance Committee(s) are updated on pertinent issues / areas of interest / policy developments.
  - The recording of meetings is undertaken with informed consent.
  - Business is transacted as per this Terms of Reference, the Trusts' Standing Orders and documents referred to in them.

- All papers are published using the available electronic Board paper system.
- A progress report of outstanding / pending Service Assurance Committee(s) actions will be presented to each meeting of the Service Assurance Committee(s).

#### **10.0 Review**

- 10.1 The Service Assurance Committee(s) will review their effectiveness at least annually.
- 10.2 These terms of reference and work plan will be reviewed at least annually and more frequently if required. Any proposed amendments to the terms of reference will be submitted to the Group Trust Board for approval.

**Date approved: 1 April 2025**

**Date of review: 24 September 2025**

## **Group Executive Team**

### **1.0 Introduction**

- 1.1 The Trust(s) hereby resolves to establish an Executive Team to be known as the Group Executive Team (Group Exec).
- 1.2 These terms of reference set out the purpose, responsibilities, authority, membership and reporting arrangements of the Group Executive Team and may only be changed with the approval of the Group Executive Team.

### **2.0 Purpose and Responsibilities**

- 2.1 The Group Executive Team's responsibilities can be categorised as follows:
    - To oversee co-ordinated, strategic leadership to the Trust(s) in conjunction with the Group Leadership Team, and the committees of the Group Trust Board.
    - To set out major policy and strategy proposals.
  - 2.2 The Group Executive Team operates under the principle of collective leadership. Most decisions fall within the remit of individual directors, as defined within the Trust(s) Group Governance Manual, but they may choose to exercise their discretion in bringing items to the Group Executive Team for the purposes of:
    - Making decisions or recommendations together, including expenditure and savings decisions, especially where these impact across more than one directorate or have Group / Trust-wide implications.
    - Sharing information including system intelligence, communicating and educating each other.
    - Large scale or high-risk staff consultations.
    - Service changes requiring a public consultation.
    - Creating solutions, sharing inspiration and collective problem-solving.
    - Building effective team relationships, including sharing in a safe environment what might be troubling us and how others can help.
  - 2.3 The Group Executive Team will act as the forum for developing the Trust's strategic thinking on the NHS Long Term Plan, including wider system working.
  - 2.4 The Group Executive Team will make recommendations to The Group Trust Board and its committees either as a collective group or through the relevant executive. The Group Executive Team will agree the agenda and business cycle for the Group Leadership Team. Actions and decisions made at executive meetings outside of the Group Executive Team e.g., executive development sessions will be brought to the Group Executive Team for formal noting in the minutes of the meeting.
- ### **3.0 Authority**
- 3.1 The Group Executive Team is authorised by the Chief Executive Officer to investigate any activity within its terms of reference.

3.2 It is also authorised to seek any information it requires from any employee or worker, and all employees and workers are directed to cooperate with any request made by the Group Executive Team.

3.3 The Group Executive Team is authorised by the Group Trust Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

#### **4.0 Main Duties**

The following business will be overseen by the Group Executive Team:

##### **4.1 Strategy and Objectives**

- Agree proposals for submission to the Group Trust Board on the Group Executive Team's vision, purpose and strategic direction.
- Agree proposals for submission to the Group Trust Board on the Group Executive Team's annual objectives and Annual Plan, including the revenue and capital budgets to support delivery of the Annual Plan.

##### **4.2 Performance Management**

- Monitor ongoing compliance with statutory duties, standards, targets and other obligations, and agree actions and responsibilities to address shortcomings or development requirements identified.

##### **4.3 Risk Management and Internal Control**

- Oversee the development and implementation of an effective system of risk management and internal control.

##### **4.4 Clinical Quality and Safety**

- To raise the profile of quality services in the Trust and oversee the effective delivery of safe, high quality, patient-centred care.

##### **4.5 Information Governance and Risk Management**

- To maintain a strategic overview of arrangements for information governance and risk management. This will mainly be achieved through exception reporting from the Information Governance Group and the Risk Group, although specific items may be brought directly to the Group Executive Team.

##### **4.6 Organisational development**

- To review progress on meeting the Trust's duties on equalities.
- To champion the Trust's People and Organisational Development strategy.

#### 4.7 **Business Cases and Reports**

- To scrutinise proposals for significant organisational change: directors to be responsible for highlighting planned structural changes to their areas for Group Executive Team consideration.
- Review business cases for major service and strategic and partnership developments, including tenders and contracts, making recommendations for approval to the Group Trust Board.
- Review draft reports prior to their submission to the Group Trust Board for approval.
- Receive regular updates from operational management.
- To deliberate and determine, or recommend to the Group Trust Board, any matter affecting the Trust.

#### 4.8 **Communications**

- To review and direct the Trust(s) internal communications and to drive employee engagement.
- To review and direct the Trust(s) stakeholder and commissioner and commercial relationships.

#### **5.0 Membership and attendance at meetings**

5.1 The members will be appointed by the Chief Executive Officer who will appoint **eight** members:

- Chief Executive Officer (Chair)
- Chief People Officer and Deputy Chief Executive Officer (Deputy Chair)
- Chief Finances and Resources Officer
- Chief Information Officer
- Chief Medical Officer
- Chief Nursing and Allied Health Professional Officer
- Director of Corporate Affairs
- Director of Strategy and Transformation

5.2 In the absence of the Committee Chair or Deputy Chair, the remaining members present shall elect one of themselves to chair the meeting.

5.3 The Group Executive Team may also have regular attendees who are not members but may be invited to provide subject matter expertise to an agenda item or for their own professional development. Attendees will receive advanced copies of the notice, agenda, and papers for meetings. They may be invited to attend any or all the meetings, or part(s) of a meeting by the Chair. Any such person may be invited, at the discretion of the Chair, to ask questions and address the meeting but may not vote.

5.4 The following will be invited to be regular attendees:

- Directors of Services

## **6.0 Meeting frequency, quoracy and decisions**

- 6.1 The group will meet weekly and additional meetings may take place as required at the discretion of the Chair or Deputy Chair.
- 6.2 For **quoracy**, there must be a minimum of either the Chair, or deputising Chair, plus at least two other members.
- 6.3 An Officer in attendance for an Executive Director but without formal acting up status may not count towards the quorum.
- 6.4 In the event of not being at quorum, the meeting can proceed, and any item for decision will be confirmed by the Chair and lead executive. This must then be formally reported to the next meeting to be ratified and for transparency of decision-making.
- 6.5 Generally it is expected that decisions will be reached by consensus. When this is not possible the Chair may call a vote. Only members or their nominated deputy may vote, and each allowed one vote. A simple majority will be conclusive on any matter.
- 6.6 If an equal number of votes are cast for and against a resolution, then the Chair (or in their absence, the person presiding over the meeting) will have a second and casting vote.
- 6.7 Should a vote be taken, the outcome of the vote, and any dissenting views, must be recorded in the minutes of the meeting.
- 6.8 The powers that are reserved or delegated by the Group Executive Team, may for an urgent decision be exercised by the Chair and relevant lead director subject to every effort having been made to consult with as many members as possible in the given circumstances.

## **7.0 Behaviours and conduct and training**

- 7.1 Members will be expected to conduct business in line with the Nolan principles of public life and the Trust's values and behaviour framework.
- 7.2 Members must promote and demonstrably consider the equality and diversity implications of decisions they make.
- 7.3 All members will receive appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis, to keep their skills, knowledge and experience up to date.
- 7.4 All members must declare any actual or potential conflicts of interest in relation to any matter under consideration at any meeting. The Chair will decide if a declared interest represents a material conflict. These must be recorded in the minutes alongside the Chair's decision on how to manage the conflict. Members should exclude themselves from any part of the meeting where it is deemed that they have a material conflict of interest.

If the Chair has a potential conflict of interest, then they should remove themselves, and the deputy chair or other member should then chair the meeting.

## **8.0 Accountability and reporting**

8.1 The Group Executive Team is accountable to the Chief Executive Officer. The minutes of meetings shall be formally recorded.

## **9.0 Secretariat and administration**

9.1 The Group Executive Team shall be supported with a secretariat function which will include ensuring that:

- An annual work plan will be developed in conjunction with the Chief Executive Officer.
- The agenda and papers are prepared and distributed in accordance with the work plan and Standing Orders before each meeting, having been agreed by the Chair with the support of the relevant lead executives.
- Attendance of those members invited to each meeting is monitored and highlighting to the Chair those that do not attend at least 75% of meetings.
- Minutes are taken and agreed with the Chair.
- A record of matters arising, action points and issues to be carried forward are kept, and action points are taken forward between meetings and progress against those actions are proactively monitored.
- The Chair is supported to prepare and deliver reports.
- The Group Executive Team is updated on pertinent issues / areas of interest / policy developments.
- The recording of meetings is undertaken with informed consent.
- Business is transacted as per this Terms of Reference, the Trusts' Standing Orders and documents referred to in them.
- All papers are published using the available electronic Board paper system.
- A progress report of outstanding / pending Group Executive Team actions will be presented to each meeting of the Group Executive Team.

## **10.0 Review**

10.1 The Group Executive Team will review its effectiveness at least annually.

10.2 These terms of reference and work plan will be reviewed at least annually and more frequently if required. Any proposed amendments to the terms of reference will be submitted to the Group Executive Team for approval.

**Date approved: 1 April 2025**

**Date of review: 24 September 2025**