

MEDWAY NHS FOUNDATION TRUST

**GOVERNANCE HANDBOOK**

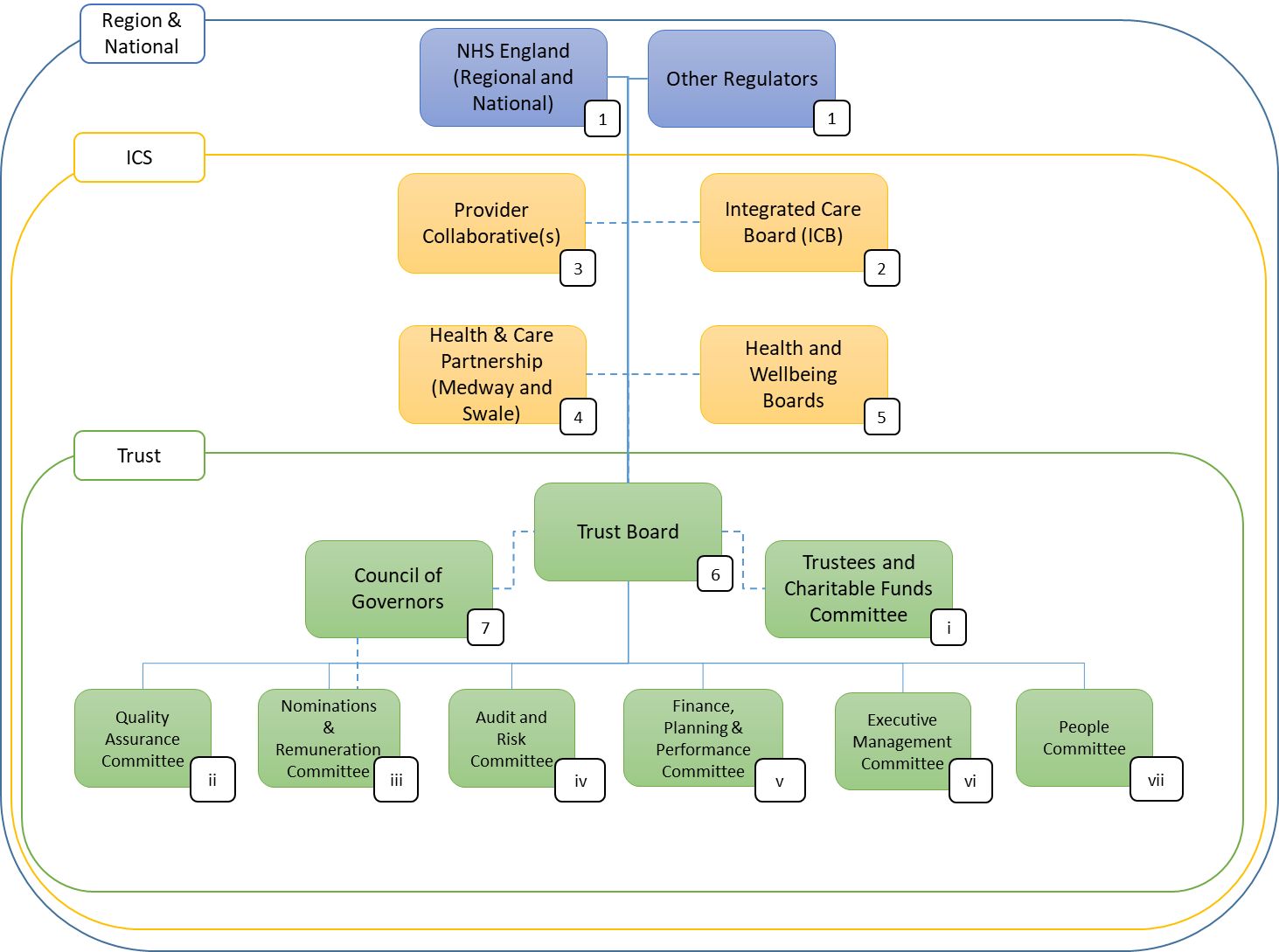
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1. **Purpose of the Governance Handbook**
   1. This handbook sets out the Medway NHS Foundation Trust primary governance and decision-making arrangements. It includes an explanation of the Integrated Care System environment that the Trust operates within, and includes all of the primary governance documents which support the Trust’s constitution and enables the organisation to work effectively. These documents include:
2. The Terms of Reference for the Trust Board Committees
3. A description of the statutory roles and responsibilities within the trust
4. The Trusts Scheme of Reservation and Delegation
   1. A copy of the Trust’s Constitution can be found on the Trust’s website: [Our leadership (medway.nhs.uk)](https://www.medway.nhs.uk/about-us/leadership/)
   2. If there is any inconsistency between the approved documents and information within this handbook, the approved documents shall take precedence.
5. **The Kent and Medway Integrated Care System**
   1. Integrated Care Systems (ICSs) are partnerships that bring together providers and commissioners of health and care services across a geographical area with local authorities and other key stakeholders, such as the voluntary, community and social care sector, to meet the needs of their population.
   2. The four core purposes of an Integrated Care System are:

* Improve outcomes in population health and healthcare
* Tackle inequalities in outcomes, experience and access
* Enhance productivity and value for money
* Help the NHS support broader social and economic development.
  1. The Kent and Medway Integrated Care System is an opportunity for the NHS and local authorities to work together in different ways, putting our residents at the heart of everything we do. Our Integrated Care Strategy sets out the shared purpose and common aspiration of partners to work in increasingly joined up ways. It is rooted in the needs of people, communities and places and will help us drive forward the agreed priorities for action in health and social care across Kent and Medway.
  2. The breadth of the ICS across the NHS, Medway Council, Kent County Council, district councils, the voluntary, community and social enterprise sector, Healthwatch, and other partner agencies such as Kent Police, puts us in a unique position to identify opportunities for wider partnerships to strengthen our collective approach to improving longer-term health and wellbeing outcomes. For example, across education, housing, environment, transport, employment, and community safety.
  3. Through the collaborative movement of the system, we will work together to reduce economic and health inequalities, support social and economic development, improve public service outcomes, and ensure services for citizens are excellent quality and good value for money.
  4. The following pages of this chapter outline the Trust’s position within the Kent and Medway Integrated Care System and the Trust’s governance structures.

**Macro Functions and Decisions Map**



1. **NHS England (NHSE) and other regulators.**

* NHS regulators and commissioners of national specialist healthcare services and quality of care provided.

1. **Kent and Medway Integrated Care Board (ICB)**

* Develops plans to meet the health needs of the population and delivery of the wider integrated care strategy and national plans.
* Allocates resources to deliver the plan across the system (revenue and capital).
* Establishes joint working and governance arrangements between partners.
* Arranges for the provision of health services including contracts and agreements with providers, and major service transformation programmes across the Integrated Care System (ICS)[[1]](#footnote-1).
* People plan implementation with employers.
* Leads system-wide action on digital and data.
* Joint work on estates, procurement, community development, etc.

1. **Provider Collaboratives**

* Providers working jointly at scale to deliver broad aspects of both the system and local strategies.
* Agree and deliver plans to achieve service recovery, restoration, and service transformation.
* Assisting the delivery of system and local financial sustainability and efficiency plans.
* Working with clinical networks and alliances and other partners.

1. **Medway and Swale Health and Care Partnership**

* Develops and oversees local (place-based) delivery strategies and plans that:
  + support delivery of Kent and Medway system and national priorities for health, care and well-being.
  + enable delivery of local health and well-being needs and priorities.
* Responsible for the integration of community, primary and social care services at a local level.
* Reducing health inequalities and delivery of public health management strategy.
* Primary Care Network (PCN) development and integration with other local services.
* Support delivery of acute physical and mental health services.

1. **Kent and Medway Health and Wellbeing Boards**

* Responsible for setting the vision and high-level health and well-being outcomes and priorities for the totality of their population.
* Provide Joint Strategic Needs Assessments (JSNAs) for their areas.
* Determine the strategic priorities and outcomes through Health and Wellbeing strategies.
* Medway NHS Foundation Trust falls within both the Medway Council and Kent County Council Health and Wellbeing catchment areas.

1. **Medway NHS Foundation Trust Board**

Trust Committees:

1. Trustees and Charitable Funds Committee
   * Oversees the management and monitoring of charitable funds on behalf of the Trust.
   * Provides a means of assurance regarding the administration of the charity in accordance with applicable legislation.
   * Ensures that the charitable funds held by the Trust are managed in a manner consistent with its charitable purpose relating to the NHS, the requirements of the relevant regulatory and statutory frameworks and the guidance set out by the Charity Commission.
2. Quality Assurance Committee
   * Oversees and assures the Board on all aspects of quality and safety of clinical care, including regulatory standards:
   * **Safe:** infection prevention and control, safeguarding, workforce, patient safety and mental health
   * **Effective:** legal, clinical effectiveness and guidelines
   * **Caring:** patient experience
   * **Responsive:** capacity, communication and estate
   * **Well-Led:** digital and innovation, risk, emergency preparedness and continuity, strategy and finance
3. Nominations and Remuneration Committee
   * Confirms the Trust pay policy for all staff.
   * Responsible for the remuneration and terms of service for the chief executive and executive directors of the Trust, including all aspects of salary and provision of other benefits and terms of employment.
4. Audit and Risk Committee
   * Provides an independent and objective view of the Trust’s compliance with all its statutory and mandated responsibilities.
   * Oversight and assurance on the adequacy of governance, risk management, financial and internal controls.
   * Provides assurance to the Board on the annual report and accounts.
5. Finance, Planning and Performance Committee
   * Provides assurance that the Trust can meet all its statutory and mandatory financial duties and obligations.
   * Ensures the Trust has an effective financial framework and operating model in place for managing resources.
   * Ensures resources are being targeted as efficiently as possible in accordance with the Trust’s strategies and finance programmes.
   * Oversight of all Trust financial, productivity and investment risk.
   * Oversight of the Trust’s business planning process and the ongoing monitoring of its effectiveness.
   * Oversight of the Trust’s key performance metrics.
6. Executive Management Committee
   * Responsible for the oversight and management of the day-to-day functions of the Trust.
   * Make executive decisions on Trust tactical and operational matters, within agreed levels of authorised delegation.
   * Works with partners to coordinate and direct Trust priorities and ensure appropriate assurance arrangements are in place.
   * Supports collaborative working across both partner organisations and internal divisions.
7. People Committee
   * Oversees the development and ongoing implementation of a fair, safe and just culture so that all staff enjoy a positive working experience and improved health and wellbeing.
   * Monitors the direction of the Trust and reviews and reports to the Board on the people practices, culture, workforce planning and organisational development of the Trust.
   * Oversees people-related risk and gain assurance on behalf of the Board in relation to those risks through the Board Assurance Framework.
8. Council of Governors
   * Responsible for holding the non-executive directors of the Trust accountable for the Board’s performance.
   * Represents the interests of both members and the wider public.
   * Responsible for appointing and, if necessary, removing the Trust Chair and other Non-Executive Directors.
   * Oversees that the Trust adheres to its legal obligations and operates effectively.
9. **Medway NHS Foundation Trust**
   1. Medway NHS Foundation Trust is a single-site hospital based in Gillingham, Kent.



* 1. Our Trust is made up of five divisions – Cancer and Core Clinical Services, Central Operations, Medicine and Emergency Care, Surgery and Anaesthetics and Women, Children and Young People.
  2. The Board of Directors, led by a Chair, comprises seven executive directors (five voting) including the Chief Executive, and six non-executive directors including the Chair.



1. Council of Governors Standing Orders
2. **STATUTORY AUTHORITY**
   1. Medway NHS Foundation Trust is a public benefit corporation established under the NHS Act 2006 and authorised by NHS England on 1 August 2006 to act as an NHS Foundation Trust.
   2. The Constitution requires the Council of Governors to adopt Standing Orders for the regulation of its procedures and business. These Standing Orders have been agreed by the Board of Directors and the Council of Governors and have been approved by NHS England.

1.3 Governors are required to comply with the requirements of these Standing Orders at all times.

# INTERPRETATION

* 1. Save as permitted by law, at any meeting the Chair of the Trust shall be the final authority on the interpretation of Standing Orders (on which they should be advised by the Chief Executive and Trust Secretary).
  2. Words importing the masculine gender only shall include the feminine gender and words importing the singular shall import the plural and vive-versa.
  3. Any expression to which a meaning is given in the Health Service Acts or in the Regulations or Orders made under the Acts shall have the same meaning in this interpretation and in addition:
     1. **Accounting OFFICER** shall be the officer responsible and accountable for funds entrusted to the Trust. They shall be responsible for ensuring the proper stewardship of public funds and assets. For this Trust it shall be the Chief Executive.
     2. **BOARD** means the Board of Directors, formally constituted in accordance with this Constitution and consisting of a Chair, and Non-executive Directors, appointed by the Council of Governors and the Executive Directors, appointed by the Non-executive Directors and (except for his/her own appointment) by the Chief Executive.
     3. **BUDGET** shall mean a resource, expressed in financial terms, proposed by the Board for the purpose of carrying out, for a specific period, any or all of the functions of the Trust.
     4. **CHAIR** is the person appointed by the Council of Governors as a Non-Executive Chair to lead the Board of Directors, and Council of Governors, to ensure it successfully discharges its overall responsibility for the Trust as a whole.
     5. **CHIEF EXECUTIVE** shall mean the Accounting officer of the Trust.
     6. **COMMITTEE OF THE COUNCIL OF GOVERNORS** means a committee formed by the Council of Governors with specific Terms of Reference, chair and membership.
     7. **COMMITTEE OF THE BOARD** means a committee formed by the Board with specific Terms of Reference, Chair and Membership.
     8. **DIRECTOR** means a person appointed to the Board of Directors
     9. **DIRECTOR OF FINANCE** shall mean the Chief Finance Officer of the Trust who will ensure compliance with Standing Financial Instructions.
     10. **FUNDS HELD ON TRUST** shall mean those funds which the Trust holds at its date of incorporation, receives on distribution by statutory instrument, or chooses subsequently to accept under powers derived under Schedule 3 and 4 para 14.1c National Health Service Act 2006. Such funds may or may not be charitable.
     11. **GOVERNOR** means a person elected or appointed to the Council of Governors.
     12. **COUNCIL OF GOVERNORS** means the Council of Governors, formally constituted in accordance with this Constitution meeting in public and presided over by the Chair.
     13. **MEMBER** means a person registered as a member of one of the constituencies of the Trust as outlined in this Constitution.
     14. **NHS ENGLAND** is the body corporate known as NHS England under the 2022 Act.
     15. **MOTION** means a formal proposition to be discussed and voted on during the course of a meeting.
     16. **NOMINATED OFFICER** means an officer charged with the responsibility for discharging specific tasks within Standing Orders in line with the Health Acts.
     17. **NON-EXECUTIVE DIRECTOR** is a person appointed by the Council of Governors to be a member of the Board of Directors. This includes the Chair of the Trust.
     18. **OFFICER** means an employee of the Trust
     19. **SOs** means Standing Orders
     20. **SFIs** means Standing Financial Instructions
     21. **TRUST** means Medway NHS Foundation Trust.
     22. **TRUST SECRETARY** this role will act as independent adviser to the Board and NHS England the Trust’s compliance with its terms of authorisation and constitution.
     23. **DEPUTY-CHAIR** means the Non-Executive Director appointed by the Council of Governors to carry out the duties of the Chair if they are absent for any reason.

# COMPOSITION OF THE COUNCIL OF GOVERNORS

* 1. The composition of the Council of Governors shall be in accordance with the Trust’s Constitution.

# Role of the Chair of the Trust

* + 1. The Chair shall not be a member of the Council of Governors however, in accordance with the regulatory framework, they will preside over meetings of the Council of Governors.

# Role of the Deputy Chair of the Trust

* + 1. In respect of meetings of the Council of Governors, where the Chair has died or has otherwise ceased to hold office or where they have been unable to perform his/her duties as a Chair owing to illness, absence from England and Wales or any other cause, references to the Chair shall, so long as there is no Chair able to perform his/her duties, be taken to include to the Deputy Chair.

# Removal of the Chair or Deputy Chair of the Trust

* + 1. It shall be for the Council of Governors to determine the period of office for the Chair and Deputy Chair, which shall normally be for a period of up to three years after which the Council of Governors shall review the appointment. Should there be the requirement to remove the Chair or Deputy Chair of the Council of Governors this shall be carried out in accordance with SO 4.9.6.

# MEETINGS OF THE COUNCIL OF GOVERNORS

* 1. **Frequency of Meetings**
     1. The Council of Governors will meet in a general meeting on no less than four occasions each year at times and places that the Council of Governors may determine.

# Duration of Meetings

* + 1. The business of meetings will be conducted efficiently and in a timely manner and will not last longer than three hours. Any business not conducted within three hours will be adjourned until the next meeting.

# Admission of the Public and Press

* + 1. Meetings shall be open to members of the public and the press. Members of the public and press shall be required to withdraw from the meeting upon the Council of Governors resolving as follows:

*“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 business to be transacted, publicity on which would be prejudicial to the public interest.”*

* + 1. The Chair shall give such directions as They thinks fit in regard to the arrangements for meetings and accommodation of the public and the press so as to ensure that the business of the Council of Governors is conducted without interruption and disruption. Without prejudice to the power to exclude on the grounds of the confidential nature of the business to be transacted, the public will be required to withdraw upon the Council of Governors resolving as follows:

*“That in the interests of public order the meeting adjourn for [the period specified] to enable the Council of Governors to complete business without the presence of the public.”*

* + 1. The Chair may exclude any member of the public from a meeting of the Council of Governors if they are interfering with or preventing the reasonable conduct of the meeting.
    2. Nothing in these Standing Orders shall require the Council of Governors to allow members of the public or press to record proceedings in any manner, other than in writing, or to make any oral report of proceedings as they take place without the prior agreement of the Council of Governors.
    3. The Council of Governors may invite the Chief Executive and Directors of the Trust to attend any meeting of the Council of Governors to respond to questions from Governors on the affairs of the Trust.

# Calling Meetings

* + 1. Notwithstanding section 4.1 above, the Chair may call a meeting of the Council of Governors at any time. If the Chair refuses to call a meeting after a requisition for that purpose, signed by at least one third of the whole number of Governors, has been presented to him, or if without so refusing, the Chair does not call a meeting within 14 days after such requisition to do so, such one third or more Governors may call a meeting forthwith. A requisition from Governors under this section may be submitted electronically provided that such requisition includes the names and electronic signatures of the Governors issuing it.

# Notice of Meetings

* + 1. Before each meeting of the Council of Governors, a notice of the meeting, specifying the business proposed to be transacted at it and signed by the Chair or by an officer of the Trust authorised by the Chair to sign on his/her behalf, shall be delivered to every Governor by email. to arrive at least five clear working days before the meeting.
    2. Lack of service of the notice on any Governor shall not affect the validity of the meeting.
    3. In the case of a meeting called by the Governors in default of the Chair, the notice shall be signed by those Governors and no business shall be transacted at the meeting other than that specified in the notice.
    4. Before each meeting of the Council of Governors a public notice of the time and place of the meeting, along with the agenda, shall be available on the Trust’s website, at least seven days before the meeting.

# Setting the Agenda

* + 1. The Council of Governors may determine that certain matters shall appear on every agenda for a meeting of the Council of Governors.
    2. A Governor who wishes for an item to be included on an agenda for a meeting of the Council of Governors shall make a written request to the Chair at least ten clear working days before the meeting. Requests made fewer than 10 clear working days before a meeting may be included on the agenda solely at the discretion of the Chair.
    3. The Council of Governors will agree an annual schedule of work proposed by the Board of Directors to ensure that the Council of Governors discharge their statutory responsibilities as Governors.

# Chair of the Meeting

* + 1. At any meeting of the Council of Governors, the Chair, if present, shall preside. If the Chair is absent from the meeting, or if they are disqualified from participating because of a declared conflict of interest, the Deputy Chair, if they are present, shall preside. If both the Chair and Deputy- Chair are absent or disqualified, the Council of Governors may choose an appropriate individual from among the remaining Non-Executive Directors or the Lead Governor to preside.

# Notice of Questions

* + 1. Governors may ask the Chair, a Non-Executive Director, another Governor or Executive Director questions about matters which are directly in relation to a matter over which the Council of Governors has powers or duties or which affects the area covered by the Trust.
    2. A Governor may only ask a question under paragraph 4.8.1 if either;
       1. they have given at least 14 working days’ notice in writing of the question to the Trust Secretary. For the purposes of this Standing Order, receipt of any such questions via electronic means is considered acceptable;
       2. the question relates to urgent matters, they have the consent of the person to whom the question is to be put and the content of the question is given to the Company Secretary by 10am on the day of the meeting (if the meeting is scheduled for the afternoon) or by 2pm on the preceding day (if the meeting is scheduled for the morning). Urgent is defined as a matter which will adversely affect the Trust within the next seven days.
    3. A Governor may ask any question through the Chair without notice upon a report from an Executive Director, or other officer of the Trust, when that item is being received or under consideration by the Council of Governors. Unless the Chair decides otherwise no statements will be made other than those which are strictly essential to define the question, which should last no longer than three minutes. The Chair may reject any question from any Governor if in his/her opinion the question is substantially the same as the question which has already been put to the meeting or a previous meeting of the Council of Governors.
    4. An answer may take the form of a direct oral answer; where the desired information is in a publication of the Trust or other published work, a reference to that publication; where the reply cannot conveniently be given orally, a written answer circulated later to the questioner; or a brief oral answer supplemented by a written answer circulated later to the Governor who has raised the question.
    5. A Governor asking a question under paragraphs 4.8.1 above may ask one supplementary question (lasting no longer than three minutes) without notice of the person to whom the first question was asked. The supplemental question must arise directly out of the reply

# Notices of Motion

* + 1. A Governor of the Trust desiring to move a motion shall send a written notice thereof at least 10 clear days before the meeting to the Chair, who shall insert in the agenda for the meeting all notices so received subject to the notice being permissible under the appropriate regulations. This paragraph shall not prevent any motion being moved during the meeting, without notice on any business mentioned on the agenda, subject to SO 4.5.
    2. A motion or amendment once moved and seconded may be withdrawn by the proposer with the concurrence of the seconder and the consent of the Chair.
    3. Notice of motion to amend or 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 members of the Council of Governors who give it and also the signature of four other members of the Council of Governors. When any such motion has been disposed of by the Council of Governors it shall not be competent for any member of the Council of Governors, other than the Chair, to propose a motion to the same effect within six months.
    4. The mover of a motion shall have a right of reply at the close of any discussion on the motion or any amendment thereto. The mover of a motion shall have strictly no more than five minutes to move a motion and strictly no more than three minutes for a right of reply.
    5. When a motion is under discussion or immediately prior to discussion it shall be open to a member of the Council of Governors to move:
       1. An amendment to the motion.
       2. The adjournment of the discussion or the meeting.
       3. That the meeting proceeds to the next business.
       4. That the motion shall be now put.

Such a motion, if seconded, shall be disposed of before the motion which was originally under discussion or about to be discussed.

No amendment to the motion shall be admitted if, in the opinion of the Chair of the meeting, the amendment negates the substance of the motion.

In the case of motions under c) and d), to ensure objectivity motions may only be put by a member of the Council of Governors who has not previously taken part in the debate.

* + 1. A motion to remove the Chair or a Non-Executive Director must be seconded by 10 members of the Council of Governors.
    2. The following motions may be moved without notice:
       1. In relation to the accuracy of the minutes;
       2. To change the order of business in the agenda;
       3. To refer something to an appropriate body or individual;
       4. To appoint a working group arising from an item on the agenda for the meeting;
       5. To receive reports or adopt recommendations made by the Board of Directors;
       6. To withdraw a motion;
       7. To amend a motion;
       8. To proceed to the next business;
       9. That the question be now put;
       10. To adjourn a debate;
       11. To adjourn a meeting;
       12. To suspend a particular Standing Order; a rule may be suspended by motion on notice or without notice if at least one half of the whole number of Governors of the Council of Governors are present. Suspension can only be for the duration of the meeting;
       13. To exclude the public and press in accordance with Standing Orders 4.3
       14. To not hear further a Governor, or to exclude them from the meeting. If a Governor persistently disregards the ruling of the Chair by behaving improperly or offensively or deliberately obstructs business, the Chair may move that the Governor be not heard further. If seconded, the motion will be voted on without discussion. If the Governor continues to behave improperly after such a motion is carried, the Chair may move that either the Governor leaves the meeting room or that the meeting is adjourned for a specified period. If seconded, the motion will be voted on without discussion;
       15. To give the consent of the Council of Governors where its consent is required by the Constitution.

# Chair’s Ruling

* + 1. Statements of members or Governors made at the meetings of the Council of Governors shall be relevant to the matter under discussion at the material time and the decision of the Chair of the meeting on questions of order, relevancy, regularity and any other matters shall be observed at the meeting.

# Voting

* + 1. Every question at a meeting shall be determined by a majority of the votes of the Governors present and voting on the question with the exception of a decision to remove the Chair or a Non-Executive Director which requires the approval of two thirds of the Governors present and voting.
    2. In the case of an equality of votes, the person presiding over the meeting shall have a second or casting vote.
    3. All questions put to the vote shall, at the discretion of the Chair of the meeting, be determined by oral expression or by a show of hands. A paper ballot may also be used if a majority of the Governors present so request.
    4. If at least one third of the Governors present so request, the voting on any question may be recorded to show how each Governor present voted or abstained.
    5. In no circumstances may a Governor, who is absent at the time of the vote, vote by proxy.

# 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 will be signed by the person presiding at it.
    2. No discussion shall take place upon the minutes except upon their accuracy or where the Chair considers discussion appropriate. Any amendment to the minutes shall be agreed and recorded at the next meeting.
    3. Minutes shall be circulated to all Governors. The minutes of meetings shall be made available to the public except for minutes relating to business conducted when members of the public are excluded under the terms of section 4.3 of these Standing Orders.

# Suspension of Standing Orders

* + 1. Except where this would contravene any statutory provision, any one or more of the Standing Orders may be suspended at any meeting, providing that at least two thirds of the Governors are present and that a majority of those present vote in favor of suspension.
    2. A decision to suspend Standing Orders shall be recorded in the minutes of the meeting.
    3. A separate record of matters discussed during the suspension of Standing Orders shall be made and shall be available to the Governors.
    4. No formal business may be transacted while Standing Orders are suspended.
    5. The Audit and Risk Committee shall review every decision to suspend Standing Orders.

# Record of Attendance

* + 1. The names of the Governors present at the meeting shall be recorded in the minutes.

# Quorum

* + 1. No formal business shall be transacted at a general meeting of the Council of Governors unless at least one third of the Governors are present including at least one third of the Governors from the public constituency.
    2. If a Governor has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of the declaration of a conflict of interest, they shall no longer count towards the quorum. If a quorum is not then 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 the meeting. Such a position shall be recorded in the minutes of the meeting. The meeting will then proceed to the next business.
    3. For the clarification of doubt, the requirements of this section will not apply to development meetings of the Council of Governors, held for briefing and training purposes, unless such a meeting intends to act as a general meeting and transact formal business. In that event these Standing Orders apply in full to the consideration of any such business.

4.15.3 The Chair of a meeting of the Council of Governors may adjourn a meeting of the body if a quorum is either not present within 30 minutes of the appointed time of commencement or is not maintained for the duration of the meeting.

# ARRANGEMENTS FOR THE EXERCISE OF FUNCTIONS BY DELEGATION

* 1. **Emergency Powers**

5.1. The powers which the Council of Governors has retained to itself within these Standing Orders may in emergency be exercised by the Chair after having consulted at least five elected members of the Council of Governors. The exercise of such powers by the Chair shall be reported to the next formal meeting of the Council of Governors for ratification.

# Appointment of Committees

* + 1. The Council of Governors may appoint to the committees described in section 5.2.5 of these Standing Orders, consisting wholly of Governors.
    2. The Standing Orders of the Council of Governors, as far as they are applicable, shall apply with appropriate alteration to meetings of any committees or sub-committees established by the Council of Governors.
    3. Each committee shall have such terms of reference and powers and be subject to such conditions as the Council of Governors shall determine. Such terms of reference shall have effect as if incorporated into the Standing Orders.
    4. The Council of Governors shall approve the appointments to each of the committees it has constituted.
    5. The standing committees to be established by the Council of Governors are:
       1. (Governors) Nominations, Remuneration Committee

# CONFIDENTIALITY

* 1. A member of the Council of Governors or an attendee on a committee of the Council of Governors shall not disclose a matter dealt with by, or brought before, the committee without its permission or until the committee shall have reported to the Council of Governors or shall otherwise have concluded on that matter.
  2. A member of the Council of Governors or a non-member of the Council of Governors in attendance at a committee shall not disclose any matter dealt with by the committee, notwithstanding that the matter has been reported or action has been concluded, if the Council of Governors or committee resolves that it is confidential.

# DECLARATIONS OF INTERESTS AND REGISTER OF INTERESTS

* 1. **Declaration of Interests**

If a Governor has a pecuniary, personal or family interest, whether that interest is actual or potential and whether that interest is direct or indirect, in any proposed contract or other matter which is under consideration or is to be considered by the Council of Governors, the Governor shall disclose that interest to the members of the Council of Governors as soon as They becomes aware of it.

* + 1. Interests referred to in 7.1 which should be regarded as “relevant and material” include but are not restricted to:
       1. Directorships, including non-executive directorships held in limited companies (with the exception of dormant companies);
       2. Ownership, part-ownership or directorships of companies, businesses or consultancies that carry out or are likely to carry out business with the Trust;
       3. Majority or controlling shareholdings in an organisation that carries out business with the Trust or is likely to carry out business with the Trust;
       4. A position of authority in a charity or voluntary organisation in the field of health or social care that carries out business with the Trust or is likely to carry out business with the Trust;
       5. Any connection with a voluntary or other organisation contracting or likely to contract for Trust services;
       6. To the extent not covered above, any connection with an organisation, entity or company considering entering into or having entered into a financial arrangement with the Trust, including but not limited to, lenders or banks.
    2. If Governors have any doubt about the relevance of an interest, this should be discussed with the Chair or Trust Secretary who will advise on whether or not the interest should be disclosed.
    3. For the avoidance of doubt, the above relevant and material interests extend to the spouse or partner of a Governor and declaration of such interests will be required.
    4. At the time Governors’ interests are declared, they should be recorded in the minutes of the Governor Body meetings. Any changes in interests should be declared at the next board meeting following the change occurring.
    5. During the course of a meeting, if a conflict of interest is established, the Governor concerned should withdraw from the meeting and play no part in the relevant discussion or decision.

# Register of Interests

* + 1. The Chief Executive will ensure that a Register of Interests is established to record formally declarations of interests of Governors. The Register will include details of all directorships and other relevant and material interests which have been declared by Governors, as defined in SO 7.1.
    2. Governors must notify the Trust Secretary of any changes to their declared interests. Such notification must be made to the Trust Secretary within seven days of the change becoming known.
    3. The Trust Secretary will ensure that such notifications are entered into the Register within seven days.
    4. The Trust Secretary will conduct an annual review of the Register and report the outcome to the Council of Governors
    5. The Register will be available for inspection by members of the public at the Trust’s headquarters.

# DISABILITY OF GOVERNORS IN PROCEEDINGS ON ACCOUNT OF PECUNIARY INTEREST

* 1. Subject to the following provisions of this Standing Order, if a Governor has any pecuniary interest, direct or indirect, in any contract, proposed contract or other matter and is present at a meeting of the Council of Governors 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 Trust shall exclude a Governor from a meeting of the Council of Governors while any contract, proposed contract or other matter in which They has a pecuniary interest, is under consideration.
  3. For the purpose of this Standing Order a Governor shall be treated, subject to SO 8.4, as having indirectly a pecuniary interest in a contract, proposed contract or other matter, if:
* They, or a nominee of his/her, are a Director of a company or other body, not being a public body, with which the contract was made or is proposed to be made or which has a direct pecuniary interest in the other matter under consideration; or
* They are a partner of, or are in the employment of a person with whom the contract was made or is proposed to be made or who has a direct pecuniary interest in the other matter under consideration; and
* In the case of married persons living together the interest of one spouse shall, if known to the other, be deemed for the purposes of this Standing Order to be also an interest of the other.
  1. A Governor shall not be treated as having a pecuniary interest in any contract, proposed contract or other matter by reason only:
* Of his/her membership of a company or other body, if they have no beneficial interest in any securities of that company or other body.
* Of an interest in any company, body or person with which They is connected as mentioned in SO 7.3 above which is so remote or insignificant that it cannot reasonably be regarded as likely to influence a director in the consideration or discussion of or in voting on, any question with respect to that contract or matter.
  1. Where a Governor:
* Has an indirect pecuniary interest in a contract, proposed contract or other matter by reason only of a beneficial interest in securities of a company or other body, and
* The total nominal value of those securities does not exceed five per cent of the total nominal value of the issued share capital of the company or body.
* If the share capital is of more than one class, the total nominal value of shares of any one class in which They has a beneficial interest does not exceed 100th of the total issued share capital of that class
* This Standing Order shall not prohibit him from taking part in the consideration or discussion of the contract or other matter or from voting on any question with respect to it without prejudice however to his/her duty to disclose his/her interest.
  1. Standing Order 8 applies to a committee or sub-committee of the Council of Governors as it applies to the Council of Governors itself and applies to any member of any such committee or sub-committee (whether or not They is also a Governor) as it applies to a Governor.

# DISPUTES BETWEEN THE COUNCIL OF GOVERNORS AND THE BOARD OF DIRECTORS

* 1. Conflicts between the Board of Directors and the Council of Governors will be resolved through the Trust’s Dispute Resolution Procedure.

# VARIATION AND AMENDMENT OF STANDING ORDERS

* 1. These Standing Orders shall be amended only if:
     1. A notice of motion under Standing Order 4.8 has been given; and
     2. A majority of three-quarters of Governors present at the meeting at which the matter is put vote in favor of the changes; and
     3. The variation proposed does not contravene a statutory provision or a direction made by the Regulator of NHS Foundation Trusts; and
     4. The amendment is agreed by the Board of Directors; and
     5. The amendments agreed by the Board of Directors are approved by NHS England.

1. Board of Directors Standing Orders
2. **Introduction**
3. **Statutory Framework**

Medway NHS Foundation Trust (the Trust) is a public benefit corporation which is established under the NHS Act 2006 and authorised by NHS England on 1 August 2006 to act as a NHS Foundation Trust. The principal places of business of the Trust is Medway Maritime Hospital.

The Constitution requires the Board to adopt Standing Orders for the regulation of its proceedings and business. In addition the “Directions on Financial Management in England” (HSG (96)12) require health bodies to adopt Standing Financial Instructions setting out the responsibility of individuals. Although not mandatory on NHS Foundation Trusts, the Board will continue to apply them as a key element of its governance arrangements.

1. **Delegation of Powers**

Under the Standing Orders relating to the Arrangements for the Exercise of Functions SO 4 the Board exercises its powers to make arrangements for the exercise, on behalf of the Trust, of any of its functions by a committee or sub-committee appointed by virtue of SO 5 or by an officer of the Trust, in each case subject to such restrictions and conditions as the Board thinks fit or as NHS England may direct. Delegated Powers are covered in a separate document (Reservation of Powers to the Board and Delegation of Powers). That document has effect as if incorporated into the Standing Orders.

1. **Standing Orders**

**SO1 Interpretation**

* 1. Save as permitted by law, at any meeting the Chair of the Trust shall be the final authority on the interpretation of Standing Orders (on which they should be advised by the Chief Executive and Company Secretary).
  2. Words importing the masculine gender only shall include the feminine gender and words importing the singular shall import the plural and vive-versa.
  3. Any expression to which a meaning is given in the Health Service Acts or in the Regulations or Orders made under the Acts shall have the same meaning in this interpretation and in addition:

1. **ACCOUNTABLE OFFICER** shall be the officer responsible and accountable for funds entrusted to the Trust. They shall be responsible for ensuring the proper stewardship of public funds and assets. For this Trust it shall be the Chief Executive.
2. **BOARD** means the Board of Directors, formally constituted in accordance with this Constitution and consisting of a Chair, and Non-Executive Directors, appointed by the Governors’ Body and the Executive Directors, appointed by the Non-Executive Directors and (except for his/her own appointment) by the Chief Executive.
3. **BUDGET** shall mean a resource, expressed in financial terms, proposed by the Board for the purpose of carrying out, for a specific period, any or all of the functions of the Trust.
4. **CHAIR** is the person appointed by the Council of Governors as a Non-Executive Chair to lead the Board of Directors, and Council of Governors, to ensure it successfully discharges its overall responsibility for the Trust as a whole.
5. **CHIEF EXECUTIVE** shall mean the accountable officer of the Trust.
6. **COMMITTEE OF THE COUNCIL OF GOVERNORS** means a committee formed by the Council of Governors with specific Terms of Reference, chair and membership.
7. **COMMITTEE OF THE BOARD** means a committee formed by the Board with specific Terms of Reference, Chair and Membership.
8. **DIRECTOR** means a person appointed to the Board of Directors
9. **DIRECTOR OF FINANCE** shall mean the Chief Finance Officer of the Trust who will ensure compliance with Standing Financial Instructions.
10. **FUNDS HELD ON TRUST** shall mean those funds which the Trust holds at its date of incorporation, receives on distribution by statutory instrument, or chooses subsequently to accept under powers derived under Schedule 3 and 4 para 14.1c National Health Service Act 2006. Such funds may or may not be charitable.
11. **GOVERNOR** means a person elected or appointed to the Council of Governors.
12. **COUNCIL OF GOVERNORS** means the Council of Governors, formally constituted in accordance with this Constitution meeting in public and presided over by the Chair.
13. **MEMBER** means a person registered as a member of one of the constituencies of the Trust as outlined in this Constitution.
14. **NHS ENGLAND** is the Independent Regulator of NHS Foundation Trusts appointed under the Health and Care Act 2022.
15. **MOTION”** means a formal proposition to be discussed and voted on during the course of a meeting.
16. **NOMINATED OFFICER** means an officer charged with the responsibility for discharging specific tasks within Standing Orders in line with the Health Act.
17. **NON-EXECUTIVE DIRECTOR** is a person appointed by the Council of Governors to be a member of the Board of Directors. This includes the Chair of the Trust.
18. **OFFICER** means an employee of the Trust
19. **SOs** means Standing Orders
20. **SFIs** means Standing Financial Instructions
21. **TRUST** means Medway NHS Foundation Trust.
22. **TRUST/COMPANY SECRETARY** this role will act as independent advisor to the Board and NHS England on the Trust’s compliance with its terms of authorisation and constitution.
23. Trust Nominations and Remuneration Committee means a Committee of the Non-Executive Directors.
24. **DEPUTY CHAIR** means the Non-Executive Director appointed by the Chair to carry out the duties of the Chair if they are absent for any reason.

# SO2 The Board of Director

* 1. All business shall be conducted in the name of the Trust.
  2. All funds received in Trust shall be in the name of the Trust as Corporate Trustee. In relation to funds held on Trust, powers exercised by the Trust as Corporate Trustee shall be exercised separately and distinctly from those powers exercised as a Trust.
  3. The Trust has the functions conferred on it by the NHS Act 2006, 2012 and 2022 and by its authorisation.
  4. The Board of Directors is the Corporate Trustee for the Charity. Accountability for charitable funds held on Trust is to the Charity Commission and to the Secretary of State for Health. Accountability for non-charitable funds held on Trust is only to NHS England.
  5. The Trust has resolved that certain powers and decisions may only be exercised or made by the Board in formal session. These powers and decisions are set out in “Reservation of Powers to the Board” and have effect as if incorporated into the Standing Orders.
  6. The Board of Directors will function as a unitary Board. The Board is collectively responsible for discharging the powers and for the performance of the Trust. Executive and non-executive Directors will have joint responsibility for every decision of the Board regardless of their individual skills or status.
  7. The Role of Directors:
     1. The role of the Directors as members of the Board is to set the direction of the Trust and NHS England and manage its performance in carrying out its statutory and other functions.
     2. The executive Directors will exercise their authority in accordance with the terms of these Standing Orders, the Trust’s Standing Financial Instructions, the Scheme of Reservation and Delegation.
     3. The Chief Executive is responsible for the overall performance of the executive functions of the Trust. They is the Accounting Officer for the Trust and is responsible for ensuring that the requirements of the NHS Accounting Officer Memorandum are met.
     4. The Chief Finance Officer is responsible for the provision of financial advice to the Trust and for the supervision of systems for financial accounting and control.
     5. The Non-Executive Directors will not be granted nor seek to exercise any individual executive powers on behalf of the Trust. They may exercise authority when acting as members of, or when chairing, a committee of the Trust which has delegated powers.
     6. The Chair is responsible for the operation and performance of the Board and will chair meetings of the Board when present. The Chair has certain delegated powers and must act within the terms of his/her appointment, the Standing Orders and the Standing Financial Instructions in exercising those powers and carrying out his/her duties.
     7. The Chair will ensure that the business of the Board is dealt with in an effective and timely manner and that the Board is provided with appropriate information and advice to inform debate and decision.
     8. The Board shall approve and keep under review a Statement of Division of Responsibility between the Chair and the Chief Executive which sets out the division of responsibility between them.
     9. The Chair is also responsible for the leadership of the Council of Governors and for ensuring that it and the Board work effectively together.
  8. Composition of the Board of Directors
     1. The composition of the Board of Directors is set out in section 22 of the Trust’s

Constitution:

* A non-executive Director Chair
* A maximum of six other non-executive Directors; and
* A maximum of five executive Directors including:
* The Chief Executive Officer (the Chief Accounting Officer)
* One Executive Director of Finance (the Chief Finance Officer)
* One Executive Director who is a registered medical or dental practitioner
* One Executive Director who is a registered nurse or midwife
  + 1. The Trust Secretary (or nominated deputy) will be in attendance at all meetings of the Board.
    2. Other officers of the Trust may attend meetings of the Board by invitation.
  1. Appointment of the Chair and Directors
     1. The Chair and Non-Executive Directors are appointed by the Governors Nominations and remuneration Committee overseen by the Lead Governor of the Council of Governors.
     2. The Trust Nominations and Remuneration Committee will appoint the Chief Executive Officer of the Trust subject to the approval of the Council of Governors.
     3. The Trust Nominations and Remuneration Committee will appoint the Executive Directors.
  2. Terms of Office of the Chair and Directors
     1. The remuneration and terms of office of the Chair and Non-Executive Directors shall be decided by the Governors Nominations and Remuneration Committee.
     2. The remuneration and terms of office of the Executive Directors will be determined by Trust Nominations and Remuneration Committee.
  3. Appointment of Deputy- Chair and Senior Independent Director
     1. The Chair may appoint one of the Non-Executive Directors to be Deputy-Chair for such a period, not exceeding the remainder of their term as Non-Executive Director of the Trust, as they may specify on appointing him/her.
     2. The Board may appoint one of the Non-Executive Directors to be Senior Independent Director for such a period, not exceeding the remainder of their term as Non-Executive Director of the Trust, as they may specify on appointing him/her.
     3. Any Non-Executive Director so elected to the above roles, may at any time resign from the office by giving notice in writing to the Chair, and the Directors of the Trust may thereupon appoint another Non-Executive Director as Deputy Chair and/or Senior Independent Director in accordance with paragraph 2.9.
  4. Powers of the Deputy Chair
     1. Where the Chair of an NHS Trust has died or has otherwise ceased to hold office or where They has been unable to perform their duties as Chair owing to illness, absence from England and Wales or any other cause, references to the Chair in these Standing Orders shall, so long as there is no Chair able to perform their duties, be taken to include references to the Deputy Chair*.* The Deputy Chair will normally be the chair of the Trust Nominations and Remuneration Committee and the Governors Nominations and Remuneration Committee.
  5. The role of the Senior Independent Director
     1. The Senior Independent Director (‘SID’) is a role undertaken by one of the Trust’s independent Non-Executive Directors. The SID should be available to all stakeholders, particularly governors and members, should they have concerns which they feel unable to resolve via normal channels, such as through contact with the Chair or Chief Executive, or in circumstances in which such contact would be inappropriate.
     2. The Senior Independent Director shall meet with the Trust Chair at least annually to evaluate their performance.
  6. Joint Directors
     1. Where more than one person is appointed jointly to a post in the Trust which qualifies the holder for executive directorship or in relation to which an executive Director is to be appointed, those persons shall become appointed as an executive Director jointly, and shall count as one person for the purpose of Standing Order 2.9.

# MEETINGS OF THE BOARD OF DIRECTORS

* 1. The Board will meet at sufficient intervals to properly discharge its duties. Meetings of the Board will be held in public unless the Board determines otherwise.
  2. The public and representatives of the press shall be afforded the opportunity to attend all formal public meetings of the Board of Directors but shall be required to withdraw upon the Board resolving as follows:
     1. *“That representatives of the press and other members of the public be excluded from the remainder of the 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. The Chair shall give such direction as seen fit in regard to the arrangements for meetings and accommodation of the public and representatives of the press such as to ensure that the Board’s business shall be conducted without interruption and disruption and, without prejudice to the power to exclude on the grounds of the confidential nature of the business to be transacted, the public will be required to withdraw upon the Board resolving as follows:
     3. *“That in the interests of public order, the meeting adjourn for (the period) to enable the Board to complete business without the presence of the public’ (Section 1(8) Public Bodies (Admission to Meetings) Act 1960).”*
  3. Nothing in these Standing Orders shall require the Board to allow members of the public or representatives of the press 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.
  4. Where the public is invited to attend a meeting of the Board, the Chair may exclude any member of the public from that meeting if they are interfering with or preventing the proper and reasonable conduct of the meeting.
  5. Attendance at meetings by members of the press or public does not confer any right to ask questions or otherwise participate in the meeting unless invited to do so by the Chair.

# Calling Meetings

* + 1. Meetings of the Board shall be held at such times and places as the Board may determine.
    2. The Chair may call a meeting of the Board at any time. If the Chair refuses to call a meeting after a requisition for that purpose, signed by at least one-third of the whole number of Directors, has been presented to him, or if without so refusing, the Chair does not call a meeting within seven days after such requisition has been presented to him, at the Trust’s Headquarters, such one third or more Directors may forthwith call a meeting.

# Notice of Meetings

* + 1. Before each meeting of the Board, a notice of the meeting, specifying the business proposed to be transacted at it, and signed by the Chair or by an officer of the Trust authorised by the Chair to sign on his/her behalf shall be delivered to every Director, or sent by post to the usual place of residence of such Director, so as to be available to him at least five clear working days before the meeting.
    2. Lack of service of the notice on any Director shall not affect the validity of a meeting.
    3. In the case of a meeting called by Directors in default of the Chair, the notice shall be signed by those Directors and no business shall be transacted at the meeting other than that specified in the notice.
    4. Failure to serve such a notice on more than three Directors will invalidate the meeting. A notice shall be presumed to have been served at the time at which the notice would be delivered in the ordinary course of the post.
    5. A public notice of the time and place of the meeting shall be displayed on the Trust's website at least five working days before the meeting.
    6. Before holding a meeting, the Board of Directors will send a copy of the agenda of the meeting to the Council of Governors. As soon as practicable after holding a meeting, the Board of Directors must send a copy of the minutes of the meeting to the Council of Governors.

# Setting the Agenda

* + 1. The Board may determine that certain matters shall appear on every agenda for a meeting of the Board and shall be addressed prior to any other business being conducted.
    2. A director desiring a matter to be included on an agenda shall make his/her request in writing to the Chair at least ten clear working days before the meeting, subject to Standing Order 3.6. Requests made less than 10 days before a meeting may be included on the agenda at the discretion of the Chair.

# Chair of Meeting

* + 1. At any meeting of the Board, the Chair, if present, shall preside. If the Chair is absent from the meeting the Deputy Chair, if there is one and they are present, shall preside.
    2. If the Chair is absent from a meeting temporarily on the grounds of a declared conflict of interest the Deputy Chair, if present, shall preside. If the Chair and Deputy Chair are absent, or are disqualified from participating, such Non-Executive Director as the Directors present shall choose shall preside.

# Annual Members’ Meeting

* + 1. The Trust will publicise and hold an annual members’ meeting, in accordance with the terms of the Constitution.

# Notices of Motion

* + 1. A Director desiring to move or amend a motion shall send a written notice thereof at least ten clear days before the meeting to the Chair, who shall insert in the agenda for the meeting all notices so received subject to the notice being permissible under the appropriate regulations. This paragraph shall not prevent any motion being moved during the meeting, without notice on any business mentioned on the agenda subject to Standing Order 3.6.

# Withdrawal of Motion or Amendments

* + 1. A motion or amendment once moved and seconded may be withdrawn by the proposer with the concurrence of the seconder and the consent of the Chair.

# Motion to Rescind a Resolution

* + 1. Notice of motion to amend or 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 Director(s) who gives it and also the signature of four other Directors. When any such motion has been disposed of by the Board, it shall not be competent for any Director other than the Chair to propose a motion to the same effect within six months.

# Motions

* + 1. The mover of a motion shall have a right of reply at the close of any discussion on the motion or any amendment thereto.
    2. When a motion is under discussion or immediately prior to discussion it shall be open to a Director to move:

1. An amendment to the motion
2. The adjournment of the discussion or the meeting
3. That the meeting proceed to the next business
4. The appointment of an ad hoc committee to deal with a specific item of business
5. That the motion be now put forward

No amendment to the motion shall be admitted if, in the opinion of the Chair of the meeting, the amendment negates the substance of the motion.

# Chair’s Ruling

* + 1. Statements of Directors made at meetings of the Board shall be relevant to the matter under discussion at the material time and the decision of the Chair of the meeting on questions of order, relevance, regularity and any other matters shall be observed at the meeting.

# Voting

* + 1. Every question at a meeting shall be determined by a majority of the votes of the Directors present and voting on the question and, in the case of any equality of votes, the person presiding shall have a second or casting vote.
    2. The arrangements for the casting of votes by joint Directors is set out in 3.17 below.
    3. All questions put to the vote shall, at the discretion of the Chair of the meeting, be determined by oral expression or by a show of hands. A paper ballot may also be used if a majority of the Directors present so request.
    4. If at least one third of the voting Directors present so request, the voting (other than by paper ballot) on any question may be recorded to show how each Director present voted or abstained.
    5. If a Director so requests, his/her vote shall be recorded by name upon any vote (other than by paper ballot).
    6. In no circumstances may an absent Director vote by proxy. Absence is defined as being absent at the time of the vote.
    7. An officer who has been appointed formally by the Board to act up for an executive Director during a period of incapacity or temporarily to fill an executive Director vacancy, shall be entitled to exercise the voting rights of the executive Director. An officer attending the Board to represent an executive Director during a period of incapacity or temporary absence without formal acting up status may not exercise the voting rights of the executive Director. An officer’s status when attending a meeting shall be recorded in the minutes.
    8. Directors on the Board of Directors will have no formal voting rights on a decision nor the personal accountabilities associated with full Board membership.
    9. No resolution shall be passed if it is opposed by all the Non-Executive Directors present or by all of the executive Directors present.
  1. **Joint Directors –** Where a post of executive Director is shared by more than one person:
     1. Both persons shall be entitled to attend meetings of the Trust; either of those persons shall be eligible to vote in the case of agreement between them;
     2. In the case of disagreement between them no vote should be cast;
     3. The presence of either or both of those persons shall count as one person for the purposes of determining the quorum of the meeting.

# 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 will be signed by the person presiding at it.
    2. No discussion shall take place upon the minutes except upon their accuracy or where the Chair considers discussion appropriate. Any amendment to the minutes shall be agreed and recorded at the next meeting.
    3. Minutes shall be circulated in accordance with the wishes of the Board and made available to the public.

# Suspension of Standing Orders

* + 1. Except where this would contravene any statutory provision or any direction made by NHS England, any one or more of the Standing Orders may be suspended at any meeting, provided that at least two thirds of the Board are present, including one executive Director and one non-executive Director, and that a majority of those present vote in favor of suspension.
    2. A decision to suspend Standing Orders shall be recorded in the minutes of the meeting.
    3. A separate record of matters discussed during the suspension of Standing Orders shall be made and shall be available to the Directors.
    4. No formal business may be transacted while Standing Orders are suspended.
    5. The Audit Committee shall review every decision to suspend Standing Orders.

# Variation and Amendment of Standing Orders

* + 1. These Standing Orders shall be amended only if:
* A notice of motion under Standing Order 3.11 has been given;
* No fewer than half the total of the Trust’s Non-Executive Directors vote in favor of amendment;
* At least two thirds of the voting Directors are present;
* The variation proposed does not contravene a statutory provision or provision of the authorisation or of the Constitution

# Record of Attendance

* + 1. The names of the Directors present at the meeting shall be recorded in the minutes.

# Quorum

* + 1. No business shall be transacted at a meeting of the Board unless at least one third of the whole number of the voting Directors are present including at least one executive Director and one non-executive Director.
    2. An officer in attendance for an executive Director but without formal acting up status may not count towards the quorum.
    3. If a Director has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of the declaration of a conflict of interest (see Standing Order 6 and 7) They 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. The above requirement for at least one executive Director to form part of the quorum shall not apply where the executive Directors are excluded from a meeting (for example, when the Board considers the recommendations of the Remuneration and Terms of Service Committee).
    4. The Chair may adjourn a meeting of the Board if a quorum is either not present within thirty minutes of the appointed time of commencement or is not maintained for the duration of the meeting.

# ARRANGEMENTS FOR THE EXERCISE OF FUNCTIONS BY DELEGATION

* 1. General Provision

Subject to a provision in the authorisation or the Constitution, the Board may make arrangements for the exercise, on behalf of the Trust, of any of its functions by a committee or sub-committee, appointed by virtue of SO 5 below or by a Director or an officer of the Trust in each case subject to such restrictions and conditions as the Board thinks fit.

# Emergency Powers

The powers which the Board has retained to itself within these Standing Orders (SO 2) may in emergency be exercised by the Chief Executive and the Chair after having consulted at least two Non-Executive Directors. The exercise of such powers by the Chief Executive and the Chair shall be reported to the next formal meeting of the Board for ratification.

# Delegation to Committees

The Board shall agree from time to time to the delegation of executive powers to be exercised by committees or sub-committees, which it has formally constituted. The constitution and terms of reference of these committees, or sub-committees, and their specific executive powers shall be approved by the Board.

# Delegation to Officers – Scheme of Delegation and Reservation of Powers

* + 1. Those functions of the Trust which have not been retained as reserved by the Board or delegated to an executive committee or sub-committee shall be exercised on behalf of the Board by the Chief Executive. The Chief Executive shall determine which functions they will perform personally and shall nominate officers to undertake the remaining functions for which they will still be accountable to the Board.
    2. The Chief Executive shall prepare a Scheme of Delegation identifying his/her proposals which shall be considered and approved by the Board, subject to any amendment agreed during the discussion. The Chief Executive may periodically propose amendment to the Scheme of Delegation which shall be considered and approved by the Board as indicated above.
    3. Nothing in the Scheme of Delegation shall impair the discharge of the direct accountability to the Board or the Director of Finance or other executive Directors to provide information and advise the Board in accordance with any statutory requirements.
    4. The arrangements made by the Board as set out in the "Reservation of Powers to the Board and Delegation of Powers" shall have effect as if incorporated in these Standing Orders.

# COMMITTEES

* 1. **Appointment of Committees**
     1. Subject to SO 2 and such directions as may be given by the regulator, the Trust may and, if directed by him, shall appoint committees of the Trust, consisting wholly or partly of Directors of the Trust or wholly of persons who are not Directors of the Trust.
     2. A committee appointed under SO 5.1.1 may, subject to such directions as may be given by the regulator or the Board appoint sub-committees consisting wholly or partly of members of the committee (whether or not they include Directors of the Trust) or wholly of persons who are not members of the Board committee (whether or not they include Directors of the Trust).
     3. The Standing Orders of the Board, as far as they are applicable, shall apply with appropriate alteration to meetings of any committees or sub-committee established by the Board.
     4. Each such committee or sub-committee shall have such terms of reference and powers and be subject to such conditions, as the Board shall decide. Such terms of reference shall have effect as if incorporated into the Standing Orders.
     5. Committees may not delegate their executive powers to a sub-committee unless expressly authorised by the Board.
     6. The Board shall approve the appointments to each of the committees which it has formally constituted. Where the Board determines that persons, who are neither Directors nor officers, shall be appointed to a committee, the terms of such appointment shall be determined by the Board.
     7. Where the Board is required to appoint persons to a committee and/or to undertake statutory functions as required by the Secretary of State or NHS England, and where such appointments are to operate independently of the Trust such appointment shall be made in accordance with the regulations laid down by the Secretary of State.
     8. Without prejudice to the formation of any other committees or sub-committees as the Board may see fit, the following committees shall be established by the Board:
* Audit and Risk Committee
* Trust Nominations and Remuneration Committee
* Charitable Funds Committee.

# Confidentiality

* + 1. A member of a committee shall not disclose a matter dealt with by, or brought before, the committee without its permission until the committee shall have reported to the Board or shall otherwise have concluded on that matter.
    2. A Director of the Trust or a member of a committee shall not disclose any matter reported to the Board or otherwise dealt with by the committee, notwithstanding that the matter has been reported or action has been concluded, if the Board or committee shall resolve that it is confidential.

# DECLARATIONS OF INTERESTS AND REGISTER OF INTERESTS

* 1. **Declaration of Interests**
     1. If a Director has a pecuniary, personal or family interest, whether that interest is actual or potential and whether that interest is direct or indirect, in any proposed contract or other matter which is under consideration or is to be considered by the Board, the Director shall disclose that interest to the Board as soon as They becomes aware of it.
     2. Interests which should be regarded as "relevant and material" are:
        1. Directorships, including non-executive directorships held in limited companies (with the exception of dormant companies);
        2. Ownership, part-ownership or directorships of companies, businesses or consultancies that carry out or are likely to carry out business with the Trust;
        3. Majority or controlling shareholdings in an organisation that carries out business with the Trust or is likely to carry out business with the Trust;
        4. A position of authority in a charity or voluntary organisation in the field of health or social care that carries out business with the Trust or is likely to carry out business with the Trust;
        5. Any connection with a voluntary or other organisation contracting or likely to contract for Trust services;
        6. To the extent not covered above, any connection with an organisation, entity or company considering entering into or having entered into a financial arrangement with the Trust, including but not limited to, lenders or banks.
     3. If Directors have any doubt about the relevance of an interest, this should be discussed with the Chair.
     4. At the time Directors' 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.
     5. Board directors' directorships of companies likely or possibly seeking to do business with the NHS should be published in the board's annual report.
     6. During the course of a board meeting, if a conflict of interest is established, the Director concerned should withdraw from the meeting and play no part in the relevant discussion or decision.

# Register of Interests

* + 1. The Chief Executive will ensure that a Register of Interests is established to record formally declarations of interests of Directors. The Register will include details of all directorships and other relevant and material interests which have been declared by Directors, as defined in SO 6.1.
    2. Directors must notify the Trust Secretary of any changes to their declared interests. Such notification must be made to the Trust Secretary within ten days of the change becoming known.
    3. The Trust Secretary will ensure that such notifications are entered into the Register within seven days.
    4. The Trust Secretary will conduct an annual review of the Register and will report the outcome to the Board.
    5. The Register will be available for inspection by the public at the Trust’s headquarters.

# DISABILITY OF DIRECTORS IN PROCEEDINGS ON ACCOUNT OF PECUNIARY INTEREST

* 1. Subject to the following provisions of this Standing Order, if a Director 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 shall exclude a Director from a meeting of the Board while any contract, proposed contract or other matter in which They has a pecuniary interest, is under consideration.
  3. For the purpose of this Standing Order a Director shall be treated, subject to SO 7.4, as having indirectly a pecuniary interest in a contract, proposed contract or other matter, if:
* They, or a nominee of his/her, is a director of a company or other body, not being a public body, with which the contract was made or is proposed to be made or which has a direct pecuniary interest in the other matter under consideration; or
* They is a partner of, or is in the employment of a person with whom the contract was made or is proposed to be made or who has a direct pecuniary interest in the other matter under consideration; and
* In the case of married persons living together the interest of one spouse shall, if known to the other, be deemed for the purposes of this Standing Order to be also an interest of the other.
  1. A Director shall not be treated as having a pecuniary interest in any contract, proposed contract or other matter by reason only:
* Of his/her membership of a company or other body, if They has no beneficial interest in any securities of that company or other body;
* Of an interest in any company, body or person with which he/her is connected as mentioned in SO 7.3 above which is so remote or insignificant that it cannot reasonably be regarded as likely to influence a director in the consideration or discussion of or in voting on, any question with respect to that contract or matter.
  1. Where a Director:
* Has an indirect pecuniary interest in a contract, proposed contract or other matter by reason only of a beneficial interest in securities of a company or other body, and
* The total nominal value of those securities does not exceed 5% of the total nominal value of the issued share capital of the company or body, and
* If the share capital is of more than one class, the total nominal value of shares of any one class in which he/her has a beneficial interest does not exceed 5% of the total issued share capital of that class
  1. Standing Order 7 applies to a committee or sub-committee of the Board as it applies to the Board itself and applies to any member of any such committee or sub-committee (whether or not he/her is also a Director of the Trust) as it applies to a Director of the Trust.

# STANDARDS OF BUSINESS CONDUCT

* 1. All staff must comply with the requirements of the Trust’s Policy on Business Conduct and Ethical Standards for Commercial Sponsorship. The following provisions should be read in conjunction with this document.
  2. If it comes to the knowledge of a Director or an officer of the Trust that a contract in which he/her has any pecuniary interest not being a contract to which he/her is himself a party, has been, or is proposed to be, entered into by the Trust he/her shall, at once, give notice in writing to the Chief Executive of the fact that he/her is interested therein. In the case of married persons [or persons] living together as partners, the interest of one partner shall, if known to the other, be deemed to be also the interest of that partner.
  3. An officer must 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.
  4. The Chief Executive will ensure that the interests, employment or relationships declared by staff shall be entered in a register of interests of staff. The Register of Interests of Staff will be maintained by the Trust Secretary.
  5. Canvassing of Directors of the Trust or members of any committee of the Trust directly or indirectly for any appointment under the Trust shall disqualify the candidate for such appointment. The contents of this paragraph of the Standing Order shall be included in application forms or otherwise brought to the attention of candidates.
  6. A Director of the Trust shall not solicit for any person any appointment under the Trust or recommend any person for such appointment: but this paragraph of this Standing Order shall not preclude a Director from giving written testimonial of a candidate's ability, experience or character for submission to the Trust.
  7. Informal discussions outside appointments panels or committees, whether solicited or unsolicited, should be declared to the panel or committee.
  8. Candidates for any staff appointment shall when making application disclose in writing whether they are related to any director 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.
  9. The Directors and every officer of the Trust shall disclose to the Chief Executive any relationship with a candidate of whose candidature that director or officer is aware. It shall be the duty of the Chief Executive to report to the Trust any such disclosure made.
  10. On appointment, Directors (and prior to acceptance of an appointment in the case of executive Directors) should disclose to the Trust whether they are related to any other Director or holder of any office under the Trust.
  11. Where the relationship of an officer or another director to a Director of the Trust is disclosed, the Standing Order headed `Disability of Directors in proceedings on account of pecuniary interest’ (SO 7) shall apply.

# CUSTODY OF SEAL AND SEALING OF DOCUMENTS

* 1. The Common Seal of the Trust shall be kept by the Trust Secretary in a secure place.
  2. The Seal of the Trust shall not be fixed to any documents unless the sealing has been authorised by a resolution of the Board, or of a committee thereof, or where the Board has delegated its powers.
  3. Before any building, engineering, property or capital document is sealed it must be approved and signed by the Director of Finance (or an officer nominated by him) and authorised and countersigned by the Chief Executive (or an officer nominated by him who shall not be within the originating directorate).
  4. An entry of every sealing shall be made and numbered consecutively in a book provided for that purpose, and shall be signed by the persons who shall have approved and authorised the document and those who attested the seal. A report of all sealing shall be made to the Trust at least quarterly. (The report shall contain details of the seal number, the description of the document and date of sealing).

# SIGNATURE OF DOCUMENTS

* 1. Where the signature of any document will be a necessary step in legal proceedings involving the Trust, it shall be signed by the Chief Executive, unless any enactment otherwise requires or authorises, or the Board shall have given the necessary authority to some other person for the purpose of such proceedings.
  2. The Chief Executive or nominated officers shall be authorised, by resolution of the Board, to sign on behalf of the Trust any agreement or other document (not required to be executed as a deed) the subject matter of which has been approved by the Board or committee or sub-committee to which the Board has delegated appropriate authority.

# MISCELLANEOUS

* 1. It is the duty of the Chief Executive to ensure that existing Directors and officers and all new appointees are notified of and understand their responsibilities within Standing Orders and SFIs. Updated copies shall be issued to staff designated by the Chief Executive. New designated officers shall be informed in writing and shall receive copies where appropriate of SOs.
  2. Standing Financial Instructions and Reservation of Powers to the Board and Delegation of Powers shall have the effect as if incorporated into Standing Orders.
  3. Standing Orders shall be reviewed annually by the Trust. The requirement for review extends to all documents having the effect as if incorporated in Standing Orders.

**4. Trust Committee Terms of Reference**

* 1. The Trust has a number of Committees and Groups that are accountable to the Trust Board for assurance, oversight and management of the primary functions of the organisation. These Committees are:

1. Charitable Funds
2. Quality and Assurance
3. Nominations and Remuneration
4. Audit and Risk
5. Finance , Planning and Performance
6. Executive Management Team
7. People
   1. The Terms of Reference for each of these committees are on the following pages.

**Charitable Funds Committee**

**Medway NHS Foundation Trust**

**Charitable Funds Committee**

**Terms of Reference**

**Purpose**

# The purpose of the Charitable Funds Committee is to monitor progress and performance against the strategic direction of the Charitable Trust’s fundraising activity as approved by the Board of Trustees; to approve and monitor expenditure of charitable funds in line with specified priority requirements; and to monitor the management of the Charity’s investment portfolio ensuring that the Charity at all times adheres to Charity Law and to best practice in governance and fundraising.

The Trustee of the Charity is the Medway NHS Foundation Trust Board of Directors acting as Corporate Trustee.

**Constitution**

# The committee is established on the authority of the Board of Trustees.

**Authority**

# The Committee is authorised by the Board of Trustees to investigate any activity within its terms of reference and any activity in accordance with the Constitution of the Charity and the Medway NHS FT Constitution, Standing Orders, Standing Financial Instructions and Scheme of Delegation of the Trust. The limit of such delegated authority is restricted to the areas outlined in the Duties of the Committee and subject to the rules on reporting, both as defined below.

# The Committee is empowered to investigate any activity within its Terms of Reference, and to seek any information it requires from staff, who are required to co-operate with the Committee in the conduct of its enquiries.

# The Committee is authorised by the Board of Trustees to obtain independent legal and professional advice and to secure the attendance of external personnel with relevant experience and expertise, should it consider this necessary. All such advice should be arranged in consultation with the Company Secretary.

**Accountability**

# The Committee will report to the Board of Trustees.

# Board approval under the Trust’s Scheme of Delegation and Reservation will be submitted to the Board by the Director of Communications and Engagement.

# The Chair of the Charitable Funds Committee will provide regular briefings to the Board of Trustees on issues and progress.

**Chairperson**

# The Chair of the Group will be a Non-Executive Director or Associate. In the absence of the Chair, a Non-Executive Director will Chair the meeting.

**Membership**

# The membership of the Committee shall be:

* Chair; a nominated Non-Executive Director or Associate
* Two further nominated Non-Executive Directors or Associate
* Director of Communications and Engagement (as lead executive officer of the Committee)
* Chief Finance Officer
* A Governor.

# The Trust Chair shall propose which non-executive Directors or Associates will be most suitable for nomination as Chair and members of the Committee. The Board of Trustees shall approve the appointment of the Committee Chair and members, based on the Chair’s recommendations.

# Those normally in attendance at the Committee meetings shall be:

* Chief Executive
* Company Secretary
* Charity and Fundraising Manager
* Assistant Director of Finance (with responsibility for Charity)
* Director of Estates and Facilities

Representative of the Trust’s Clinical Council

* Up to two Governors (with a remit to assist with public benefit test, see appendix 1), who are observers. One may be nominated to stand in for the Governor in Attendance.

# Any member of the Board of Trustees shall have the right to be in attendance at any meeting of the Committee by prior agreement with the Chair.

# When voting, decisions may be carried by a majority of the membership; in the event of a Tie the Chair will invite the Governor in Attendance to vote.

# The executive members of the Committee may exceptionally send a deputy to the meeting, but the deputy will not have voting rights at the meeting. Those who are in attendance may exceptionally send a deputy to the meeting.

# Other Trust managers and clinicians may be invited to attend for particular items on the agenda that relate to areas of risk or operation for which they are responsible.

# The Company Secretary or their nominee shall act as Secretary to the Committee and shall attend to take minutes of the meeting and provide appropriate support to the Chair and Committee members.

**Attendance is expected from:**

# There is a requirement for members to attend all scheduled meetings.

**Quorum**

# The meeting will be quorate provided that two Non-Executive Directors or Associates and one Executive Director are in attendance and members of the Charitable Trustee are in the majority for voting purposes.

**Frequency**

# Meetings will be held every quarter.

**Key responsibilities**

Governance, Legalities and Financial Statements

# To ensure compliance by the Charity with Charity Law and NHS guidance on charitable funds.

# To ensure that the Charity regularly benchmarks the governance arrangements and fundraising activity of its Charitable Funds against best practice and implements any lessons learned.

# To advise the Board of Trustees, on any significant issues or variations from good practice, and to keep the Trustees informed of any developments.

# To recommend to the Board of Trustees approval of the annual financial accounts and annual report, prior to their submission to the Charity Commission.

Fundraising Strategy and Activity

# To propose the strategic direction of the Charitable Trust’s fundraising activity to the Board of Trustees for approval.

# To approve investment plans and programmes.

# To monitor progress and performance against the strategic direction of the Charity’s fundraising activity and to approve changes in strategy and any action to be taken in-year.

# To receive regular reports on the fundraising activity carried out at the Trust and the income generated.

# To keep under review all fundraising literature developed and circulated by the Trust and all information provided to the public through literature and websites.

Investments

# To appoint external investment managers and monitor their investment performance.

# To inform the external investment managers of the Trustee’s short and long-term financial goals for the charity.

# To review details of the charitable funds investment portfolio quarterly and to take action where necessary to ensure that returns are maximised.

# To ensure that charitable funds are invested to maximise return but on a secure and ethical basis as far as is possible.

# To update investment policies annually, for approval by the Board of Trustees, and by agreement the appropriate value of any reserves held by the Charity to ensure these are sufficient to support on-going operations of the Charity and deliver the approved strategy.

Expenditure

# To monitor adherence to an expenditure policy for the management of the donated funds of the Charity, policy to be determined by the Trustees.

# To approve the expenditure of charitable funds for amounts in excess of £15,000.

# To prepare detailed guidance on the correct use of charitable funds, and the process for considering requests for funds, directly in relation to the NHS statutory duty.

# To ensure gifted income is used in accordance with the Trust’s Standing Financial Instructions and any purpose that may be specified by the donor.

# To recommend levels of delegated spending authority to the Board of Trustees for fund advisors, senior managers, the Charitable Funds Committee

# To monitor income and expenditure against budgets and activity against funds.

# To review expenditure projections, based on projected income together with bids approved but not yet spent.

# To ensure that the Trust develops and maintains an up-to-date list of priority requirements, e.g. equipment, environmental requirements, that could be funded by charitable donations.

Risk Management

# To ensure that the Charitable Trust has in place appropriate arrangements to manage the risks associated with its operations, particularly fundraising and expenditure.

# To ensure that Trustees are advised at least annually, or as required, on any risk management issues associated with the operation of fundraising and to advise on any implications for the Trustee role.

Reporting and Relationships

# The Committee shall be accountable to the Board of Trustees.

# The Committee shall make an annual report to the Board of Trustees to demonstrate the Committee’s discharge of its duties and to confirm the fitness for purpose of the Charity’s assurance framework, risk management, and governance processes.

# The Committee shall make recommendations to the Board of Trustees concerning any issues that require decision or resolution by the Board of Trustees.

# The Committee shall report to the Audit Committee as appropriate on any matters requiring action or decision-making by that Committee.

# The Committee shall review its own performance, constitution and terms of reference at least every two years to ensure it is operating at maximum effectiveness. Any proposed changes to the terms of reference should be agreed by the Board of Trustees

**Conduct of Business**

# The Committee shall conduct its business in accordance with the Standing Orders of the Trust.

# The Committee shall be deemed quorate if there are at least two Non-Executive Directors / Associates and one Executive Director present. A quorate meeting shall be competent to exercise all or any of the authorities, powers and duties vested in or exercised by the Committee.

# The Committee shall meet not less than four times in each financial year.

# At the discretion of the Chair of the Committee business may be transacted through a teleconference provided all parties are able to hear all other parties and where an agenda has been issued in advance.

# Agendas and briefing papers should be prepared and circulated in sufficient time for Committee Members to give them due consideration.

# Minutes of Committee meetings should be formally recorded and distributed to Committee Members within 10 working days of the meetings. Subject to the approval of the Chair, the Minutes will be submitted to the Trust Board (noting that they will be received in the capacity of Corporate Trustee) at its next meeting and may be presented by the Committee Chair. The Committee Chair will draw to the attention of the Board of Trustees any issues that require disclosure to the full Board, or require executive action.

**Links to other meetings**

# The Committee may establish a sub-committee for a specific purpose. For example an Investment Sub-Committee or a Fundraising/ Appeal Committee for a particular project.

**Review Date**

# All Terms of Reference should be reviewed annually.

**Quality Assurance Committee**

**Medway NHS Foundation Trust**

**Quality Assurance Committee**

**Terms of Reference**

1. **Introduction**
   1. The Quality Assurance Committee (the Committee) is established in accordance with the Medway NHS Foundation Trust Constitution, Standing Orders and Scheme of Reservation and Delegation (SoRD). These Terms of Reference set out the remit, responsibilities, delegated authority, membership and reporting arrangements of the Committee.
   2. The Committee is accountable to the Board and its members, including those who are not members of the Board, are bound by the Standing Orders and other policies of the Trust.
   3. The Committee is authorised by The Board to act within its Terms of Reference. All employees and individuals appointed by the Trust are directed to co-operate with any request made by the Committee. The Committee will liaise with and function as a resource for other Trust committees and forums, where specific matters are most appropriately considered by the Committee in line with its responsibilities.
   4. The remit of the Committee is outlined below. The nature of how these are delivered will be determined by the Committee Chair in discussion with the relevant lead executive officer(s) to the Committee.
2. **Purpose** 
   1. The Committee is formed to:
      * Promote safety and excellence in patient care.
      * Identify, prioritise and manage risk arising from clinical care.
      * Ensure the effective and efficient use of resources through evidence-based clinical practice.
      * Protect the health and safety of trust employees.
      * Ensure compliance with legal, statutory, constitutional requirements for quality, regulatory and other obligations.
      * Ensure systems are in place to support delivery of the Trust’s Patient First and True North objectives of:

* **Patients:** providing outstanding, compassionate care for our patients and their families.
* **Quality:** Excellent outcomes, ensuring no patients comes to harm.
  1. A full description of the Committees responsibilities is provided in Appendix 1 of these Terms of Reference

1. **Authority** 
   1. The Committee is authorised by the Board to:

* Investigate any activity within its Terms of Reference
* Seek any information it requires within its remit, from any employee or member of the Board (who are directed to co-operate with any request made by the Committee) within its remit as outlined in these Terms of Reference.
* Commission any reports it deems necessary to help fulfil its obligations.
* Obtain legal or other independent professional advice and secure the attendance of advisors with relevant expertise if it considers this is necessary to fulfil its functions. In doing so the Committee must follow any procedures put in place by the Board for obtaining legal or professional advice.
* Create task and finish sub-groups to take forward specific programmes of work as considered necessary by the Committee’s members. The Committee shall determine the membership and Terms of Reference of any such task and finish sub-groups in accordance with the Trust Board’s constitution, standing orders and SoRD, but may/ not delegate any decisions to such groups.

1. **Membership and Attendance**

Membership

* 1. Membership of the Committee will be as follows:
* Three Non-Executive Directors – one will act as the Chair of the Committee
* Chief Medical Officer of their nominated deputy
* Chief Nursing Officer or their nominated deputy
  1. When determining the membership of the Committee, active consideration will be made to diversity and equality.

Chair of the Committee

* 1. In accordance with the constitution, the Committee will be chaired by a Non-Executive Director who has been appointed on account of their specific knowledge skills and experience making them suitable to Chair the Committee.
  2. The Chair will be responsible for agreeing the agenda and ensuring matters discussed meet the objectives as set out in these Terms of Reference.

Attendees

* 1. Only members of the Committee have the right to attend Committee meetings, but the Chair may invite relevant staff to the meeting as necessary in accordance with the business of the Committee.
  2. The Chief Executive has a standing invitation to attend the Committee.
  3. The Committee may have the following standing attendees who may be invited to participate regularly on specific subject areas, but shall not vote. This will include:
* Medical Director for Quality and Patient Safety
* Two Associate Non-Executive Directors (non-voting)
* Chief Operating Officer
* Director of Integrated Governance, Quality and Patient Safety
* Chief Pharmacist
* Head of Safeguarding
* Associate Director of Infection Prevention and Control
* Associate Director of Patient Experience
* Director of Midwifery/Deputy Chief Nursing Officer
* Representation from the Integrated Care Board
  1. An invitation for two Governors to attend in an observational capacity.

1. **Meetings, Quorum and Voting**
   1. The Committee will meet in private.
   2. The Committee will meet at least twice a year and arrangements and notice for calling meetings are set out in the Standing Orders. Additional meetings may take place as required.
   3. When the Chair of the Committee deems it necessary in light of the urgent circumstances to call a meeting at short notice, the notice period shall be such as they shall specify.
   4. The Board, Chair or Chief Executive of the Trust may ask the Committee to convene further meetings to discuss issues on which they want the Committee’s advice.
   5. In accordance with the Standing Orders, the Committee may meet virtually when necessary and members attending using electronic means will be counted towards the quorum.

Quorum

* 1. For a meeting to be quorate a minimum of two independent Non-Executive Directors are required, including the chair of the Committee.
  2. If any member of the Committee has been disqualified from participating in an item on the agenda, by reason of a declaration of conflicts of interest, then that individual shall no longer count towards the quorum.
  3. If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions may be taken. If it is deemed that a decision cannot be taken because matters relating to conflict of interest result in the Committee not being able to be quorate at any time, the matter will be referred to the Board.

Decision making and voting

* 1. Decisions will be taken in according with the Standing Orders. The Committee will ordinarily reach conclusions by consensus. When this is not possible the Chair may call a vote.
  2. Only members of the Committee may vote. Each member is allowed one vote and a majority will be conclusive on any matter.
  3. Where there is a split vote, with no clear majority, the Chair of the Committee will hold the casting vote.
  4. If a decision is needed which cannot wait for the next scheduled meeting, the Chair may conduct business on a ‘virtual’ basis using telephone, email or other electronic communication.

1. **Accountability and reporting**
   1. The Committee is accountable to the Board and shall report to the Board on how it discharges its responsibilities.
   2. The Committee will submit a report to the Board following each of its meetings, as required by the Board. Where minutes and reports identify individuals or confidential information, they will not be made public and will be presented at the private portion of the Board. Public reports will be made as appropriate to satisfy any requirements in relation to disclosure of public sector executive pay.
   3. The Committee will provide the Board with an Annual Report. The report will summarise its conclusions from the work it has done during the year.
2. **Notice of Meetings**
   1. Notice of any Committee meeting must indicate:

* Its proposed date and time, which must be at least five working days after the date of the notice, except where a meeting to discuss an urgent issue is required (in which case as much notice as reasonably practicable in the circumstances should be given).
* Where it is to take place.
* An agenda of the items to be discussed at the meeting and any supporting papers.
* If it is anticipated that members of the Committee participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

1. **Policy and best practice**
   1. The Committee will be conducted in accordance with the Trust’s SoP on Meeting Standards.
   2. Members of the Committee should aim to attend all scheduled meetings.
   3. Committee members and participants must maintain the highest standards of personal conduct and in this regard must comply with:

* The laws of England and Wales
* The spirit and requirements of the NHS Constitution
* The Nolan Principles
* Any additional regulations or codes of practice relevant to the Committee.

Equality diversity and inclusion

* 1. Members must demonstrably consider the equality, diversity and inclusion implications of decisions they make.

1. **Secretariat**
   1. The Company Secretary Team will provide secretariat arrangements to the Committee. The duties of the secretariat include but are not limited to:

* Agreement of the agenda with the Chair together with the collation of connected papers;
* Taking the minutes and keeping a record of matters arising and issues to be carried forward.
  1. Before each Committee meeting an agenda and papers will be sent to every Committee member no less than five working days in advance of the meeting, unless the meeting has been convened at short notice, in which case papers will be sent at the earliest opportunity.
  2. If a Committee member wishes to include an item on the agenda, they must notify the Chair no later than 10 working days prior to the meeting. In exceptional circumstances for urgent items this will be reduced to five working days prior to the meeting. The decision as to whether to include the agenda item is at the discretion of the Chair.

1. **Confidentiality**
   1. Members of the Committee shall respect the confidentiality requirements set out in the Trust’s Standing Orders, relevant corporate policies and these Terms of Reference unless separate confidentiality requirements are set out for the Committee in which event these shall be observed.
   2. Decisions of the Committee will be published by the Committee except where matters under consideration or when decisions made are of a confidential nature, in which case they will be excluded from any public record and shall not be publishable.
2. **Review**

The Terms of Reference of the Committee shall be reviewed by members of the Committee annually, or as required in line with any developments or changes to the Trust’s constitution, national guidance or feedback from auditors, with recommendations made to the Board for approval.

**Nominations and Remuneration Committee**

**Medway NHS Foundation Trust**

**Nominations and Remuneration Committee**

**Terms of Reference**

1. **Introduction**
   1. The Nominations and Remuneration Committee is established in accordance with Medway NHS Foundation Trust’s Constitution, Standing Orders and Scheme of Reservation and Delegation (SoRD). These Terms of Reference set out the remit, responsibilities, delegated authority, membership and reporting arrangements of the Committee.
   2. The Committee is a non-executive committee, accountable to the Board and its members, including those who are not members of the Board, are bound by the Standing Orders and other policies of the Trust.
   3. The Committee is authorised by The Board to act within its Terms of Reference. All employees and individuals appointed by the Trust are directed to co-operate with any request made by the Committee. The Committee will liaise with and function as a resource for other Trust committees and forums, where specific matters are most appropriately considered by the Committee in line with its responsibilities.
   4. Where Board scrutiny or decision is required for related matters, the Committee will consider these in advance and act as the sponsor for any recommended action/decision required by the Board.
   5. The remit of the Committee is outlined below. The nature of how these are delivered will be determined by the Chair of the Committee in discussion with the relevant lead executive officer to the Committee.
2. **Purpose and responsibilities**
   1. The Committee is formed to:
      * Confirm the appointment of the Chief Executive, subject to the approval of the Council of Governors, under paragraph 17(3), Schedule 7, National Health Service Act 2006.
      * Ratify the appointment and termination of Executive Directors, under paragraph 13(4), Schedule 7, National Health Service Act 2006 following Chief Executive recommendation.
      * Ratify the appointment of other voting and non-voting Executive Director members of the Board (who are not statutory Directors within the Act) following Chief Executive recommendation.
      * Review the outcomes of the appraisals for the Chief Executive and other Executive Directors.
      * In consultation with the Council of Governors, consider the size, structure and composition of the Board; and succession plans in that regard.
      * Consider and agree the remuneration for the Chief Executive and the other Executive Directors, taking into account remuneration decisions affecting other staff within the Trust.
3. **Authority** 
   1. The Committee is authorised by The Board to:

* Investigate any activity within its Terms of Reference
* Seek any information it requires within its remit, from any employee or member of the ICB (who are directed to co-operate with any request made by the Committee) within its remit as outlined in these Terms of Reference.
* Commission any reports it deems necessary to help fulfil its obligations.
* Obtain legal or other independent professional advice and secure the attendance of advisors with relevant expertise if it considers this is necessary to fulfil its functions. In doing so the Committee must follow any procedures put in place by the ICB for obtaining legal or professional advice.
* Create task and finish sub-groups to take forward specific programmes of work as considered necessary by the Committee’s members. The Committee shall determine the membership and Terms of Reference of any such task and finish sub-groups in accordance with the ICB’s constitution, standing orders and SoRD, but may/ not delegate any decisions to such groups.
  1. Benchmarking and guidance
* The Committee will take proper account of national agreements and appropriate benchmarking, for example Agenda for Change and guidance issued by the Government, the Department of Health and Social Care, NHS England and the wider NHS in reaching their determinations.

1. **Membership and Attendance**

Membership

* 1. The Committee is formed of all Non-Executive Directors.
  2. The Chief Executive is a member of the Committee for the appointment or removal of another Executive Director.
  3. The Chair of the Board may be a member of the Committee but may not be appointed as the Chair of the Committee.
  4. The following are expected to regularly attend meetings of the Committee:
* The Chief Executive or their nominated deputy
* Chief People Officer or their nominated deputy
* All Associate Non-Executive Directors
* The Trust Secretary or their nominated deputy.
  1. When determining the membership of the Committee, active consideration will be made to diversity and equality.

Chair of the Committee

* 1. In accordance with the constitution, the Committee will be chaired by the Senior Independent Non-Executive Director of the Board appointed on account of their specific knowledge skills and experience making them suitable to Chair the Committee.
  2. The Chair of the Committee will be responsible for agreeing the agenda and ensuring matters discussed meet the objectives as set out in these Terms of Reference.

Attendees

* 1. Only members of the Committee have the right to attend Committee meetings, but the Chair of the Committee may invite relevant staff to the meeting as necessary in accordance with the business of the Committee.
  2. The Chair of the Committee may ask any or all of those who normally attend, but who are not members, to withdraw to facilitate open and frank discussion of particular matters.
* No individual should be present during any discussion relating to:
  + Any aspect of their own pay.
  + Any aspect of the pay of others when it has an impact on them.

1. **Meetings, Quorum and Voting**
   1. The Committee will meet in private.
   2. The Committee will meet at least twice a year and arrangements and notice for calling meetings are set out in the Standing Orders. Additional meetings may take place as required.
   3. When the Chair of the Committee deems it necessary in light of the urgent circumstances to call a meeting at short notice, the notice period shall be such as they shall specify.
   4. The Board, Chair or Chief Executive may ask the Committee to convene further meetings to discuss issues on which they want the Committee’s advice.
   5. In accordance with the Standing Orders, the Committee may meet virtually when necessary and members attending using electronic means will be counted towards the quorum.

Quorum

* 1. For a meeting to be quorate a minimum of three independent Non-Executive Directors are required, including the Chair of the Committee.
  2. If any member of the Committee has been disqualified from participating in an item on the agenda, by reason of a declaration of conflicts of interest, then that individual shall no longer count towards the quorum.
  3. If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions may be taken. If it is deemed that a decision cannot be taken because matters relating to conflict of interest result in the Committee not being able to be quorate at any time, the matter will be referred to the Board.

Decision making and voting

* 1. Decisions will be taken in according with the Standing Orders. The Committee will ordinarily reach conclusions by consensus. When this is not possible the Chair of the Committee may call a vote.
  2. Only members of the Committee may vote. Each member is allowed one vote and a majority will be conclusive on any matter.
  3. Where there is a split vote, with no clear majority, the Chair of the Committee will hold the casting vote.
  4. If a decision is needed which cannot wait for the next scheduled meeting, the Chair of the Committee may conduct business on a ‘virtual’ basis using telephone, email or other electronic communication.

1. **Accountability and reporting**
   1. The Committee is accountable to the Board and shall report to the Board on how it discharges its responsibilities.
   2. The Committee will submit a report to the Board following each of its meetings, as required by the Board. Where minutes and reports identify individuals or confidential information, they will not be made public and will be presented at the private portion of the Board. Public reports will be made as appropriate to satisfy any requirements in relation to disclosure of public sector executive pay.
   3. The Committee will provide the Board with an Annual Report. The report will summarise its conclusions from the work it has done during the year.
2. **Notice of Meetings**
   1. Notice of any Committee meeting must indicate:

* Its proposed date and time, which must be at least five working days after the date of the notice, except where a meeting to discuss an urgent issue is required (in which case as much notice as reasonably practicable in the circumstances should be given).
* Where it is to take place.
* An agenda of the items to be discussed at the meeting and any supporting papers.
* If it is anticipated that members of the Committee participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

1. **Policy and best practice**
   1. The Committee will be conducted in accordance with the Trust’s SoP on Meeting Standards.
   2. Members of the Committee should aim to attend all scheduled meetings.
   3. Committee members and participants must maintain the highest standards of personal conduct and in this regard must comply with:

* The laws of England and Wales
* The spirit and requirements of the NHS Constitution
* The Nolan Principles
* Any additional regulations or codes of practice relevant to the Committee.

Equality diversity and inclusion

* 1. Members must demonstrably consider the equality, diversity and inclusion implications of decisions they make.

1. **Secretariat**
   1. The Company Secretary Team will provide secretariat arrangements to the Committee. The duties of the secretariat include but are not limited to:

* Agreement of the agenda with the Chair of the Committee together with the collation of connected papers;
* Taking the minutes and keeping a record of matters arising and issues to be carried forward.
  1. Before each Committee meeting an agenda and papers will be sent to every Committee member no less than five working days in advance of the meeting, unless the meeting has been convened at short notice, in which case papers will be sent at the earliest opportunity.
  2. If a Committee member wishes to include an item on the agenda, they must notify the Chair of the committee no later than 10 working days prior to the meeting. In exceptional circumstances for urgent items this will be reduced to five working days prior to the meeting. The decision as to whether to include the agenda item is at the discretion of the Chair of the Committee.

1. **Confidentiality**
   1. Members of the Committee shall respect the confidentiality requirements set out in the Trust’s Standing Orders, relevant corporate policies and these Terms of Reference unless separate confidentiality requirements are set out for the Committee in which event these shall be observed.
   2. Decisions of the Committee will be published by the Committee except where matters under consideration or when decisions made are of a confidential nature, in which case they will be excluded from any public record and shall not be publishable.
2. **Review**

The Terms of Reference of the Committee shall be reviewed by members of the Committee annually, or as required in line with any developments or changes to the Trust’s constitution, national guidance or feedback from auditors, with recommendations made to the Board for approval.

**Audit and Risk Committee**

**Medway NHS Foundation Trust**

**Audit and Risk Committee**

**Terms of Reference**

1. **Introduction**
   1. The Audit and Risk Committee is established in accordance with the Trust’s Constitution, Standing Orders and Scheme of Reservation and Delegation (“SORD”). These Terms of Reference set out the remit, responsibilities, delegated authority, membership and reporting arrangements of the Committee.
   2. The Committee is a non-executive committee, accountable to the Board and its members, including those who are not members of the Board, are bound by the Standing Orders and other policies of the Trust.
   3. The Committee is authorised by the Board to act within its Terms of Reference. All employees and individuals appointed by the Trust are directed to co-operate with any request made by the Committee.
   4. The Committee will liaise with and function as a resource for other Trust committees and forums, where specific matters are most appropriately considered by the Committee in line with its responsibilities.
   5. Where Board scrutiny or decision is required for related matters, the Committee will consider these in advance and act as the sponsor for any recommended action/decision required by the Board.
   6. The remit of the Committee is outlined below. The nature of how these are delivered will be determined by the Committee Chair in discussion with the relevant lead executive officer of the Trust.
2. **Purpose**
   1. To contribute to the overall delivery of Trust objectives by providing oversight and assurance to the Board on the adequacy of governance, risk management and finance and internal control processes within the Trust.
   2. The duties of the Committee will be driven by the Trust’s strategies, objectives and the associated risks. An annual programme of business will be agreed before the start of the financial year. This will be flexible to new and emerging priorities and risks.
   3. The Committee has no executive powers, other than those delegated in the SORD and specified in these terms of reference.
3. **Authority** 
   1. The Committee is authorised by the Board to:

* Investigate any activity within its terms of reference
* Seek any information it requires within its remit, from any employee or member of the Trust (who are directed to co-operate with any request made by the Committee) within its remit as outlined in these terms of reference
* Commission any reports it deems necessary to help fulfil its obligations
* Obtain legal or other independent professional advice and secure the attendance of advisors with relevant expertise if it considers this is necessary to fulfil its functions. In doing so the Committee must follow any procedures put in place by the Trust for obtaining legal or professional advice
* Create task and finish sub-groups to take forward specific programmes of work as considered necessary by the Committee’s members. The Committee shall determine the membership and terms of reference of any such task and finish sub-groups in accordance with the Trust’s constitution, standing orders and SORD but may/ not delegate any decisions to such groups
  1. For the avoidance of doubt, the Committee will comply with the Trust’s Standing Orders, Standing Financial Instructions and the SORD, other than where there has been an explicit agreement made by the Board

1. **Membership and Attendance**

Membership

* 1. The Committee members shall be appointed by the Board in accordance with the he Trust’s Constitution.
  2. The Board will appoint at least three members of the Committee who are Independent Non-Executive Members of the Board.
  3. Neither the Chair of the Board, nor employees of the Trust will be members of the Committee.
  4. Members will possess between them knowledge, skills and experience in accounting, risk management, internal, external audit; and technical or specialist issues pertinent to the Trust’s business. When determining the membership of the Committee, active consideration will be made to diversity and equality.

Chair and vice chair

* 1. In accordance with the constitution, the Committee will be chaired by an independent non-executive member of the Board appointed on account of their specific knowledge, skills, and experience, making them suitable to chair the Committee.
  2. The Chair of the Committee shall be independent and therefore must not chair any other committees and, as far as it is possible, they will not be members of any other committee.
  3. The Chair will be responsible for agreeing the agenda and ensuring matters discussed meet the objectives as set out in these Terms of Reference.

Attendees

* 1. Only members of the Committee have the right to attend Committee meetings, however all meetings of the Committee will also be attended by the following individuals who are not members of the Committee:
* Chief Finance Officer or their nominated deputy
* Director of Integrated Governance, Quality and Patient Safety
* Chief Nursing Officer
* Company Secretary
* Representatives of both internal and external audit
* Individuals who lead on risk management and counter fraud matters.
  1. The Chair may ask any or all of those who normally attend, but who are not members, to withdraw to facilitate open and frank discussion of particular matters.
  2. Other individuals may be invited to attend all or part of any meeting as and when appropriate to assist it with its discussions.
  3. The Chief Executive has a standing invitation to attend the Committee, with a minimum expectation that they will attend annually
  4. The Chair of the Trust may also be invited to attend to gain an understanding of the Committee’s operations and where necessary, may be included to reach quoracy.

Attendance

* 1. Where an attendee of the Committee (who is not a member of the Committee) is unable to attend a meeting, a suitable alternative may be agreed with the Chair.

Access

* 1. Regardless of attendance, external audit, internal audit, local counter fraud and security management providers will have full and unrestricted rights of access to the Committee.

1. **Meetings, Quorum and Voting**
   1. The Audit and Risk Committee will normally meet five/four times a year and arrangements and notice for calling meetings are set out in the Standing Orders. Additional meetings may take place as required.
   2. When the Chair of the Committee deems it necessary in light of the urgent circumstances to call a meeting at short notice, the notice period shall be such as they shall specify.
   3. The Board, Chair or Chief Executive may ask the Committee to convene further meetings to discuss particular issues on which they want the Committee’s advice.

Quorum

* 1. For a meeting to be quorate a minimum of two independent Non-Executive Directors of the Board are required, including the chair of the Committee.
  2. If any member of the Committee has been disqualified from participating in an item on the agenda, by reason of a declaration of conflicts of interest, then that individual shall no longer count towards the quorum.
  3. If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions may be taken.
  4. Virtual attendance by means of teleconference or other media shall count towards the quorum as long as the member has appropriate access to all papers and is able to contribute as if they were physically in the meeting.

Decision making and voting

* 1. Decisions will be taken in accordance with the Standing Orders. The Committee will ordinarily reach conclusions by consensus. If this is not possible the Chair may call a vote.
  2. Only members of the Committee may vote. Each member is allowed one vote and a majority will be conclusive on any matter.
  3. Where there is a split vote, with no clear majority, the Chair of the Committee will hold the casting vote.
  4. If a decision is needed which cannot wait for the next scheduled meeting, the Chair may conduct business on a ‘virtual’ basis using telephone, email or other electronic communication.

Other arrangements

* 1. Meetings of the Committee will not be open to the public as this would inhibit the free and frank provision of advice or exchange of views that would prejudice the effective conduct of public affairs.
  2. Papers and minutes of Committees meetings will be subject to the Freedom of Information Act and disclosable to the public where appropriate under the Act.

1. **Accountability and reporting**
   1. The Committee is accountable to the Board. The Chair will provide assurance reports to the Board at each meeting and shall draw to the attention of the Board any issues that require disclosure to the Board or require action.
   2. The Committee will provide the Board with an Annual Report, timed to support finalisation of the accounts and the Governance Statement. The report will summarise its conclusions from the work it has done during the year, specifically commenting on:

* The fitness for purpose of the assurance framework
* The completeness and ‘embeddedness’ of risk management in the organisation
* The integration of governance arrangements
* The appropriateness of the evidence that shows the organisation is fulfilling its regulatory and statutory compliance requirements
* The robustness of the processes behind the quality accounts.

1. **Notice of Meetings**
   1. Notice of any Committee meeting must indicate:

* Its proposed date and time, which must be at least five working days after the date of the notice, except where a meeting to discuss an urgent issue is required (in which case as much notice as reasonably practicable in the circumstances should be given)
* Where it is to take place
* An agenda of the items to be discussed at the meeting and any supporting papers
* If it is anticipated that members of the Committee participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

1. **Policy and best practice**
   1. The Committee will be conducted in accordance with the Trust’s policy on Standards of Business Conduct, specifically:

* There must be transparency and clear accountability of the Committee.
* The Committee will hold a members Register of Interests which will be presented to each meeting of the Committee
* Members must declare any interests and /or conflicts of interest at the start of the meeting. Where matters on conflicts of interest arise, the Chair will determine what action to take. This may include requesting that individuals withdraw from any discussion/voting until the matter(s) is concluded
  1. Members of the Committee should aim to attend all scheduled meetings.
  2. Committee members and participants must maintain the highest standards of personal conduct and in this regard must comply with:
* The laws of England and Wales
* The spirit and requirements of the NHS Constitution
* The Nolan Principles
* Any additional regulations or codes of practice relevant to the Committee.

1. **Secretariat**
   1. The Company Secretary’s team will provide secretariat arrangements to the Committee. The duties of the secretariat include but are not limited to:

* Agreement of the agenda with the Chair together with the collation of connected papers
* Taking the minutes and keeping a record of matters arising and issues to be carried forward.
  1. Before each Committee meeting an agenda and papers will be sent to every Committee member no less than five business days in advance of the meeting, unless the meeting has been convened at short notice, in which case papers will be sent at the earliest opportunity.
  2. If a Committee member wishes to include an item on the agenda, they must notify the Chair no later than 10 business days prior to the meeting. In exceptional circumstances for urgent items this will be reduced to five (5) business days prior to the meeting. The decision as to whether to include the agenda item is at the discretion of the Chair.

1. **Confidentiality**
   1. Members of the Committee shall respect the confidentiality requirements set out in the Trust’s Standing Orders, relevant corporate policies, and these Terms of Reference unless separate confidentiality requirements are set out for the Committee in which event these shall be observed.
   2. Decisions of the Committee will be published by the Committee except where matters under consideration or when decisions made are of a confidential nature, in which case they will be excluded from any public record and shall not be publishable.
2. **Review**
   1. The Terms of Reference of the Committee shall be reviewed by members of the Committee annually, or as required in line with any developments or changes to the Trust’s constitution, national guidance, or feedback from auditors, with recommendations made to the Board for approval.
   2. The chair of the Committee and internal and external auditors will undertake an annual effectiveness review of the Committee annually. This review will take place without management.

**Finance, Planning and Performance Committee**

**Medway NHS Foundation Trust**

**Finance, Planning and Performance Committee**

**Terms of Reference**

1. **Introduction**
   1. The Finance, Performance and Planning Committee is established as a standing Committee in accordance with the Medway NHS Foundation Trust’s Constitution, Standing Orders and Scheme of Reservation and Delegation (“SORD”). These Terms of Reference set out the remit, responsibilities, delegated authority, membership and reporting arrangements of the Committee.
   2. The Finance, Performance and Planning Committee is accountable to the Trust’s Board and its members, including those who are not members of the Board, are bound by the Standing Orders and other policies of the Trust.
   3. The Finance, Performance and Planning Committee is authorised by the Board to act within its Terms of Reference. All employees and individuals appointed by the Trust are directed to co-operate with any request made by the Committee.
   4. The Finance, Performance and Planning Committee will liaise with and function as a resource for other Trust committees and forums, where specific matters are most appropriately considered by the Committee in line with its responsibilities.
   5. The Finance, Performance and Planning Committee is authorised by the Board to obtain outside legal or other independent professional advice and can request the attendance of individuals and authorities outside the Trust with relevant experience and expertise if it considers this necessary or expedient to the carrying out of its functions.
   6. Where Board scrutiny or decision is required for related matters, Finance, Performance and Planning Committee will consider these in advance and act as the sponsor for any recommended action/decision required by the Board.
   7. The remit of the Finance, Performance and Planning Committee is outlined below. The nature of how these are delivered will be determined by the Committee Chair in discussion with the relevant lead executive officer of the Trust.
2. **Purpose**
   1. To provide assurance to the Board in consultation with the other Board Committees that adequate and appropriate governance structures, processes and controls are in place throughout the Trust to:

* The Financial Strategy, the annual financial plan including recovery.
* The cycle of business.
* Over-arching review of financial risk and accountabilities in regard to data and information, establishing and regularly reviewing financial policies, procedures, practice and processes.
* Performance and progress, through Strategic Development Review (SDRs).
* Overview of the Trust’s financial processes and monitoring returns to NHS England, ensuring finances are managed within the allocated resources to deliver an efficient and effective service.
* Provide assure of the Trust’s compliance with its regulatory and statutory duties pertaining to data and information and the effective governance of data and information within the Trust.
* Capital planning, investments, acquisitions and disposals.
* Infrastructure and estates.
* Supporting the development and implementation of the Patient First, efficiency and productivity programmes.
* Obtaining assurance concerning all aspects of setting and delivering the strategic direction of the Trust, and its associated financial strategies.
* Making management decisions on issues within the remit of the Finance, Performance and Planning Committee.
* Obtaining assurance through consultation with other sub-committees and groups as necessary that the structures, systems and processes are in place and functioning to support the Finance, Performance and Planning Committee’s work.
* Obtaining assure where there are risks and issues related to the role of Finance, Performance and Planning Committee that may have an impact on the Trust’s ability to deliver its objectives.

1. **Authority** 
   1. The Finance, Performance and Planning Committee is authorised by the Board to:

* Investigate any activity within its terms of reference.
* Seek any information it requires within its remit, from any employee or member of the Trust (who are directed to co-operate with any request made by the Finance, Performance and Planning Committee) within its remit as outlined in these terms of reference.
* Commission any reports it deems necessary to help fulfil its obligations.
* Obtain legal or other independent professional advice and secure the attendance of advisors with relevant expertise if it considers this is necessary to fulfil its functions. In doing so the Finance, Performance and Planning Committee must follow any procedures put in place by the Trust for obtaining legal or professional advice.
* Create task and finish sub-groups to take forward specific programmes of work as considered necessary by the Finance, Performance and Planning Committee’s members. The Committee shall determine the membership and terms of reference of any such task and finish sub-groups in accordance with the Trust’s constitution, standing orders and SORD but may/ not delegate any decisions to such groups

1. **Membership and Attendance**

Membership

5.1 The Finance, Performance and Planning Committee members shall be appointed by the Trust Board in accordance with the Trust’s Constitution.

5.2 The Board will appoint a minimum of three Non-Executive Directors (one of whom is the Chair) of the Board to the Committee. In addition, the Committee will include the following participants who are required to attend all meetings of the Finance, Performance and Planning Committee:

* Chief Finance Officer
* Chief Delivery Officer or nominated Deputy
* Chief Operating Officer or nominated Deputy

5.3 Where an attendee of the Finance, Performance and Planning Committee (who is not a member of the Committee) is unable to attend a meeting, a suitable alternative may be agreed with the Chair.

5.4 Other members of the Committee need not be members of The Board or employees of the Trust, but they may be.

5.5 When determining the membership of the Committee, active consideration will be made to diversity and equality.

5.6 The Chair of the Board may be a member of the Committee but may not be appointed as the Chair.

Chair

5.7 The Committee will be chaired by a Non-executive Member of The Board appointed on account of their specific knowledge skills and experience making them suitable to chair the Committee

5.8 The Chair will be responsible for agreeing the agenda and ensuring matters discussed meet the objectives as set out in these Terms of Reference.

Attendees

5.9 Only members of the Finance, Performance and Planning Committee have the right to attend Committee meetings, but the Chair may invite relevant attendees to the meeting as necessary in accordance with the business of the Committee.

5.10 Meetings of the Committee may also be attended by the following individuals who are not members of the Committee for all or part of a meeting as and when appropriate. Such attendees will not be eligible to vote:

* Chief Executive Officer
* Chief Medical Officer
* Deputy Chief Financial Officer
* Company Secretary
* Director of Strategy and Partnership
* Director of Estates and Facilities
* Director of Planning and Operational Performance

5.11 The Chair may ask any or all of those who normally attend, but who are not members, to withdraw to facilitate open and frank discussion of particular matters.

5.12 Other individuals may be invited to attend all or part of any meeting as and when appropriate to assist it with its discussions or to present papers as per the annual work plan.

5.13 Trust Directors and/or staff and Executives shall be invited to attend those meetings in which the Finance, Performance and Planning Committee will consider areas of risk or operation that are their responsibility.

**6. Meetings, Quorum and Voting**

6.1 Members of the Finance, Performance and Planning Committee have a collective responsibility for the operation of the Committee. They will participate in discussion, review evidence and provide objective expert input to the best of their knowledge and ability, and endeavor to reach a collective view.

6.2 Meetings of the Finance, Performance and Planning Committee will not be open to the public. Papers and minutes of Committees meetings will be subject to the Freedom of Information Act and disclosable to the public, unless the Chair determines that disclosure would be prejudicial to the public interest or the interests of the Trust by reason of the confidential nature of the business transacted or for other special reasons. These should be stated in the documents and minutes of the meeting.

6.3 In accordance with the Standing Orders, the Committee may meet virtually when necessary and members attending using electronic means will be counted towards the quorum.

6.4 The Finance, Performance and Planning Committee shall be quorate with at least 50 per cent of members being in attendance, including the Committee Chair.

6.5 The aim of the Finance, Performance and Planning Committee will be to achieve consensus decision-making wherever possible with the show of hands. Where a vote is required, each member of the Committee shall have one vote. The Committee shall approve a recommendation subject always to the meeting being quorate and the majority of Members present approving the proposal. Where the vote is tied, the Chair shall have a casting vote.

Decision making and voting

6.6 Decisions will be taken in accordance with the Standing Orders. The Finance, Performance and Planning Committee will ordinarily reach conclusions by consensus. If this is not possible the Chair may call a vote.

6.7 Only members of the Finance, Performance and Planning Committee may vote. Each member is allowed one vote and a majority will be conclusive on any matter.

6.8 Where there is a split vote, with no clear majority, the Chair of the Finance, Performance and Planning Committee will hold the casting vote.

6.9 If a decision is needed which cannot wait for the next scheduled meeting, the Chair may conduct business on a ‘virtual’ basis using telephone, email or other electronic communication.

**7. Accountability and reporting**

7.1 The Chair will provide assurance reports to the Board at each meeting and shall draw to the attention of the Board any issues that require disclosure to the Board or require action.

**8 Notice of Meetings**

8.1 Notice of any Finance, Performance and Planning Committee meeting must indicate:

* Its proposed date and time, which must be at least five (5) working days after the date of the notice, except where a meeting to discuss an urgent issue is required (in which case as much notice as reasonably practicable in the circumstances should be given);
* Where it is to take place;
* An agenda of the items to be discussed at the meeting and any supporting papers;
* If it is anticipated that members of the Finance, Performance and Planning Committee participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

**9 Policy and best practice**

9.1 The Finance, Performance and Planning Committee will be conducted in accordance with the Trust’s policy on Standards of Business Conduct, specifically:

* There must be transparency and clear accountability of the Finance, Performance and Planning Committee.
* The Finance, Performance and Planning Committee will hold a members Register of Interests which will be presented to each meeting of the Committee.
* Members must declare any interests and /or conflicts of interest at the start of the meeting. Where matters on conflicts of interest arise, the Chair will determine what action to take. This may include requesting that individuals withdraw from any discussion/voting until the matter(s) is concluded

9.2 Members of the Finance, Performance and Planning Committee should aim to attend all scheduled meetings each financial year.

9.3 Finance, Performance and Planning Committee members and participants must maintain the highest standards of personal conduct and in this regard must comply with:

* The laws of England and Wales
* The spirit and requirements of the NHS Constitution
* The Nolan Principles
* Any additional regulations or codes of practice relevant to the Finance, Performance and Planning Committee.

**10 Secretariat**

10.1 The Company Secretary shall be the secretary to the Finance, Performance and Planning Committee and will provide administrative support and advice. The duties of the secretariat include but are not limited to:

* Agreement of the agenda with the Chair of the Finance, Performance and Planning Committee and attendees together with the collation of connected papers;
* Taking the minutes and keeping a record of matters arising and issues to be carried forward;
* Advising the Finance, Performance and Planning Committee as appropriate; and
* Reviewing every decision to suspend the standing orders.

10.2 Before each Finance, Performance and Planning Committee meeting an agenda and papers will be sent to every Committee member no less than five business days in advance of the meeting, unless the meeting has been convened at short notice, in which case papers will be sent at the earliest opportunity.

10.3 If a Finance, Performance and Planning Committee member wishes to include an item on the agenda, they must notify the Chair no later than 10 business days prior to the meeting. In exceptional circumstances for urgent items this will be reduced to five business days prior to the meeting. The decision as to whether to include the agenda item is at the discretion of the Chair.

**11 Confidentiality**

11.1 Members of the Finance, Performance and Planning Committee shall respect the confidentiality requirements set out in the Trust’s Standing Orders, relevant corporate policies, and these Terms of Finance, Performance and Planning Assurance Committee in which event these shall be observed.

11.2 Decisions of the Finance, Performance and Planning Committee will be published by the Committee except where matters under consideration or when decisions made are of a confidential nature, in which case they will be excluded from any public record and shall not be publishable.

**12 Review**

12.1 The Terms of Reference of the Finance, Performance and Planning Committee shall be reviewed by members of the Committee and the Trust Board at least annually, or as required in line with any developments or changes to the Trust’s constitution, national guidance, or feedback from auditors, with recommendations made to the Board for approval.

12.2 As part of the Board’s annual performance review process, the Finance, Performance and Planning Committee shall review its collective performance [and that of its individual members].

12.3 The chair of the Finance, Performance and Planning Committee and internal and external auditors will undertake an annual effectiveness review of the Committee annually. This review will take place without management.

**Executive Management Committee**

**Medway NHS Foundation Trust**

**Executive Management Committee**

**Terms of Reference**

1. **Introduction**
   1. The Executive Management Committee is established as a standing Committee in accordance with the Medway NHS Foundation Trust’s Constitution, Standing Orders and Scheme of Reservation and Delegation (“SORD”). These Terms of Reference set out the remit, responsibilities, delegated authority, membership and reporting arrangements of the Committee.
   2. The Executive Management Committee is an executive committee, accountable to the Trust’s Board and its members, including those who are not members of the Trust Board, are bound by the Standing Orders and other policies of the Trust.
   3. The Executive Management Committee is authorised by the Board to act within its Terms of Reference. All employees and individuals appointed by the Trust are directed to co-operate with any request made by the Committee.
   4. The Executive Management Committee will liaise with and function as a resource for other Trust committees and forums, where specific matters are most appropriately considered by the Committee in line with its responsibilities.

* 1. The Executive Management Committee is authorised by the Board to obtain outside legal or other independent professional advice and can request the attendance of individuals and authorities outside the Trust with relevant experience and expertise if it considers this necessary or expedient to the carrying out of its functions.
  2. Where Board scrutiny or decision is required for related matters, Executive Management Committee will consider these in advance and act as the sponsor for any recommended action/decision required by the Board.
  3. The remit of the Executive Management Committee is outlined below. The nature of how these are delivered will be determined by the Chief Executive.

1. **Purpose**
   1. To oversee the management of the Trust on a day to day basis, providing a forum for Executives to be informed on key actions and specifically to:

* Manage the clinical and non-clinical services on behalf of the Board ensuring safe services for patients;
* Resolve operational performance issues ensuring that the Trust operates safely, effectively and efficiently and in a patient focussed way;
* Set the direction of travel for the Trust through making major operational and strategic decisions not reserved to the Board and the proposing and refining of issues and recommendations on matters reserved to the Board.
* Be responsible for the delivery and performance management of financial performance issues; quality and safety performance issues by:
  + Ensure there is an effective business planning process in place and oversee its delivery, providing assurance to regulators when necessary.
  + Ensure there is an effective sustainability programme in place and oversee its delivery, providing assurance to regulators when necessary.
  + Ensure there is an effective integrated improvement programme in place and oversee its delivery, providing assurance to regulators when necessary.
* Review and adopt key strategies, plans, assurances including oversight of the delivery roadmap.
* Review the high level corporate risks and strategic risks to achievement of trust objectives.
  1. It is the formal route to support the Chief Executive in effectively discharging their responsibilities as Accounting Officer.

1. **Responsibilities**
   1. The Executive Management Committee’s duties can be categorised as follows.
   2. *Strategy Development*
   3. To review the Trust’s three to five-year strategy, ensuring that all relevant options and considerations (internal and external) are addressed in proposals.
   4. Initiate and develop for the Board’s approval service-related and other strategies and plans which support the overall strategy of the organisation.
   5. To develop and recommend approval of the Trust’s annual plan.
   6. To develop, review and approve the capital programme for approval by the Trust Board.
   7. Subject to the Scheme of Delegation, approve specific investment and disinvestment proposals including any in respect of property assets.
   8. Other Business Cases that are within its delegated limit to approve or for onward approval to the Trust’s Finance, Planning and Performance Committee, or Trust Board, as required.
   9. Ensure that the Trust has in place a strategy and robust plans for organisational development, addressing staff engagement, recruitment, freedom to speak up and the development of the organisation’s culture and values.
   10. Approve the Trust’s strategies and plans for stakeholder engagement and reputation management.
   11. Monitor the implementation of plans to ensure that the Trust develops and maintains positive relationships with stakeholders, including staff, patients, members, local residents, and system partners.
   12. Identify and address specific reputation management and stakeholder engagement issues, generally at strategic level.
   13. *Service Development and Review*
   14. To advise the Board on operational and strategic matters reserved for decision by the Board, including related risks and proposed mitigations
   15. To review and approve a programme for service developments and reviews (which includes the provision of new services and the expansion of existing services).
   16. Subject to the Scheme of Delegation, approve or consider and recommend to the Board proposals for new services, new clinical procedures and recommendations arising from service reviews.
   17. Subject to approval by the Board, develop and monitor progress against plans for service improvements, efficiencies and developments, reporting progress to the Board as required.
   18. Where necessary in support of the approved strategy, develop and recommend to the Board proposals for decommissioning services.
   19. Keep under review and, where necessary, agree changes to/development of the Trust’s management structure, including commissioning reviews to ensure that the structure and resources remain efficient.
   20. *Decision making*
   21. Oversight of the Trust’s day-to-day performance, identifying issues and performance related actions for escalation to the Board.
   22. To approve business cases for service developments and contracts in accordance with the limits as set out in the Scheme of Delegation.
   23. Finalisation of pay and incentive structures (excluding very senior managers).
   24. To note approval of Trust Core Policies, for which implementation issues will be raised by exception.
   25. Approval of senior clinical posts in accordance with the Scheme of Delegation.
   26. Providing a forum for individual directors to deliver their delegated responsibilities by providing a forum for briefing, exchange of information and resolution of issues.
   27. *Monitoring*
   28. To discuss, review and receive updates on the day-to-day business:

* Patient
* Quality
* People
* Systems and Partnership
* Sustainability
* Communications
* Strategy
* the performance of its subcommittees
* performance against the business plan
* corporate risks.

Group reporting lines

* 1. The Executive Management Committee oversees the following groups:
* Communications and Engagement Group
* Strategy, Delivery and Transformation Group
* Strategic Deployment reviews (SDR)
* Medway and Swale Health and Care Partnership Executive Group.
  1. The Chair of the sub-group shall report and provide an update in the form of an assurance and escalation report at the next available Executive Management Committee meeting on the key matters discussed at the last sub-group.

1. **Authority** 
   1. The Executive Management Committee is authorised by the Board to:

* Investigate any activity within its terms of reference
* Seek any information it requires within its remit, from any employee or member of the Trust (who are directed to co-operate with any request made by the Executive Management Committee) within its remit as outlined in these terms of reference
* Commission any reports it deems necessary to help fulfil its obligations
* Obtain legal or other independent professional advice and secure the attendance of advisors with relevant expertise if it considers this is necessary to fulfil its functions. In doing so the Executive Management Committee must follow any procedures put in place by the Trust for obtaining legal or professional advice
* Create task and finish sub-groups to take forward specific programmes of work as considered necessary by the Executive Management Committee’s members. The Committee shall determine the membership and terms of reference of any such task and finish sub-groups in accordance with the Trust’s constitution, standing orders and SORD but may/ not delegate any decisions to such groups.
  1. For the avoidance of doubt, the Executive Management Committee will comply with the Standing Orders, Standing Financial Instructions and the SORD, other than where there has been an explicit agreement made by the Board.

1. **Membership and Attendance**

Membership

* 1. The Executive Management Committee members shall be appointed by the Trust Board in accordance with the Trust’s Constitution and shall consist of all Executive Directors with sufficient skills to discharge its responsibilities.
  2. The Chair of the Executive Management Committee will be the Chief Executive as appointed by the Board.
  3. The Chair will be responsible for agreeing the agenda and ensuring matters discussed meet the objectives as set out in these terms of reference.
  4. The following roles shall be members of the committee:
* Chief Executive (who will be the Committee Chair)
* Chief Operating Officer
* Chief Finance Officer
* Chief Nursing Officer
* Chief Medical Officer
* Chief People Officer
* Chief Delivery Officer
* Director of Communications and Engagement
* Director of Strategy and Partnership.
  1. The Chair may ask any or all of those who normally attend, but who are not members, to withdraw to facilitate open and frank discussion of particular matters.
  2. Other individuals may be invited to attend all or part of any meeting as and when appropriate to assist it with its discussions or to present papers as per the annual work plan.

Attendance

* 1. The following participants are required to attend meetings of the Executive Management Committee:
* Chief Executive’s Business Manager
  1. Where an attendee of the Executive Management Committee (who is not a member of the Committee) is unable to attend a meeting, a suitable alternative/deputy may be agreed with the Chair.

1. **Meetings, Quorum and Voting**
   1. The Executive Management Committee will normally be held weekly and arrangements and notice for calling meetings are set out in the Standing Orders.
   2. Additional meetings may be held on an exceptional basis at the request of the Chair or any three members of the Executive Management Committee.
   3. When the Chair of the Executive Management Committee deems it necessary in light of the urgent circumstances to call a meeting at short notice, the notice period shall be such as they shall specify.
   4. The Board and Chair of the Trust may ask the Executive Management Committee to convene further meetings to discuss particular issues on which they want the Committee’s advice.

Quorum

* 1. For a meeting to be deemed quorate the following number of members should present:
* A minimum of four members are required, including the chair (or nominated deputy) of the Executive Management Committee.
  1. If any member of the Executive Management Committee has been disqualified from participating in an item on the agenda, by reason of a declaration of conflicts of interest, then that individual shall no longer count towards the quorum.
  2. If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions may be taken.
  3. Virtual attendance by means of teleconference or other media shall count towards the quorum as long as the member has appropriate access to all papers and is able to contribute as if they were physically in the meeting.

Decision making and voting

* 1. Decisions will be taken in accordance with the Standing Orders. The Executive Management Committee will ordinarily reach conclusions by consensus. If this is not possible the Chair may call a vote.
  2. Only members of the Executive Management Committee may vote. Each member is allowed one vote and a majority will be conclusive on any matter.
  3. Where there is a split vote, with no clear majority, the Chair of the Executive Management Committee will hold the casting vote.
  4. If a decision is needed which cannot wait for the next scheduled meeting, the Chair may conduct business on a ‘virtual’ basis using telephone, email or other electronic communication.

Other arrangements

* 1. Meetings of the Executive Management Committee will not be open to the public as this would inhibit the free and frank provision of advice or exchange of views that would prejudice the effective conduct of public affairs.
  2. Papers and minutes/actions of Executive Management Committees meetings will be subject to the Freedom of Information Act and disclosable to the public where appropriate under the Act.

1. **Accountability and reporting**
   1. The Executive Management Committee is accountable to the Board and shall report to the Board on how it discharges its responsibilities. The minutes of the meetings or a summary of the minutes shall be formally recorded by the secretary and submitted together with recommendation where appropriate, to the Board, in accordance with the Standing Orders.
   2. The submission to the Board shall include details of any matters in respect of which actions or improvements are needed.
   3. The Chair will provide assurance reports to the Board at each meeting and shall draw to the attention of the Board any issues that require disclosure to the Board or require action.
2. **Notice of Meetings**
   1. Notice of any Executive Management Committee meeting must indicate:

* Its proposed date and time, which must be at least two working days after the date of the notice, except where a meeting to discuss an urgent issue is required (in which case as much notice as reasonably practicable in the circumstances should be given);
* Where it is to take place;
* An agenda of the items to be discussed at the meeting and any supporting papers;
* If it is anticipated that members of the Executive Management Committee participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

1. **Policy and best practice**
   1. The Executive Management Committee will be conducted in accordance with the Trust’s policy on Standards of Business Conduct, specifically:

* There must be transparency and clear accountability of the Executive Management Committee.
* The Executive Management Committee will hold a members Register of Interests which will be presented to each meeting of the Committee.
* Members must declare any interests and /or conflicts of interest at the start of the meeting. Where matters on conflicts of interest arise, the Chair will determine what action to take. This may include requesting that individuals withdraw from any discussion/voting until the matter(s) is concluded
  1. Members of the Executive Management Committee should aim to attend all scheduled meetings each financial year.
  2. Executive Management Committee members and participants must maintain the highest standards of personal conduct and in this regard must comply with:
* The laws of England and Wales
* The spirit and requirements of the NHS Constitution
* The Nolan Principles
* Any additional regulations or codes of practice relevant to the Executive Management Committee.

1. **Secretariat**
   1. The Chief Executive’s Business Manager shall be the secretary to the Executive Management Committee and will provide administrative support and advice. The duties of the secretariat include but are not limited to:

* Agreement of the agenda with the Chair of the Executive Management Committee and attendees together with the collation of connected papers;
* Taking the minutes and keeping a record of matters arising and issues to be carried forward.
  1. Before each Executive Management Committee meeting an agenda and papers will be sent to every Committee member no less than two business days in advance of the meeting, unless the meeting has been convened at short notice, in which case papers will be sent at the earliest opportunity.
  2. If an Executive Management Committee member wishes to include an item on the agenda, they must notify the Chair no later than two business days prior to the meeting. In exceptional circumstances for urgent items this will be reduced to one business day prior to the meeting. The decision as to whether to include the agenda item is at the discretion of the Chair.

1. **Confidentiality**
   1. Members of the Executive Management Committee shall respect the confidentiality requirements set out in the Trust’s Standing Orders, relevant corporate policies, and these Terms of Reference unless separate confidentiality requirements are set out for the Executive Management Committee in which event these shall be observed.
   2. Decisions of the Executive Management Committee will be published by the Committee except where matters under consideration or when decisions made are of a confidential nature, in which case they will be excluded from any public record and shall not be publishable.
2. **Review**
   1. The Terms of Reference of the Executive Management Committee shall be reviewed by members of the Committee and the Trust Board at least annually, or as required in line with any developments or changes to the Trust’s constitution, national guidance, or feedback from auditors, with recommendations made to the Board for approval.
   2. As part of the Trust Board’ annual performance review process, the Executive Management Committee shall review its collective performance [and that of its individual members].
   3. The chair of the Executive Management Committee will undertake an annual effectiveness review of the Committee.

**People Committee**

**Medway NHS Foundation Trust**

**People Committee**

**Terms of Reference**

1. **Introduction**
   1. The People Committee is established as a standing Committee in accordance with the Medway NHS Foundation Trust’s Constitution, Standing Orders and Scheme of Reservation and Delegation (“SORD”). These Terms of Reference set out the remit, responsibilities, delegated authority, membership and reporting arrangements of the Committee.
   2. The People Committee is a non-executive committee, accountable to the Trust’s Board and its members, including those who are not members of the Board, are bound by the Standing Orders and other policies of the Trust.
   3. The People Committee is authorised by the Trust Board to act within its Terms of Reference. All employees and individuals appointed by the Trust are directed to co-operate with any request made by the Committee.
   4. The People Committee will liaise with and function as a resource for other Trust committees and forums, where specific matters are most appropriately considered by the Committee in line with its responsibilities.
   5. The People Committee is authorised by the Board to obtain outside legal or other independent professional advice and can request the attendance of individuals and authorities outside the Trust with relevant experience and expertise if it considers this necessary or expedient to the carrying out of its functions.
   6. Where Board scrutiny or decision is required for related matters, People Committee will consider these in advance and act as the sponsor for any recommended action/decision required by the Board.
   7. The remit of the People Committee is outlined below. The nature of how these are delivered will be determined by the Committee Chair in discussion with the relevant lead executive officer of the Trust.
2. **Purpose**
   1. To provide assurance to the Board on all aspects of workforce governance, culture and organisational development (OD) supporting the provision of safe, high quality, patient-centred care, and in delivery of the strategic workforce objective.
   2. To ensure strategic priorities and Trust ambitions in relation to workforce and OD are delivered in an affordable manner and any corporate risks identified are managed.
   3. To ensure the implementation of the Equality, Diversity and Inclusion agenda to create opportunities and reduce barriers for everyone – across the Trust.
   4. To gain assurance, on behalf of the Trust Board that the Trust is making sufficient progress towards a Fair, Safe and Just Culture, with a focus on health and wellbeing and a more consistent and positive experience for all staff.
   5. To review the People aspect of Patient First.
   6. A detailed description of the Committee’s responsibilities is contained in Appendix i.
3. **Authority** 
   1. The People Committee is authorised by the Board to:

* Investigate any activity within its terms of reference
* Seek any information it requires within its remit, from any employee or member of the Trust (who are directed to co-operate with any request made by the People Committee) within its remit as outlined in these terms of reference
* Commission any reports it deems necessary to help fulfil its obligations
* Obtain legal or other independent professional advice and secure the attendance of advisors with relevant expertise if it considers this is necessary to fulfil its functions. In doing so the People Committee must follow any procedures put in place by the Trust for obtaining legal or professional advice
* Create task and finish sub-groups to take forward specific programmes of work as considered necessary by the People Committee’s members. The Committee shall determine the membership and terms of reference of any such task and finish sub-groups in accordance with the Trust’s constitution, standing orders and SORD but may/ not delegate any decisions to such groups.
  1. For the avoidance of doubt, the People Committee will comply with the Trust’s Standing Orders, Standing Financial Instructions and the SORD, other than where there has been an explicit agreement made by the Board.
  2. An organogram describing the Committee’s governance is contained in Appendix ii.

1. **Membership and Attendance**

Membership

* 1. The People Committee members shall be appointed by the Board in accordance with the Trust’s Constitution and shall consist of three Independent Non-Executive Directors with sufficient skills to discharge its responsibilities.
  2. The Chair of the People Committee will be appointed by the Board.
  3. The Chair will be responsible for agreeing the agenda and ensuring matters discussed meet the objectives as set out in these Terms of Reference.
  4. For the avoidance of doubt, Trust employees who serve as members of the People Committee do not do so to represent or advocate for their respective department, division or service area but to act in the interests of the Trust as a whole and as part of the Trust-wide governance structure.

Members

* 1. The following participants are required to attend meetings of the People Committee:
* Three Non-Executive Directors – voting members (one of whom will be the Committee Chair)
* Chief People Officer or respective deputy
* Chief Nursing Officer or respective deputy or,
* Chief Medical Officer or respective deputy.
  1. The Chief Executive has a standing invite to attend the committee but shall attend at least one meeting a year.
  2. Where a Member of the People Committee is unable to attend a meeting, a suitable alternative may be agreed with the Chair

Attendance

* 1. Only members of the People Committee have the right to attend Committee meetings, but the following individuals shall generally be invited to attend routine meetings of the committee:
* Chief Operating Officer
* Deputy Chief People Officer
* Associate Director of OD
* Freedom to Speak Up Guardian
* Chairs of the Staff Networks
* Head of Equality, Diversity and Inclusion.
  1. The Chair may ask any or all of those who normally attend, but who are not members, to withdraw to facilitate open and frank discussion of particular matters.
  2. Other individuals may be invited to attend all or part of any meeting as and when appropriate to assist it with its discussions or to present papers as per the annual work plan.
  3. Trust Directors and/or staff and Executives shall be invited to attend those meetings in which the People Committee will consider areas of risk or operation that are their responsibility.

1. **Meetings, Quorum and Voting**
   1. The People Committee will normally be held bi- monthly and arrangements and notice for calling meetings are set out in the Standing Orders.
   2. Additional meetings may be held on an exceptional basis at the request of the Chair or any three members of the People Committee.
   3. When the Chair of the People Committee deems it necessary in light of the urgent circumstances to call a meeting at short notice, the notice period shall be such as they shall specify.
   4. The Trust Board, Chair or Chief Executive may ask the People Committee to convene further meetings to discuss particular issues on which they want the Committee’s advice.

Quorum

* 1. For a meeting to be deemed quorate the following members should present:
* A minimum of two independent non-executive directors of the Board are required, to include the chair of the People Committee
* Chief People Officer or respective deputy
* The Chief Nursing Officer or respective deputy, or
* The Chief Medical Officer or respective deputy.
  1. If any member of the People Committee has been disqualified from participating in an item on the agenda, by reason of a declaration of conflicts of interest, then that individual shall no longer count towards the quorum.
  2. If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions may be taken.
  3. Virtual attendance by means of teleconference or other media shall count towards the quorum as long as the member has appropriate access to all papers and is able to contribute as if they were physically in the meeting.

Decision making and voting

* 1. Decisions will be taken in accordance with the Standing Orders. The People Committee will ordinarily reach conclusions by consensus. If this is not possible the Chair may call a vote.
  2. Only members of the People Committee may vote. Each member is allowed one vote and a majority will be conclusive on any matter.
  3. Where there is a split vote, with no clear majority, the Chair of the People Committee will hold the casting vote.
  4. If a decision is needed which cannot wait for the next scheduled meeting, the Chair may conduct business on a ‘virtual’ basis using telephone, email or other electronic communication.

Other arrangements

* 1. Meetings of the People Committee will not be open to the public as this would inhibit the free and frank provision of advice or exchange of views that would prejudice the effective conduct of public affairs.
  2. Papers and minutes of People Committees meetings will be subject to the Freedom of Information Act and disclosable to the public where appropriate under the Act.

1. **Accountability and reporting**
   1. The People Committee is accountable to the Board and shall report to the Board on how it discharges its responsibilities. The minutes of the meetings or a summary of the minutes shall be formally recorded by the secretary and submitted together with recommendation where appropriate, to the Board, in accordance with the Standing Orders.
   2. The submission to the Board shall include details of any matters in respect of which actions or improvements are needed.
   3. The Chair will provide assurance reports to the Board at each meeting and shall draw to the attention of the Board any issues that require disclosure to the Board or require action.
2. **Notice of Meetings**
   1. Notice of any People Committee meeting must indicate:

* Its proposed date and time, which must be at least five working days after the date of the notice, except where a meeting to discuss an urgent issue is required (in which case as much notice as reasonably practicable in the circumstances should be given);
* Where it is to take place;
* An agenda of the items to be discussed at the meeting and any supporting papers;
* If it is anticipated that members of the People Committee participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

1. **Policy and best practice**
   1. The People Committee will be conducted in accordance with the Trust’s policy on Standards of Business Conduct, specifically:

* There must be transparency and clear accountability of the People Committee.
* The People Committee will hold a members Register of Interests which will be presented to each meeting of the Committee.
* Members must declare any interests and /or conflicts of interest at the start of the meeting. Where matters on conflicts of interest arise, the Chair will determine what action to take. This may include requesting that individuals withdraw from any discussion/voting until the matter(s) is concluded.
  1. Members of the People Committee should aim to attend all scheduled meetings each financial year.
  2. People Committee members and participants must maintain the highest standards of personal conduct and in this regard must comply with:
* The laws of England and Wales
* The spirit and requirements of the NHS Constitution
* The Nolan Principles
* Any additional regulations or codes of practice relevant to the People Committee.

1. **Secretariat**
   1. The Company Secretary shall be the secretary to the People Committee and will provide administrative support and advice. The duties of the secretariat include but are not limited to:

* Agreement of the agenda with the Chair of the People Committee and attendees together with the collation of connected papers;
* Taking the minutes and keeping a record of matters arising and issues to be carried forward;
* Advising the People Committee as appropriate; and
* Reviewing every decision to suspend the standing orders.
  1. Before each People Committee meeting an agenda and papers will be sent to every Committee member no less than five business days in advance of the meeting, unless the meeting has been convened at short notice, in which case papers will be sent at the earliest opportunity.
  2. If a People Committee member wishes to include an item on the agenda, they must notify the Chair no later than 10 business days prior to the meeting. In exceptional circumstances for urgent items this will be reduced to five business days prior to the meeting. The decision as to whether to include the agenda item is at the discretion of the Chair.

1. **Confidentiality**
   1. Members of the People Committee shall respect the confidentiality requirements set out in the Trust’s Standing Orders, relevant corporate policies, and these Terms of Reference unless separate confidentiality requirements are set out for the People Committee in which event these shall be observed.
   2. Decisions of the People Committee will be published by the Committee except where matters under consideration or when decisions made are of a confidential nature, in which case they will be excluded from any public record and shall not be publishable.
2. **Review**
   1. The Terms of Reference of the People Committee shall be reviewed by members of the Committee and the Board at least annually, or as required in line with any developments or changes to the Trust’s constitution, national guidance, or feedback from auditors, with recommendations made to the Board for approval.
   2. As part of the Trust annual performance review process, the People Committee shall review its collective performance [and that of its individual members].
   3. The chair of the People Committee and internal and external auditors will undertake an annual effectiveness review of the Committee annually. This review will take place without management.

**Trust Responsible Officers 2024/25**

| **Role** | **Nominated Person** | **Name** |
| --- | --- | --- |
| Accountable Emergency Officer (AEO) | Chief Operating Officer | Nick Sinclair |
| Accounting Officer | Chief Executive | Jayne Black |
| Caldicott Guardian | Chief Medical Officer | Alison Davis |
| Central Alerting System | Chief Nursing Officer | Sarah Vaux |
| Controlled Drugs | Chief Pharmacist | Stephen Cook |
| Counter Fraud | Chief Financial Officer | Alan Davies |
| CQC: Nominated Individual | Chief Nursing Officer | Sarah Vaux |
| Data Protection Officer | Head of Corporate Governance and Legal | April Howard |
| Decontamination | Chief Nursing Officer | Sarah Vaux |
| Director of Infection, Prevention and Control | Director of Infection, Prevention and Control | Sarah Vaux |
| Emergency Planning Officer (EPO) | Head of Emergency Preparedness Resilience and Response | Brian Williams (Acting) |
| Fire (Responsible Person) | Chief Executive – Delegated to Director of Estates and Facilities | Jayne Black – Delegated Neil McElduff |
| Freedom of Information Lead | Chief Medical Officer | Alison Davis |
| Health and Safety (Responsible Person) | Chief Executive – Delegated to Director of Estates and Facilities | Jayne Black – Delegated to Neil McElduff |
| Health Protection Agency:  Notification of Reportable Diseases | Chief Medical Officer | Alison Davis |
| Human Tissue Authority –  Licence Holder (LH) | Chief Executive | Jayne Black |
| Human Tissue Authority –  Designated Individual (DI) | Chief Medical Officer | Alison Davis |
| Local Safeguarding Board:  Notification of Child Deaths | Chief Nursing Officer | Sarah Vaux |
| Medical Gases – Cylinders | Chief Pharmacist | Stephen Cook |
| Medical Gases - Piped  (Shutdown of – whole site) | Chief Pharmacist | Stephen Cook |
| Medicines and Healthcare products Regulatory Agency | Chief Medical Officer | Alison Davis |
| Mental Health Lead | Chief Medical Officer | Alison Davis |
| MRHA Wholesale Distribution Authorisation | Chief Pharmacist | Stephen Cook |
| Notification of Serious Incidents PSIFR | Chief Nursing Officer | Sarah Vaux |
| OFCOM FM Broadcast licence (senior person) – Radio Medway | Chief Executive | Jayne Black |
| OFSTED Nursery Licence Holder | Chief People Officer | Leon Hinton |
| Prevent Lead | Chief Nursing Officer | Sarah Vaux |
| Radio pharmacy MHRA Specials Manufacturing Licence | Head of Radio pharmacy | Alison Davis |
| Safeguarding – Adults | Chief Nursing Officer | Sarah Vaux |
| Safeguarding – Children | Chief Nursing Officer | Sarah Vaux |
| Senior Information Responsible Officer (SIRO) | Chief Delivery Officer | Gavin MacDonald |
| Provider’s Child Sexual Abuse and Exploitation Lead | Chief Nursing Officer | Sarah Vaux |
| Provider’s Mental Capacity and Deprivation of Liberty Lead | Chief Nursing Officer | Sarah Vaux |
| Health Inequalities Lead | Chief Medical Officer | Alison Davis |
| Net Zero Lead | Director of Estates and Facilities | Neil McElduff |
| Provider’s 2018 Act Responsible Person | Chief Medical Officer | Alison Davis |
| Freedom to Speak Up Guardian |  | Freedom to Speak Up service |

1. Kent and Medway Integrated Care System (ICS) is the name for the whole system, formed of the Integrated Care Board, Health and Care Partnerships, Provider Collaboratives, and system programme boards. [↑](#footnote-ref-1)