

**REPORT TO THE TRUST BOARD: PUBLIC
27 APRIL 2017**

Title	Board Committee Terms of Reference Review
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Purpose of the Report:

The terms of reference for the Board Committees have been reviewed.

The Board is asked to **RECEIVE** the report and **APPROVE** the revised terms of reference.

Summary of Key Issues:

- The Appointments and Remuneration Committee reviewed its terms of reference at its meeting on 15 November 2016. Proposed changes relate to clarification of the committee's membership and addition of two appendices setting out the process for the appointments of Executive Directors and the Deputy Chief Executive. The revised terms are presented at Appendix 1.
- The Audit Committee terms of reference were reviewed at its meeting on 17 January 2017 and there are no changes to report.
- The Quality Assurance Committee reviewed its terms of reference at its meeting on 6 February 2017. Proposed changes relate to clarification/update of the committee's membership (post titles), quorum and support. The revised terms are presented at Appendix 2.
- The Finance, Business and Investment Committee reviewed its terms of reference at its meeting on 28 March 2017. Proposed changes relate to the committee's membership and support. The revised terms are presented at Appendix 3.
- The Mental Health Act Committee terms of reference were reviewed but have not yet been finalised so they will be brought to the Board later in the year together with the committee's annual report.
- The Public Participation Committee terms of reference will be reviewed at its June meeting and will be brought to the Board once finalised.

Strategic priorities this paper supports (Please check box including brief statement)

Improving staff satisfaction	<input checked="" type="checkbox"/>	The document provides the Committees with a framework to work to
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Committees/Meetings where this item has been considered:

Date	Committee/Meeting
15/11/2016	Appointments and Remuneration Committee
17/01/2017	Audit Committee
06/02/2017	Quality Assurance Committee
28/03/2017	Finance, Business and Investment Committee

Implications:

Equality Analysis	The Trust aims to design and implement services, policies and measures that meet the diverse needs of our service, population and workforce, ensuring that none are placed at a disadvantage over others. No adverse or positive impacts have been identified from the changes to the documents.
Risk and Assurance	The review of terms of reference of committees reduces risk by helping to ensure that there are appropriate arrangements in place to review and obtain assurance on controls in place across the Trust.
Service User/Carer/Staff	No adverse or positive impacts have been identified from the changes to the document.
Financial	There are no direct financial implications as a result of the proposed changes.
Quality	There is no direct impact on Quality Improvement Programme.

1.0 Background/Introduction

- 1.1 The Board requires the Terms of Reference of all its committees to be reviewed annually to ensure they are fit for purpose. Revisions to Committee Terms of Reference need to be presented to the Trust Board for formal ratification.
- 1.2 The review of the Terms of Reference of the Appointments & Remuneration Committee, Audit Committee, Quality Assurance Committee, and Finance, Business & Investment Committee has been finalised.
- 1.3 The Mental Health Act Committee's terms of reference have also been reviewed but have not yet been finalised. The People Participation Committee terms of reference will be reviewed in June and will be brought to the Board once finalised.

2.0 Appointments and Remuneration Committee – proposed changes

- 2.1 The proposed changes relate to clarification of the membership of the Committee and addition of two Appendices setting out the process for the Executive Directors' appointments and the process for the appointment of the Deputy Chief Executive.
- 2.2 The revised terms of reference are attached at Appendix 1, with tracked changes highlighted.

3.0 Audit Committee

- 3.1 There are no proposed changes to report.

4.0 Quality Assurance Committee – proposed changes

- 4.1 The Quality Assurance Committee's Terms of Reference were reviewed by the Committee in February 2017. Proposed changes relate to clarification/ updating the membership of the committee, quorum and support.
- 4.2 The revised terms of reference are attached at Appendix 2, with tracked changes highlighted.

5.0 Finance, Business & Investment Committee – proposed changes

- 5.1 The Finance, Business & Investment Committee's Terms of Reference were reviewed by the Committee in March 2017. Proposed changes relate to the committee's membership and support.
- 5.2 The revised terms of reference are attached at Appendix 3, with tracked changes highlighted.

6.0 Action being requested

6.1 The Board is asked to **RECEIVE** the report and:

- **APPROVE** the revised terms of reference of the
 - Appointments and Remuneration Committee
 - Quality Assurance Committee
 - Finance, Business & Investment Committee

- **NOTE** that the terms of reference of the
 - Audit Committee were reviewed and remain unchanged
 - Mental Health Act Committee and the People Participation Committee will be brought to the Board once finalised.

APPOINTMENTS AND REMUNERATION COMMITTEE TERMS OF REFERENCE

1. CONSTITUTION

- 1.1 The Board of Directors hereby confirms the constitution of a Committee of the Board to be known as the Appointments and Remuneration Committee (The Committee), which is directly accountable to the Board of Directors.
- 1.2 The Committee is authorised to act within these terms of reference.
- 1.3 All procedural matters in respect of conduct of meetings shall follow the Standing Orders of the Board of Directors.

2. MEMBERSHIP

- 2.1 The Committee shall be appointed by the Board and shall be composed as follows:

- ~~Three Non-Executive Directors, one of whom will be the Committee Chair~~Senior Independent Director (Committee Chair)
- Trust Chair
- ~~Two Non-Executive Directors~~
- Chief Executive

- 2.2 A quorum shall be three members, one of whom must be the Committee Chair~~Senior Independent Director~~ or Trust Chair.

- 2.3 ~~The Chair of the Committee shall be the Senior Independent Director.~~ In the absence of the Committee Chair, the Committee will be chaired by the Trust Chair.

- 2.4 The Chief Executive will not be present during the discussion of their appointment, performance evaluation or remuneration
- 2.5 Members will serve on the Committee for the duration of their appointments.
- 2.6 The Director of Corporate Affairs and/or Director of Human Resources will attend each meeting.

3. ATTENDANCE AT MEETINGS

- 3.1 All members are expected to attend each meeting.
- 3.2 Only members of the Committee have the right to attend meetings. Other individuals or external advisors may be invited by the Chair ~~man~~ to attend for all or part of any meeting, when appropriate.
- 3.3 The Trust Secretary shall act as the Secretary to the Committee.

Chair: Marie Gabriel

Chief Executive: Dr ~~Robert Dolan~~Navina Evans

4. FREQUENCY OF MEETINGS

- 4.1 The Committee shall normally meet ~~bi-monthly on a quarterly basis~~ and as required to fulfil its duties as the Committee Chair shall decide.

5. AUTHORITY

- 5.1 The Committee is authorised by the Board of Directors to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any requests made by the Committee.
- 5.2 The Committee is authorised by the Board of Directors to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

6. DUTIES

The duties of the Committee can be categorised as follows:

6.1 Board composition and remuneration – strategic issues

At an annual meeting:

- Review strategic issues and commercial changes affecting the Trust and the market in which it operates, and the implications for the Board composition
- Review the leadership in the organisation, ensuring the continued ability of the Trust to compete effectively in the marketplace, including reviewing the Trust's talent management and succession planning strategies.
- Review the structure, size, diversity and composition of the Board of Directors and make recommendations to the Board of Directors for changes where appropriate. Give full consideration to succession planning, taking into account the challenges and opportunities facing the Trust and the skills and expertise required on the Board, and to advise the Chief Executive
- Review the level and structure of remuneration of executive directors and senior management, and to advise the Chief Executive. The definition of 'senior management' for this purpose will be determined by the Committee, but is normally the first layer of management below Board level (if there are managers at this level who are not on national terms and conditions)
- Review the Trust's adherence to national terms and conditions. If the Trust moves away from national terms and conditions, the Committee will review policies and procedures for the pay and remuneration of all staff, and to make recommendations to the Board

- Review the policy for use of independent management consultants by the organisation, and to advise the Chief Executive

6.2 Annual performance review

- Review the performance of individual executive directors and other senior management

6.63 Appointment

6.7 Be responsible for selecting and appointing candidates to fill Executive vacancies.

6.8 Ensure that the selected candidate meets all eligibility requirements for executive directors, as set out in the Constitution.

6.9 Before any appointment is made, evaluate the balance of skills, knowledge and experience on the Board, and, in the light of this evaluation approve -a description of the role and capabilities required for a particular appointment. In identifying suitable candidates the Committee shall:

- Use open advertising or the services of external advisors to facilitate the search;
- Consider candidates on merit and against objective criteria.

6.10 To ensure that the process set out in Appendix A is followed.

6.11 Additionally, for the appointment of the Chief Executive:

- Keep the Council of Governors informed of the progress of the campaign;
- Report the appointment of the Chief Executive to the first general meeting of the Council of Governors after the appointment, for their approval.

6.12 The Trust Chair~~man~~ will convey the decision to the successful candidate.

6.124 Remuneration

The Committee will ensure that levels of remuneration are sufficient to attract, retain and motivate directors of the quality required to run the Trust successfully, but should avoid paying more than is necessary for this purpose. This will be achieved by:

- Determining (on an individual basis) remuneration (including pension rights and any compensation payments) for all Executive Directors (Board Directors) having proper regard to the organisation's circumstances and to appropriate national arrangements.
- Advising the Chief Executive on the contractual obligations of individual Executive Directors and other senior management with due regard to comparative information from within the NHS, other public sector organisations and other service organisations; to ensure that

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they are reviewed, honoured and remain competitive (including the proper calculation and scrutiny of termination payments taking account of such national guidance as appropriate) taking account of geographical and other relevant factors.

- Approving material terms and conditions in respect of all new Executive Director contracts and material changes to existing Executive Director contracts, all such approvals to be formally minuted.
- At the time of appointment, considering what compensation commitments (including pension contributions and all other elements) the contractual obligations would entail in the event of early termination.
- Ensuring the satisfactory resolution of problems or reservations arising from the review of the remuneration of Executive Directors and other senior management.
- Ensuring that details of Board members' total remuneration and other benefits are published in the annual report.
- Recommending sound policies and procedures for the pay and remuneration of all staff, if planning to depart from national terms and conditions

6.135 Other strategic issues

6.14 The Committee shall review the development and implementation of strategies related to the workforce on behalf of the Board.

6.15 The Committee shall discuss other strategic matters as deemed appropriate by the Chief Executive and/or the Committee.

7. REPORTING

7.1 The minutes of the Committee meetings shall be formally recorded and submitted to the following meeting in private of the Board of Directors.

7.2 The Committee shall also report to the Board of Directors by means of reports setting out the matters discussed and the Committee's recommendations to the Board of Directors.

7.3 The Committee will report to the Board of Directors annually on its work. The Committee will make a statement in the annual report about its activities and the process used to make appointments.

7.4 The Committee will receive minutes from the Workforce Committee.

7.5 The Committee shall review its own performance and terms of reference on an annual basis and recommend any changes to the Board of Directors.

Chair: Marie Gabriel

Chief Executive: Dr ~~Robert Dolan~~ Navina Evans

8. COMMITTEE SECRETARY

The Committee will be supported administratively by the Trust Secretary, whose duties in this respect will include:

- Agreement of agenda with Chair~~man~~ and attendees and collation of papers
- Taking the minutes and keeping a record of matters arising and issues to be carried forward
- Advising the Committee on pertinent areas
- Under the direction of the Chair~~man~~, drafting the Committee's annual report
- Keeping a record of attendance at meetings

The Trust Secretary will ensure that these terms of reference are compliant with NHSLA risk management standards, and monitor compliance with the standards.

Appendix A - PROCESS FOR EXECUTIVE DIRECTOR APPOINTMENTS

1. Once a vacancy is identified, the CEO will report this to the Appointments & Remuneration Committee
2. Prior to the placement of an advertisement, the Committee shall receive and discuss:
 - a. A draft job description/person specification
 - b. Any proposal to use an external search agency
 - c. An outline of the recruitment timetable
 - d. The proposed composition of the interview panel
 - e. Proposed remuneration
3. As a general rule, the interview panel will normally comprise the following:
 - a. Trust Chairman
 - b. Chief Executive
 - c. Relevant NED with expertise in the proposed portfolio
 - d. External assessor
 - e. Service user representative
4. Following interview, the successful candidate will be offered the post, subject to usual HR procedures as well as approval of the appointment by the Committee. The Chief Executive will make the offer in relation to executive director appointments, and the Trust Chairman for CEO appointments.
5. A report will be submitted to the Committee summarising the process and the outcome, in order for the Committee to approve the appointment and decide the level of remuneration and contract.
6. Following the Committee's decision, formal announcement and communication of the appointment shall take place.

Appendix B – PROCESS FOR THE APPOINTMENT OF DEPUTY CHIEF EXECUTIVE AMONG THE EXECUTIVE TEAM

1. Once a vacancy is identified, the CEO will report this to the Appointments & Remuneration Committee.
2. The Chief Executive will circulate the Job Description to all the Executive Directors inviting expressions of interest.
3. Executive Directors interested in the role, must reply to the Chief Executive in writing explaining why they are interested in and the reasons they believe they are suitable for the role.
4. The Chief Executive will meet individually with each Executive Director who expressed interest in the role.
5. If more than one person expresses interest, a process for selection will be undertaken.
6. The Chief Executive will inform the other Executive Directors of the preferred candidate.
7. A report will be submitted to the Committee summarising the process and the outcome, in order for the Committee to approve the appointment and decide the level of remuneration.
8. Following the Committee's decision, formal announcement and communication of the appointment shall take place.
9. The appointment will be for three years.

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QUALITY ASSURANCE COMMITTEE TERMS OF REFERENCE

1. CONSTITUTION

- 1.1 The Board hereby resolves to confirm the constitution of a Committee of the Board to be known as the Quality Assurance Committee (The Committee), which is directly accountable to the Board.
- 1.2 All procedural matters in respect of conduct of meetings shall follow the Trust's Standing Orders.

2. MEMBERSHIP

- 2.1 The members of the Committee shall be as follows:

- ~~-~~Non-Executive Director¹ (Committee Chair)
- ~~-~~Non-Executive Director (Committee Vice-Chair)
- Non-Executive Director
- Trust Chair
- Chief Executive Officer
- ~~Chief Operating Officer~~~~Deputy Chief Executive/Director of Operations~~
- ~~Director of Nursing~~ Chief Nurse
- ~~Chief Medical Officer~~ Director
- ~~Chief Financial Officer~~ Director of Finance
- ~~Head of Internal Audit~~
- Director of Corporate Affairs

- 2.3 A quorum shall be three members, at least one of which must either be ~~a the Independent~~ Non-Executive Director or ~~the~~ Trust Chair.
- 2.4 The Chair of the Committee shall be appointed by the Board, and shall also be a member of the Audit Committee.

3. ATTENDANCE AT MEETINGS

- 3.1 All members are expected to attend each meeting.
- ~~3.2 The Head of Internal Audit will be invited to attend each meeting.~~
- ~~3.23~~ In addition to the Executive Director members, other ~~-~~Directors/staff should be invited to attend meetings, but particularly when the Committee is discussing areas of risk or operation that are the responsibility of that director.
- ~~3.34~~ The ~~Trust Secretary will be the secretary of the Committee.~~ ~~Committee Secretary shall be nominated by the Chairman of the Committee.~~

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4. FREQUENCY OF MEETINGS

- 4.1 Meetings shall normally be held six times a year. The Head of Internal Audit, Chair or any other Non-Executive Director may request a meeting if they consider that one is necessary.

5. AUTHORITY

- 5.1 The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any requests made by the Committee.
- 5.2 The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

6. DUTIES

The duties of the Committee can be categorised as follows:

6.1 Quality Assurance

The Committee will promote the achievement and improvement of quality across the Trust by receiving assurance on quality improvement strategies and activity. It will review and monitor all aspects of the Trust's quality governance risks across the whole of the organisation's activities (both clinical and non-clinical), that supports the achievement of the organisation's objectives.

In particular, the Committee will review the adequacy of:

- § The Trust's Quality Assurance and Quality Improvement strategies and progress of their implementation
- § Other strategies relating to healthcare governance (in particular the , Clinical Audit, , Research, Education, and Information Governance strategies)
- § All healthcare governance related disclosure statements (in particular declarations of compliance with the Care Quality Commission essential standards), together with any accompanying Head of Internal Audit statement, External Audit opinion or other appropriate independent assurances,

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- The assurance processes in place to ensure compliance with Care Quality Commission essential standards, reports from the Care Quality Commission and the Trust's responses and action plans.

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Chair: Marie Gabriel

Chief Executive: Dr Navina Evans~~Robert Dolan~~

- The annual work plan and annual report of the Quality Committee, and exception reports during the year
- The governance arrangements in place in clinical directorates, via the Directorate Quality & Risk Reports
- The assurance that can be derived from Internal Audit reports on quality governance activity, prior to their submission to the Audit Committee
- The assurance that can be derived from specific areas of risk identified by the committee through receiving reports from directors and managers in order to drill down in areas of risk

In carrying out this work the Committee will seek reports and assurances from directors and managers as appropriate, concentrating on the over-arching system of quality governance, , together with indicators of its effectiveness, and will also utilise the work of Internal Audit and other assurance functions.

The Committee will review risks in the Board Assurance Framework that have been assigned to the Committee to monitor. The Committee will make recommendations to the Audit Committee if it proposes to add or delete any risk.

The Committee will develop an annual workplan that sets out the areas of focus, and expected agenda items, for the coming year.

6.2 Other Assurance Functions

The Committee shall review the findings of other significant assurance functions, both internal and external to the organisation, and consider the implications to the governance of the organisation.

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In addition to the Quality Committee, the Committee will review the work of other committees within the organisation, whose work can provide relevant assurance to the Committee's own scope of work.

6.3 Management

The Committee shall request and review reports and positive assurances from directors and managers on the overall arrangements for quality governance.

They may also request specific reports from individual functions within the organisation (e.g. clinical audit) as they may be appropriate to the overall arrangements.

7. REPORTING

Chair: Marie Gabriel

Chief Executive: Dr Navina Evans~~Robert Dolan~~

7.1 The minutes of the Committee meetings shall be formally recorded and submitted to the following Board meeting and the following Audit Committee meeting.

7.2 ~~The Committee shall receive the minutes of the Audit Committee and the Chair will identify any issues that affect the work of the Assurance Committee.~~
The Committee shall receive ~~an exception report from the minutes of~~ the Quality Committee and ~~an exception report and~~ the Chair of that committee will identify any issues that affect the work of the Quality Assurance Committee

7.3 The Chair of the Committee shall draw to the attention of the Board any issues that require disclosure to the full Board.

~~7.4~~

~~7.5~~

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8. COMMITTEE SECRETARY

The Committee will be supported administratively by the Trust Committee Secretary, whose duties in this respect will include:

- Agreement of agenda with Chair and attendees and collation of papers
- Taking the minutes and keeping a record of matters arising and issues to be carried forward
- Advising the Committee on pertinent areas
- Under the direction of the Chair, drafting the Committee's annual report
- Keeping a record of attendance at meetings

FINANCE, BUSINESS AND INVESTMENT COMMITTEE TERMS OF REFERENCE

1. CONSTITUTION

- 1.1 The Board hereby resolves to confirm the constitution of a Committee of the Board to be known as the Finance, Business and Investment Committee (the Committee), which is directly accountable to the Board.
- 1.2 The overall objectives of the Committee are to:
- Scrutinise current financial performance and future financial plans
 - Review financial and business risks
 - Monitor that decisions involving finance are properly made
 - Promote good financial practice throughout the Trust
 - Review cash management and investment of surplus cash
- 1.3 All procedural matters in respect of conduct of meetings shall follow the Trust's Standing Orders.

2. MEMBERSHIP

- 2.1 The members of the Committee shall be as follows:

- Three ~~Independent~~ Non-Executive Directors ⁴
- Chief Executive
- ~~Chief Financial Officer~~ Director of Finance
- Director of Commercial Development & Performance

- 2.2 The Chair of the Trust shall not be a member of the Committee.

- 2.3 A quorum shall be three members, including at least two non-executive directors.

- ~~2.4 The Chair of the Committee shall be one of the independent non-executive directors, and shall be appointed by the Board. The Chair will appoint one of the other independent non-executive directors to be the Deputy Chair of the Committee.~~

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3. ATTENDANCE AT MEETINGS

- 3.1 All members are ~~expected~~ invited to attend each meeting.

- ~~3.2 In addition to the Executive Director members, other Directors and staff, corporate and borough/service directors will be invited to attend, but particularly when the Committee is discussing issues relating to their area of responsibility.~~

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⁴ ~~For this purpose, the Trust shall adopt the definition of independence as set out in the~~

~~3.3 The Committee Secretary shall be nominated by the Chairman of the Committee.~~

4. FREQUENCY OF MEETINGS

4.1 The Committee ~~shall normally meet six times per year. will initially meet on a monthly basis. Meetings can subsequently be held on a quarterly basis if the Committee feels that this is appropriate.~~

4.2 Any Non-Executive Director may request a meeting if they consider that one is necessary.

5. AUTHORITY

5.1 The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any requests made by the Committee.

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

6. DUTIES

The duties of the Committee can be categorised as follows:

6.1 Finance:

- To review proposed financial returns to Monitor, to test assumptions, and to assess whether such returns represent a true and fair view of the financial performance for the period under review, and current projections.
- To scrutinise current financial performance and assess adequacy of proposed rectification action to bring performance in line with plan (where necessary) with relevant corporate or Borough Directors.
- To scrutinise projected financial performance with particular reference to reviewing sustainability against Board objectives on risk ratings and liquidity.
- To review budget control framework, including budget setting and budget maintenance guidelines.
- To scrutinise proposed budgets and recommend adoption of final budgets by the Trust Board.
- To assess whether all proposed returns to NHS Improvement Monitor ~~comply with meet~~ the requirements of the Compliance Framework.
- To review contract documentation with main commissioners, and development of Model Contracts with such commissioners.

- To assess, periodically, impact of different financial assumptions on the future financial position of the Trust, and to assess adequacy of mitigating actions to protect the future financial position of the Trust.
- To assess, periodically, the skills base within the Finance Department and the adequacy of Treasury and Management Accounting reporting.
- To advise on the development of financial policies including service line reporting and associated costing.
- To review implications of national financial policies, and changes therein, on the Trust.

Business:

- To assess whether adequate systems are in place to ensure that financial considerations are properly incorporated within capital investment decisions.
- To scrutinise capital investment proposals for financial implications and consistency with strategic service plans.
- To review the Trust's Annual and Strategic Business Plans.
- To receive and scrutinise proposed service developments, including enhancements to existing contracts, to ensure proper financial evaluation including impact on the future risk ratings.
- To review, periodically, market analysis undertaken on behalf of, or by, the Trust.

Cash Investments

- To monitor adequate safeguards on investment of funds by approving:
 - List of institutions with whom funds can be placed.
 - Investment limits for each institution.
 - Investment types.
- To confirm that bank mandates are in place for all accounts and that such mandates are updated for changes in signatories and authority levels.
- To review draft cash management and investment policies, recommend their approval by the Board, and test compliance with such policies.
- To recommend to the Board any draw down of Working Capital Facility or Prudential Borrowing Limits.
- To review investment performance and risk.
- To approve investments with a term of three months or more and any investments over £5 million.

7. REPORTING

- 7.1 The minutes of the Committee meetings shall be formally recorded and submitted to the following Part 2 Board meeting.
- 7.2 The Chair of the Committee shall draw to the attention of the Board any issues that require disclosure to the full Board, or require executive action.
- 7.3 The Committee will report to the Board annually on its work, in advance of the Board meeting to agree the Annual Report and Accounts.

8. COMMITTEE SECRETARY

- 8.1 The Committee will be supported administratively by the ~~Trust Committee~~ Secretary, whose duties in this respect will include:
- Agreement of agenda with Chair ~~and attendees~~ and collation of papers
 - Taking the minutes and keeping a record of matters arising and issues to be carried forward
 - Advising the Committee on pertinent areas
 - Under the direction of the Chair, drafting the Committee's annual report
 - Keeping a record of attendance at meetings
- 8.2 ~~The Trust Secretary will ensure that these terms of reference are compliant with NHSLA risk management standards, and monitor compliance with the standards.~~