

TERMS OF REFERENCE

THE CONSTITUTION AND CORPORATE GOVERNANCE - WORKING GROUP

1. Overall Purpose:

The Working Group will operate as a task and advisory group to the Board of Directors and Governors' Council.

2. Key Responsibilities

The Working Group is responsible for:

- The review and development of the Trust's Constitution and annexes in line with the provisions of:
 - The National Health Service Act 2006;
 - The Health and Social Care Act 2012;
 - Emerging secondary legislation;
 - Regulatory guidance; and
 - Its assessment of emerging good practice as identified by bodies such as NHS Providers and established through appropriate sector studies.
- Agreeing the final draft revised Constitution for legal review (if material changes are proposed), prior to recommendation to the Board of Directors and Governors' Council;
- The review and development of the Trust's related policies and procedures, ensuring that these reflect the provisions of the law, regulatory guidance and the Trust's draft revised Constitution;
- Advising and/or making recommendations to the Board of Directors and Governors' Council, in respect of draft revisions to the Trust's Constitution and related policies and procedures;
- Supporting the Governors' Council in presenting draft revisions to the Trust's Constitution, to the Members at the Annual Members' Meeting, should any proposed amendments relate to the composition or operation of the Governors' Council.

3. Authority and Accountability:

The committee will act in accordance with the provisions of:

- Statutory and Regulatory guidance;
- The Trust's Constitution;
- The Trust's Policy Framework; and
- Its Terms of Reference.

The Working Group will be accountable to the Board of Directors and the Governors' Council.

The Board of Directors and the Governors' Council will approve the Working Group's Terms of Reference and membership.

Neither the Board of Directors nor the Governors' Council may delegate powers to the Working Group and the Working Group may not exercise any of the powers of the Board of Directors or the Governors' Council.

The committee may not commission work with associated costs, without the appropriate authority as set out in the Trust's Scheme of Delegation.

4. Membership and Attendees:

Members:

At least;

- The Chair (The Trust Chair will appoint the Chair of the Working Group)
- 2 Governors
- 2 Directors

Attendees – as appropriate:

The Committee may invite any officer of the Trust to attend and advise Working Group meetings.

5. Meetings and Attendance:

- The Working Group will meet as required;
- Ad-hoc meetings may be called by the Chair;
- Members are requested to give apologies to the Corporate Office if they are unable to attend a meeting.

6. Rules:

- Papers will be circulated in advance of the meeting, where possible;
- Action points will be recorded and circulated where appropriate;
- The Working Group may contact NHS Providers and agreed Foundation Trusts in order to identify good practice;
- Meetings will be held in closed session;

7. Support:

Support for the Working Group will be provided by the Corporate Office.

Author: Trust Secretary
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Next Review: March 2019