Agenda item 8bi – Appendix 1

The Queen Elizabeth Hospital King's Lynn
NHS Foundation Trust

TERMS OF REFERENCE

THE BUSINESS COMMITTEE OF THE GOVERNORS' COUNCIL

1. Overall Purpose:

The Business Committee will operate as a formal committee of the Governors' Council.

2. Key Responsibilities

The Business Committee is responsible for advising and/or making recommendations to the Governors' Council in respect of:

- The development of the Trust's long-term strategy;
- The development and delivery of the Trust's annual business plan;
- The development of the Trust's Annual Report, specifically the Quality Account;
- The Trust's regulatory position;
- The Trust's financial, legal and governance positions;
- Proposed significant transactions;
- Proposals relating to mergers, acquisitions, separation or dissolution;
- Proposals for an increase of more than 5% in private patient income in any financial year; and
- Proposed constitutional changes.

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 Business Committee will be accountable to the Governors' Council.

The Governors' Council will approve the Committee's Terms of Reference and membership, which will be reviewed at least every two years.

The Governors' Council may not delegate any of its powers to the Committee and the committee may not exercise any of the powers of the Governors' Council.

4. Relationships:

The Business Committee will have relationships with:

- The Governors' Council
- The Board of Directors
- Individual Directors

- Senior Officers of the Trust
- The Trust Secretary

5. Membership and Attendees:

Members:

At least;

- The Chair (Governor selected by the committee from among their membership)
- 3 Public Governors
- 1 Staff Governor
- 1 Appointed Governor

Maximum number of members: 10

Attendees – as appropriate:

- Trust Chair
- Chief Executive Officer
- Director of Finance and Resources
- Non-Executive Directors as invited
- Chief Operating Officer
- Any other senior officer of the Trust

The Committee may invite an independent external adviser to attend and advise, subject to policy and budgetary provision being confirmed by the Director of Resources.

An independent external adviser may neither be a member of, nor have a vote on the Business Committee.

6. Chair:

When the Chair is unable to attend a Business Committee meeting, a governor will be chosen to preside by those present.

7. Frequency of Meetings and Attendance:

- The Business Committee will meet at least 4 times a year;
- Meetings will be programmed on an annual basis where possible;
- Ad-hoc meetings may be called by the Chair;
- Members are expected to attend at least 75% of meetings in a 12 month period.
- Members are requested to give apologies to the Corporate Office if they are unable to attend a meeting.

8. Rules:

- Agendas and papers will be published 5 working days in advance of the meeting, where possible;
- Proceedings will be minuted and separate action points recorded and circulated where appropriate;
- 'Any Other Business' to be notified to the Committee Chair prior to the meeting;

- Quorum - Chair and 3 Governors, one of whom must be a Public elected Governor (4 in total);
- Précised minutes / key issues will be reported to the next Governors' Council meeting following a committee meeting;
- Meetings will be held in closed session;
- The committee is likely to deal with business which may be commercially sensitive or confidential. Committee members will not disclose information which is commercially sensitive or confidential;
- The Committee will undertake an annual self-assessment of its effectiveness against its terms of reference, submitting the self-assessment and any action/improvement plan resulting from the self-assessment to the Governors' Council for approval; and
- The Committee will make an Annual Report to the Governors' Council.

9. Support:

Support for the Business Committee of the Governors' Council will be provided by the Corporate Office.

10. Monitoring Compliance:

The Committee's compliance with its Terms of Reference will be monitored in accordance with the model set out at Figure 1.

Author: Trust Secretary
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Next Review: June 2020

MONITORING COMPLIANCE

Key elements (Minimum Requirements)	Process for Monitoring (e.g. audit)	By Whom (Individual / group /committee)	Frequency of monitoring	Responsible individual / group / committee		
				Review of Results	Development of Action Plan	Monitoring of action plan and implementation
2. Key Responsibilities	The Committee will undertake an annual self-assessment of its effectiveness against its terms of reference	Business Committee & Governors' Council	Annual	Governors' Council	Business Committee	Governors' Council
3. Authority and Accountability	Annual Self-Assessment, Minutes and Annual Report	Business Committee & Governors' Council	Quarterly	Governors' Council	Business Committee	Governors' Council
4. Membership and Attendees	Review of Terms of Reference	Governors' Council	Every 2 years	Governors' Council	NA	
7. Frequency of Meetings and Attendance	Annual Self-Assessment, Minutes and Annual Report	Business Committee & Governors' Council	Quarterly	Governors' Council	NA	
8. Rules	Annual Self-Assessment, Minutes and Annual Report	Business Committee & Governors' Council	Quarterly	Governors' Council	Business Committee	Governors' Council