



## Blackpool Teaching Hospitals

NHS Foundation Trust

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<b>Author / Originator and Job Title:</b> Judith Oates, Corporate Assurance Manager /Foundation Trust Secretary Jacinta Gaynor, Membership and Governors Officer		<b>Risk Assessment:</b> Not Applicable
<b>Replaces:</b> CORP/MAN/005, Version 2.1, Council of Governors – Terms of Reference Manual	<b>Description of amendments:</b> The Nominations Committee membership, quoracy and duties have been amended in terms of appointments The Governors Strategy Focus Group Terms of Reference have been added to the Manual	
<b>Validated (Technical Approval) by:</b> Membership Committee (Ratified by the Council of Governors on 25/07/2018) Nominations Committee (Ratified by the Council of Governors on 07/11/2018) Governors Strategy Focus Group (Ratified by the Council of Governors on 07/11/2018)	<b>Validation Date:</b> 19/12/2016  01/11/2018 (Chair's Action) 01/11/2018 (Chair's Action)	<b>Which Principles of the NHS Constitution Apply?</b> 1 - 4
<b>Ratified (Management Approval) by:</b> Council of Governors	<b>Ratified Date:</b> 07/11/2018	<b>Issue Date:</b> 01/11/2018
<i>Review dates and version numbers may alter if any significant changes are made</i>		<b>Review Date:</b> 31/10/2021
<p>Blackpool Teaching Hospitals NHS Foundation Trust aims to design and implement services, policies and measures that meet the diverse needs of our service, population and workforce, ensuring that they are not placed at a disadvantage over others. The Equality Impact Assessment Tool is designed to help you consider the needs and assess the impact of your policy in the final Appendix.</p>		

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## 1 PURPOSE

All Terms of Reference for the Council of Governors and committees reporting to the Council of Governors are held in this document.

## 2 TARGET AUDIENCE

Trust wide.

## 3 MANUAL

The Appendices lists all Terms of References:

- Council of Governors - Appendix 1.
- Nominations (of Non-Executive Directors) - Appendix 2.
- Membership Committee – Appendix 3.
- Governors Strategic Focus Group – Appendix 4.

4 ATTACHMENTS	
Appendix Number	Title
Appendix 1	Terms of Reference – Council of Governors
Appendix 2	Terms of Reference – Nominations Committee
Appendix 3	Terms of Reference – Membership Committee
Appendix 4	Terms of Reference – Governors Strategic Focus Group
Appendix 5	Equality Impact Assessment

5 PROCEDURAL DOCUMENT STORAGE (HARD AND ELECTRONIC COPIES)
Electronic Database for Procedural Documents
Held by Procedural Document and Leaflet Coordinator

6 LOCATIONS THIS DOCUMENT ISSUED TO		
Copy No	Location	Date Issued
1	Intranet	07/12/2018
2	Wards, Departments and Service	07/12/2018

7 OTHER RELEVANT / ASSOCIATED DOCUMENTS	
Unique Identifier	Title and <b>web links from the document library</b>
CORP/POL/541	Standing Orders for the Board of Directors <a href="http://fcsp.xfyldecoast.nhs.uk/trustdocuments/Documents/CORP-POL-541.docx">http://fcsp.xfyldecoast.nhs.uk/trustdocuments/Documents/CORP-POL-541.docx</a>
CORP/PROC/661	Interpretation and Definitions for Trust Standing Financial Instructions <a href="http://fcsp.xfyldecoast.nhs.uk/trustdocuments/Documents/CORP-PROC-661.docx">http://fcsp.xfyldecoast.nhs.uk/trustdocuments/Documents/CORP-PROC-661.docx</a>

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<b>7 OTHER RELEVANT / ASSOCIATED DOCUMENTS</b>	
<b>Unique Identifier</b>	<b>Title and <span style="color: red;">web links from the document library</span></b>
CORP/PROC/665	Reservation of Powers and Scheme of Delegation <a href="http://fcsp.xfyldecoast.nhs.uk/trustdocuments/Documents/CORP-PROC-665.docx">http://fcsp.xfyldecoast.nhs.uk/trustdocuments/Documents/CORP-PROC-665.docx</a>

<b>8 SUPPORTING REFERENCES / EVIDENCE BASED DOCUMENTS</b>	
<b>References In Full</b>	
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Monitor. (06/08/2013). NHS foundation trust governors: your legal obligations. Available: <a href="https://www.gov.uk/government/publications/nhs-foundation-trust-governors-your-legal-obligations">https://www.gov.uk/government/publications/nhs-foundation-trust-governors-your-legal-obligations</a> . Last accessed 07/12/2018.	
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Parliament. Health and Social Care Bill, Session 2010 - 2011. Available: <a href="http://www.publications.parliament.uk/pa/cm201011/cmbills/177/11177.i-vii.html">http://www.publications.parliament.uk/pa/cm201011/cmbills/177/11177.i-vii.html</a> . Last accessed 07/12/2018.	

<b>9 CONSULTATION / ACKNOWLEDGEMENTS WITH STAFF, PEERS, PATIENTS AND THE PUBLIC</b>		
<b>Name</b>	<b>Designation</b>	<b>Date Response Received</b>
	Council of Governors	07/11/2018

<b>10 DEFINITIONS / GLOSSARY OF TERMS</b>	
EDs	Executive Directors
NEDs	Non-Executive Directors
SID	Senior Independent Director

<b>11 AUTHOR / DIVISIONAL / DIRECTORATE MANAGER APPROVAL</b>			
<b>Issued By</b>	Jacinta Gaynor and Judith Oates	<b>Checked By</b>	
<b>Job Title</b>	Membership and Governors Officer and Corporate Assurance Manager / Foundation Trust Secretary	<b>Job Title</b>	Council of Governors
<b>Date</b>	December 2018	<b>Date</b>	November 2018

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## APPENDIX 1: TERMS OF REFERENCE - COUNCIL OF GOVERNORS

### COUNCIL OF GOVERNORS TERMS OF REFERENCE

#### **TERMS OF REFERENCE**

The role of the Council of Governors is derived from Schedule 7 of the National Health Service Act 2006; the NHS Foundation Trust Code of Governance; “Your Statutory Duties, A Reference Guide for NHS Foundation Trust Governors” and has been informed by the Health and Social Care Bill 2010/11. These Terms of Reference should be read in conjunction with these source documents.

#### **ROLE AND PURPOSE**

The Council of Governors represents the interests of, and is accountable to, the membership of the Foundation Trust. The Council of Governors also has a broader duty to represent the interests of the general public in the areas served by the Foundation Trust. The full meeting of the Council of Governors and the Nominations Committee are the bodies in which Governors have official standing. All other forums are advisory.

#### **MEMBERSHIP**

The composition of the membership of the Council of Governors is set out in the Constitution.

Trust Chair (Chair)  
Public Governors  
Staff Governors  
Appointed Governors

Other members of the Trust may be invited to attend meetings (or for individual agenda items) as and when required.

The Council of Governors’ secretary will be the Membership and Governors Officer.

#### **ROLE OF THE COUNCIL OF GOVERNORS**

##### **The Council of Governors will:**

- Approve the policies and procedures for the appointment and where necessary for the removal of the Chairman of the Board of Directors and Non-Executive Directors on the recommendation of the Nominations Committee.
- Approve the appointment or removal of a Chairman of the Board of Directors on the recommendation of the Nominations Committee.
- Approve the appointment or removal of a Non-Executive Director on the recommendation of the Nominations Committee.
- Approve the policies and procedures for the appraisal of the Chairman of the Board of Directors and Non-Executive Directors on the recommendation of the Nominations Committee.
- Approve changes to the remuneration, allowances and other terms of office for the Chairman and other Non-Executive Directors on the recommendation of the Nominations Committee.
- Confirm or where appropriate decline to confirm the appointment of a proposed candidate as

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Chief Executive recommended by the Non-Executive Directors.

- Approve the criteria for appointing, re-appointing or removing the External Auditors.
- Approve the appointment or re-appointment and the terms of engagement of the External Auditors on the recommendation of the Audit Committee.
- Jointly approve with the Board of Directors amendments to the Constitution subject to any changes in respect of the Council of Governors being confirmed by a general meeting of members.
- Approve the Membership Strategy.
- Approve the comments or contributions of the Council of Governors, committees of the Council of Governors or any working groups on the strategies, plans, policies, procedures and accounts.
- Approve the removal from office of a Governor in accordance with procedure.
- Approve jointly with the Board of Directors the procedure for the resolution of disputes and concerns between the Board of Directors and the Council of Governors.
- Attend, as observers, meetings of the Board of Directors on a rotational basis.

### CONTRIBUTION TO STRATEGY AND PLANS

#### The Council of Governors will:

- Provide feedback on the development of strategic direction to the Board of Directors as appropriate.
- Act as a critical partner to the Board of Directors in the development of the Annual Plan.
- Contribute to the development of the Annual Report and Accounts, Annual Accounts and the Quality Accounts processes that contribute to and underpin them, in particular to Quality Accounts.
- Contribute to the development of stakeholder strategies, including the Membership Strategy.

### REPRESENTING MEMBERS AND THE PUBLIC

#### The Council of Governors will:

- Contribute to members' and other stakeholders' understanding of the work of the Foundation Trust by feeding back and seeking the views of the relevant member constituencies and stakeholder organisations who appoint Governors.
- Act as ambassadors in order to raise the profile of the Foundation Trust's work with the public and other stakeholders.
- Promote membership of the Foundation Trust and contribute to opportunities to recruit members in accordance with the Membership Strategy.
- Attend events that facilitate contact between members, the public and Governors to promote Governor Accountability.
- Seek the views of stakeholders and feedback relevant information to the Board of Directors as appropriate.

### HOLDING THE BOARD OF DIRECTORS TO ACCOUNT

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### The Council of Governors will:

- Receive the agenda and minutes of the meetings of the Board of Directors.
- Receive and comment on the Annual Report of the Audit Committee and on the work, fees and performance of the Auditor.
- Receive and comment on the Annual Report and Accounts, Annual Accounts and the Quality Accounts.
- Receive and comment on the quarterly report of the Board of Directors on the performance of the Trust against agreed key financial, operational, quality and regulatory compliance indicators and stated objectives.
- Participate in opportunities to review services and environments such as Patient Led Assessment of the Environment Committee (PLACE) inspections / quality reviews / local activities and evaluations user / carer experience.
- Use quarterly reports and information obtained through the above sources to monitor performance and progress against the key milestones in the strategic and annual plans.
- Receive and review quarterly assurance reports.
- Receive and comment on reports on important sector or strategic issues along with the Board of Directors' response.
- Receive quarterly assurance reports from the Chairs of the Council of Governors Committees on the discharge of the committee's duties.
- Develop a good working relationship with the Board of Directors by meeting regularly and with sufficient frequency to establish appropriate channels of communication and constructive challenge.

### FREQUENCY OF ATTENDANCE BY MEMBERS

The Council of Governors requires a minimum attendance of 75% of meetings per annum by the individual member unless he/she has been given specific leave of absence as agreed by the Council of Governors.

### QUORUM AND VOTING

A quorum shall consist of:

- Eight Governors, including not less than six Public Governors, not less than one Staff Governor and not less than one Appointed Governor.
- The Council may agree that its members can participate in its meetings by telephone, video or computer link. Participation in a meeting in this manner shall be deemed to constitute presence in person at the meeting.
- The Chair of the Council or, in his/her absence, the Deputy Chair, is to chair meetings of the Council of Governors.
- Subject to the following provisions of this paragraph, questions arising at a meeting of the Council of Governors shall be decided by a majority of votes. In the event of an equality of votes, the person presiding at, or chairing, the meeting shall have a second and casting vote.

### FREQUENCY OF MEETINGS

The Council of Governors will meet a minimum of four times per year.

### REPORTING COMMITTEES

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## **APPENDIX 1: TERMS OF REFERENCE - COUNCIL OF GOVERNORS**

The Council of Governors will establish the following committees:

- Nominations Committee
- Membership Committee
- Such other committees as required from time to time
- Task and finish working groups as necessary.

### **DISTRIBUTION OF MINUTES**

The minutes of the meetings shall be formally recorded and submitted to:

- All members of the Council of Governors.

### **REPORTING RESPONSIBILITIES**

The Chair of the Council of Governors will be responsible for ensuring the Council of Governors adheres to its Terms of Reference and Annual Work Plan.

The Council of Governors will oversee the work of the reporting committees.

The Council of Governors reserves key powers regarding membership strategy, remuneration, and appointments in accordance with Section 3.1 of the Trust's Reservation of Powers and Scheme of Delegation.

### **REVIEW AND EVALUATION**

The Council of Governors will review these Terms of Reference every three years or as required.

A review of Committee effectiveness must be undertaken at least every three years.

**Approved by the Council on: 25<sup>th</sup> January 2017**

**To be reviewed no later than: 25<sup>th</sup> January 2020**

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## APPENDIX 2: TERMS OF REFERENCE – NOMINATIONS COMMITTEE



Blackpool Teaching  
Hospitals  
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### NOMINATIONS COMMITTEE TERMS OF REFERENCE

#### **MAIN AUTHORITY/LIMITATIONS**

The Council of Governors hereby resolves to establish a Committee of the Council to be known as the Nominations Committee (the Committee). The Committee is a Committee of the Council and will have the full, delegated authority to act on behalf of the Council in exercising the remit and functions described in the paragraphs below.

#### **MAIN PRIORITIES AND OBJECTIVES**

The Council of Governors is authorised under the Constitution to consult on the proper level of remuneration and allowances for the Chair and Non-Executive Directors of the Trust. It may from time to time consider consulting, at the Trust's expense, with external professional advisors.

The Committee will report its recommendations to the Council of Governors for approval.

#### **MEMBERSHIP**

The members of the Committee will be determined by expressions of interest; if there is an oversubscription of interest, an election will take place within the Council of Governors for the membership.

The Committee will comprise ;

- Trust Chair\* (Committee Chair) (Voting – except on Chair recruitment items)
- Lead Governor (Voting)
- Deputy Lead Governor (Voting)
- Another 3 Public Governors (Voting)
- 1 Appointed Governor (Voting)
- 1 Staff Governor (Voting)

\* When a Chair is being appointed, the Committee Chair will be one of the following unless they are standing for appointment or have a conflict of interest; the Deputy Chair, the Senior Independent Director or another Non-Executive Director.

#### **ATTENDANCE**

The Committee may require the attendance of other representatives of the Trust at its meetings as appropriate.

The Committee Secretary will be the Corporate Assurance Manager/Foundation Trust Secretary.

#### **DEPUTY ATTENDANCE**

A nominated deputy mechanism shall be in place whereby the Deputy Chair will chair the meeting in the absence of the Trust Chair.

#### **FREQUENCY OF ATTENDANCE BY MEMBERS**

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## **APPENDIX 2: TERMS OF REFERENCE – NOMINATIONS COMMITTEE**

The Committee requires attendance of 75% per annum by the individual Committee member unless he/she has been given specific leave of absence as agreed by the Council of Governors.

### **QUORUM**

A quorum shall consist of five Committee members, which must include the Trust Chair (or Deputy Chair, the Senior Independent Director or another Non-Executive Director). Where a quorum cannot be established, the Committee will continue to meet but will be unable to approve any documentation (or confirm actions).

Committee decisions will be taken by a straight majority vote. In the event of a split decision the Chair of the Committee will have the casting vote.

### **FREQUENCY OF MEETINGS**

The Committee shall meet a minimum of twice a year in order to meet the requirements of succession planning, recruitment and appointment process, as well as those related to performance management and appraisal.

### **MAIN DUTIES AND RESPONSIBILITIES**

#### **Recruitment and Appointment of Non-Executive Directors:-**

- To determine if Governor Recruitment Working Groups are needed to support the Nominations Committee.
- To implement the recruitment plans approved by the Council of Governors in the 'Composition and Recruitment of the Trust Chair and Non-Executive Directors Policy' for Non-Executive Directors.
- To recommend the recruitment plans in line with the 'Composition and Recruitment of the Trust Chair and Non-Executive Directors Policy' to an Extraordinary Council of Governors for approval for the Chair.
- To recommend the appointment of a recruitment company to the Council of Governors for approval, if appropriate.
- To approve the Job Description, Personal Specification, Advertising for posts and questions for the Appointments Panel to review.
- To decide whether to psychometric test candidates.
- To approve the Longlist and Shortlist of Candidates (not more than five for each vacancy) which will be identified through a process of open competition.
- To inform the Council of Governors of the shortlisted candidates.
- To determine the members for each Appointments Panel including the identification of an appropriate independent assessor.
  - Chair Recruitment – the Nominations Committee will select the Governors on the Appointments Panel (ensuring there is a balance of 3 Public Governors, 1 Staff Governor and 1 Appointed Governor) plus the Committee Chair and an Independent Assessor. Only the Governors will be entitled to vote.
  - NED Recruitment – the Nominations Committee will select the Governors on the Appointments Panel (ensuring there is a balance of 3 Public Governors, 1 Staff Governor and 1 Appointed Governor) plus the Chair and an Independent Assessor. Only the Governors and the Chair will be entitled to vote.

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- To recommend the preferred candidates for appointment for decision by the Council of Governors.

### Terms and Conditions – Trust Chair and Non-Executive Directors:-

- To recommend salary arrangements and related terms and conditions for the Trust Chair and Non-Executive Directors for agreement by the Council or Governors.

### Performance Management and Appraisal:-

- To agree a mechanism for the evaluation of the Trust Chair, will would be led by the Senior Independent Director.
- To agree a process for the setting of objectives for Non-Executive Directors, subsequent appraisal by the Trust Chair and feedback to the Council of Governors.
- To address issues relating to Board development and to ensure that plans are in place for succession to posts as they become vacant so that a balance of skills and experience is maintained.

## RESPONSIBILITIES OF THE CHAIR OF THE COMMITTEE

The duties of the Chair of the Nominations Committee will be to:

- Ensure that the Governors are informed about the deliberations of the Committee;
- Ensure that minutes of the Committee meetings are an accurate reflection of discussions;
- Ensure that questions relating to the work of the Committee are answered at Council of Governors meetings;
- Play an active role as a member of the Nominations Committee and work with other members of the Nominations Committee to assess the Committee's performance.

## AGENDA ITEMS

Agenda item headings should be submitted to the Secretary to the Committee a minimum of two weeks prior to the meeting. Reports for the agenda should be submitted to the Secretary of the Committee a minimum of eight calendar days prior to the meeting. Members wishing to discuss an item on the agenda must attend the meeting. Members will be expected to provide reports as required on the dates agreed.

## REPORTING COMMITTEES

The Committee will receive reports and minutes from the following reporting Committees: -

- None

## DISTRIBUTION OF MINUTES

The minutes of the meetings shall be formally recorded and submitted to:

- All members of the Committee; and
- Council of Governors.

## REPORTING RESPONSIBILITIES

The Chair of the Committee will be responsible for ensuring the Committee adheres to its Terms of Reference and Annual Work Plan.

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## APPENDIX 2: TERMS OF REFERENCE – NOMINATIONS COMMITTEE

The Chair of the Committee will be responsible for reporting to the Council of Governors and shall draw to the attention of the Council of Governors any issues that require disclosure or require attention.

The Committee reserves key powers regarding appointments, appraisals, remuneration and other terms and Board development/Board succession planning in accordance with Section 3.1 of the Trust's Reservation of Powers and Scheme of Delegation.

### REVIEW AND EVALUATION

The membership of the Committee and the Terms of Reference will be reviewed at least every three years or as required.

A review of Committee effectiveness must be undertaken at least every three years.

### DETAILS OF NOMINATED NAMED DEPUTIES

Membership	Nominated Named Deputies
Trust Chair (Chair)	Deputy Chair, Senior Independent Director, Non-Executive Director (Chair)
Lead Governor	Deputy Lead Governor
Deputy Lead Governor	N/A
Public Governor	N/A
Public Governor	N/A
Public Governor	N/A
Appointed Governor	N/A
Staff Governor	N/A

**Approved by the Nominations Committee on:** 1/11/2018 (Chair's Action)

**Approved by the Council on:** 7/11/2018

**To be reviewed no later than:** 31/10/2021

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## APPENDIX 3: TERMS OF REFERENCE – MEMBERSHIP COMMITTEE

### MEMBERSHIP COMMITTEE TERMS OF REFERENCE

#### **MAIN AUTHORITY/LIMITATIONS**

The Council of Governors hereby resolves to establish a committee of the Trust to be known as the Membership Committee ('the Committee'). The Committee is a committee of the Council of Governors and is authorised by the Council of Governors to investigate any activities within the scope of its Terms of Reference and obtain any information required from relevant parties to facilitate its understanding of the issues.

The Council of Governors has delegated to the Committee the power to oversee the way in which the Trust is identifying and managing the aims of the Membership Strategy, and to provide a mechanism for discussing and making recommendations to the Council of Governors on issues related to the Trust's membership, on its behalf. It will, however, require the Committee to submit the specified items listed below to the Council of Governors for approval and to provide assurance to the Council of Governors (through its Chair) that the specified list of items below are being successfully implemented, advising the Council of Governors of any areas where this is not occurring and drawing key issues to the Council of Governors attention. (Where the Committee develops policies in order to carry out its responsibilities, it should report these to the Council of Governors for approval only if these may have a significant impact on other aspects of the Trust's work. If not, the Committee can use its delegated powers to approve such policies but should, through its Chair, notify Council of Governors that it has done so in order that the Council of Governors can be fully apprised of policies developed on its behalf).

#### **Specific items for recommendation by the Committee to the Council of Governors for approval:-**

- Membership Development Strategy
- Implementation of the key elements of the Membership Development Strategy
- Trust Board Membership Report (April and October)

The Committee will be responsible for developing a clear scheme of delegation to the Executive Directors of matters which fall within the remit of the Committee. These must be submitted to the Council of Governors for approval so that the Council of Governors is clearly apprised of matters which the Committee has so delegated. The Committee will be expected to review its scheme of delegation at its last meeting of each calendar year so that it can make recommendations to the Council of Governors concerning delegation for the following financial year.

Approved minutes of the Committee are circulated to the Council of Governors for information. The Committee Chair provides the Council of Governors with a report.

The Trust's Standing Orders and Standing Financial Instructions apply to the operation of this Committee.

#### **MAIN PRIORITIES AND OBJECTIVES**

The main priorities for the Committee is to be responsible for ensuring that the aims of the Membership Development Strategy are met and to provide a mechanism for discussing and

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## **APPENDIX 3: TERMS OF REFERENCE – MEMBERSHIP COMMITTEE**

making appropriate recommendations to the Council of Governors on issues related to the Trust's membership, and to ensure these aims are embedded within the Trust and that they are under constant review and improvement. It will make regular reports to the Council of Governors setting out the level of assurance it can provide.

### **MEMBERSHIP**

The Committee will include;

- A maximum of fifteen Governors, representative of each of the constituencies.

The Committee will be chaired by a Governor or, in his/her absence the Deputy Chair.

### **ATTENDANCE**

The following will be invited to be in attendance at the meeting:-

- Trust Chairman, Non-Executive Director, Head of Corporate Assurance, Foundation Trust Secretary, Membership and Governors Officer and Communications Officer.

Other members of the Trust may be invited to attend meetings (or for individual agenda items) as and when required.

The Committee secretary will be the Membership and Governors Officer.

### **DEPUTY ATTENDANCE**

It is not appropriate for a deputy to be nominated by a Governor.

### **FREQUENCY OF ATTENDANCE BY MEMBERS**

The Committee requires a minimum attendance of 75% of meetings per annum by the individual Committee member unless he/she has been given specific leave of absence by the Council of Governors.

### **QUORUM**

A quorum shall consist of three members. Where a quorum cannot be established the Committee will continue to meet but will be unable to approve any documentation (or confirm actions).

### **FREQUENCY OF MEETINGS**

Meetings will be held every two months. An annual timetable will be provided with dates for agenda items to be submitted.

### **MAIN DUTIES AND RESPONSIBILITIES**

The duties of the committee can be categorised as follows:-

- To be involved in discussions on ways in which the public membership can be increased.
- To support membership recruitment initiatives as appropriate.
- To receive and discuss information on the membership profile to ensure that it is representative of the area served by the Trust.
- To work in partnership with the Trust's Membership and Governors Officer, Communications Officer and associated bodies regarding recruitment, to develop methods and avenues of communication to enable members' views and opinions to be heard.

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### **APPENDIX 3: TERMS OF REFERENCE – MEMBERSHIP COMMITTEE**

- To support the production of the members' newsletter, to ensure that members are kept informed and updated on the Trust's developments and the work of the Council of Governors.
- To be involved in discussions to identify ways in which members can become actively involved in the planning of services.
- To provide feedback to the Council of Governors and to make recommendations as appropriate.

#### **RESPONSIBILITIES OF MEMBERS OF THE COMMITTEE**

Members and attendees are expected to:-

- Actively participate in discussions pertaining to the Membership Development Strategy and issues related to the Trust's membership, ensuring that solutions and action plans have multidisciplinary perspectives and have considered the impact across relevant directorates and departments;
- Communicate the outcomes of discussions at the Committee to relevant colleagues, teams and involved parties;
- Review and ratify all relevant policies and procedures.

#### **AGENDA ITEMS**

Agenda item headings should be submitted to the secretary of the Committee a minimum of two weeks prior to the meeting. Reports for the agenda should be submitted to the secretary of the Committee a minimum of 8 calendar days prior to the meeting.

Members wishing to discuss an item on the agenda must attend the meeting. Members will be expected to provide reports required at dates agreed.

#### **DISTRIBUTION OF MINUTES**

The minutes of the meeting shall be formally recorded and submitted to:

- All members of the Committee;
- Council of Governors.

#### **REPORTING RESPONSIBILITIES**

The Chair of the Committee will be responsible for making a report to the Council of Governors after each Committee meeting, in order to provide assurance that the work plan is being successfully implemented, advising the Council of Governors of any areas where this is not occurring and drawing key issues to the Council of Governors attention for disclosure or action. The report should also detail policy and other specific issues on which it is seeking Council of Governors approval (in line with the second paragraph of the section headed 'Main Authority/Limitations' above). The Chair of the Committee will be responsible for ensuring the Committee adheres to its Terms of Reference and Annual Work Plan.

The Committee reserves key powers regarding policies and procedures and delegates key schemes to the Chair and Executive Directors in accordance with Section 3.1 of the Trust's Reservation of Powers and Scheme of Delegation.

#### **REVIEW AND EVALUATION**

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### APPENDIX 3: TERMS OF REFERENCE – MEMBERSHIP COMMITTEE

The membership of the group and Terms of Reference will be reviewed every three years or as required.

A review of Committee effectiveness must be undertaken at least every three years.

#### DETAILS OF NOMINATED NAMED DEPUTIES

Membership	Nominated Named Deputies
George Holden (Chair) (Blackpool Constituency)	Lynden Walthew (Deputy Chair)
Lynden Walthew (Deputy Chair) (Wyre Constituency)	N/A
Peter Askew (Wyre Constituency)	N/A
Paul Aspden (Staff – Non-clinical Constituency)	N/A
Rev David Crouchley (Lancashire * Cumbria Constituency)	N/A
Zacky Hameed (Blackpool Constituency)	N/A
Sheila Jefferson (Fylde Constituency)	N/A
Anthony Nixon (Lancashire and Cumbria Constituency)	N/A
Patricia Roche (Blackpool Constituency)	N/A
Sharon Vickers (Staff – Nursing and Midwifery Constituency)	N/A

**Approved by the Council on: 25th January 2017**

**To be reviewed no later than: 25<sup>th</sup> December 2019**

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## APPENDIX 4: TERMS OF REFERENCE – GOVERNORS STRATEGIC FOCUS GROUP



Blackpool Teaching  
Hospitals  
NHS Foundation Trust

### GOVERNORS STRATEGIC FOCUS GROUP TERMS OF REFERENCE

#### MAIN AUTHORITY / LIMITATIONS

The Council of Governors hereby resolves to establish a Group of the Trust to be known as the Governors Strategic Focus Group ('the Group'). The Governors Strategic Focus Group is a Group of the Council of Governors and is authorised by the Council of Governors to investigate any activities within the scope of its Terms of Reference and obtain any information required from relevant parties to facilitate its understanding of the issues.

The Group has no powers to approve documentation, it can only make recommendations and give assurance to the Council of Governors.

The Group will provide assurance to the Council of Governors (through its Chair) on the items that assure the Council of Governors of their 'holding to account' duty.

#### Specific items to be reported to the Council of Governors for assurance:-

- Progress on the Trust Strategy
- Progress on the Quality Strategy
- Progress on the Workforce Strategy
- Progress on new services / service changes
- Progress on Regulatory reviews
- Progress on Constitutional changes

Approved minutes of the Committee will be circulated to the Council of Governors for information. The Committee Chair will provide the Council of Governors with an assurance report.

#### MAIN PRIORITY AND OBJECTIVES

The main priority for the Governors Strategic Focus Group is to be responsible for ensuring that on-going strategic developments proposed by the Trust are fully understood by the governing body, in order that they can fulfil their strategic advisory role. This is particularly important at a time of rapid national and local reform.

#### MEMBERSHIP

The Group will include;

- Lead Governor
- Deputy Lead Governor
- Committee Observers

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## **APPENDIX 4: TERMS OF REFERENCE – GOVERNORS STRATEGIC FOCUS GROUP**

- Chair of the Membership Committee
- Trust Chair
- Chief Executive

The Group will be chaired by a Governor or, in his/her absence, another nominated Governor.

### **ATTENDANCE**

Non-Executive Directors and Executive Directors will be invited to attend meetings as appropriate.

Other members of the Trust may be invited to attend meetings (or for individual agenda items) as and when required.

The Group secretary will be the Membership & Governors Officer.

### **FREQUENCY OF ATTENDANCE BY MEMBERS**

The Committee requires a minimum attendance of 75% of meetings per annum by the individual Committee member unless he/she has been given specific leave of absence by the Council of Governors.

### **QUORUM**

The Group has no powers to approve documentation; therefore a quorum is not required.

### **FREQUENCY OF MEETINGS**

Meetings will be held on a quarterly basis. An annual timetable will be provided with dates for agenda items to be submitted.

### **MAIN DUTIES & RESPONSIBILITIES**

The duties of the Committee are categorised as follows:-

- To receive and review regular updates on strategy.
- To review updates for the Constitution.
- To provide a sounding-board for potential strategic changes.
- To provide comments/opinions on the strategy.
- To challenge the assumptions in the strategy.
- To challenge progress on Regulatory reviews.
- To ensure appropriate governance arrangements are in place.
- To communicate, engage and make recommendations to the Council of Governors.
- To provide assurance to the Council of Governors.

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## APPENDIX 4: TERMS OF REFERENCE – GOVERNORS STRATEGIC FOCUS GROUP

### RESPONSIBILITIES OF MEMBERS OF THE GROUP

Members and attendees are expected to:-

- Attend a minimum of 75% of meetings per annum.
- Actively participate in discussions pertaining to strategy.
- Communicate the outcomes of discussions to the Council of Governors.

### AGENDA ITEMS

Agenda item headings should be submitted to the secretary of the Group a minimum of two weeks prior to the meeting.

Reports for the agenda should be submitted to the secretary of the Group a minimum of 8 calendar days prior to the meeting.

Members wishing to discuss an item on the agenda must attend the meeting. Members will be expected to provide reports required at dates agreed.

### MINUTES RECEIVED

The Committee will receive minutes from the following committees:-

- None

### DISTRIBUTION OF MINUTES

The minutes of the meetings shall be formally recorded and submitted to:

- All members of the Group
- Council of Governors

### REVIEW AND EVALUATION

The membership of the Group and Terms of Reference will be reviewed every 3 years or as required.

A Review of Effectiveness of the Group must be undertaken every 3 years or as required.

**Approved by the Governors Strategic Focus Group on:** 1 November 2018 (via Chair's Action)

**Approved by the Council of Governors on:** 7 November 2018

**To be reviewed no later than:** 7 November 2021

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APPENDIX 5: EQUALITY IMPACT ASSESSMENT FORM					
Department	Trust	Service or Policy	CORP/MAN/004	Date Completed:	
<b>GROUPS TO BE CONSIDERED</b> Deprived communities, homeless, substance misusers, people who have a disability, learning disability, older people, children and families, young people, Lesbian Gay Bi-sexual or Transgender, minority ethnic communities, Gypsy/Roma/Travellers, women/men, parents, carers, staff, wider community, offenders.					
<b>EQUALITY PROTECTED CHARACTERISTICS TO BE CONSIDERED</b> Age, gender, disability, race, sexual orientation, gender identity (or reassignment), religion and belief, carers, Human Rights and social economic / deprivation.					
QUESTION	RESPONSE		IMPACT		
	Issue	Action	Positive	Negative	
What is the service, leaflet or policy development? What are its aims, who are the target audience?	See Purpose				
Does the service, leaflet or policy/ development impact on community safety • Crime • Community cohesion	No				
Is there any evidence that groups who should benefit do not? i.e. equal opportunity monitoring of service users and/or staff. If none/insufficient local or national data available consider what information you need.	No				
Does the service, leaflet or development/ policy have a negative impact on any geographical or sub group of the population?	No				
How does the service, leaflet or policy/ development promote equality and diversity?	No				
Does the service, leaflet or policy/ development explicitly include a commitment to equality and diversity and meeting needs? How does it demonstrate its impact?	No				
Does the Organisation or service workforce reflect the local population? Do we employ people from disadvantaged groups	No				
Will the service, leaflet or policy/ development i. Improve economic social conditions in deprived areas ii. Use brown field sites iii. Improve public spaces including creation of green spaces?	No				
Does the service, leaflet or policy/ development promote equity of lifelong learning?	No				
Does the service, leaflet or policy/ development encourage healthy lifestyles and reduce risks to health?	No				
Does the service, leaflet or policy/ development impact on transport? What are the implications of this?	No				
Does the service, leaflet or policy/development impact on housing, housing needs, homelessness, or a person's ability to remain at home?	No				
Are there any groups for whom this policy/ service/leaflet would have an impact? Is it an adverse/negative impact? Does it or could it (or is the perception that it could exclude disadvantaged or marginalised groups?	No				
Does the policy/development promote access to services and facilities for any group in particular?	No				

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<b>APPENDIX 5: EQUALITY IMPACT ASSESSMENT FORM</b>				
Does the service, leaflet or policy/development impact on the environment	No			
<ul style="list-style-type: none"> <li>• During development</li> <li>• At implementation?</li> </ul>				
<b>ACTION:</b>				
Please identify if you are now required to carry out a Full Equality Analysis		Yes	No	(Please delete as appropriate)
Name of Author:		Date Signed:		
Signature of Author:				
Name of Lead Person:		Date Signed:		
Signature of Lead Person:				
Name of Manager:		Date Signed:		
Signature of Manager:				

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