

Council of Governors Agenda Sub-Committee

TERMS OF REFERENCE

1.0 Authority

- 1.1 The Council of Governors Agenda Sub-Committee is constituted as a Sub-Committee of the Council of Governor under a resolution passed at a General Meeting of the Council of Governors held on 17th September 2009 pursuant to the recommendations of the Council of Governors Task & Finish Group on the Organisation & Function of Meetings.
- 1.2 Its terms of reference shall be as set out below and shall not be amended, revoked or replaced except by a resolution passed at a general meeting of the Council of Governors.

2.0 Aim

- 2.1 This sub-committee is intended to facilitate more productive and effective meetings of the Council of Governors and to maximize the contribution at meetings of both individual Governors and the Executives by enabling the Council of Governors to be more pro-active and to take a lead on issues of interest and importance to the Council of Governors including devising work plans and agendas for their meetings.

3.0 Role

- 3.1 The role of this sub-committee is to:
- Specify the non-statutory business to be carried out at the four statutory general meetings of the Council of Governors in each financial year; and
 - Inform the Secretary who will send written notice to all Governors as soon as possible after the receipt of such a request.
- 3.2 Exclusions
- The role of this sub-committee does **not** extend to:
- Statutory business which is to be specified by the Secretary or Chairman of the Foundation Trust; or
 - Any business to be carried out at meetings which may be called by ten Governors in accordance with section 11.17.2 of the Constitution.

4.0 Key Relationships

- 4.1 This sub-committee, by virtue of the composition of its membership, recognises and accommodates the distinct needs and aspirations of the appointed and elected Governors.

- 4.2 This sub-committee is reliant on the services of the Foundation Trust's Secretariat to undertake its role.
- 4.3 This sub-committee is informed by the Chief Executive and Lead Executives for the other duly constituted sub-committees of the Council of Governors.

5.0 Membership of the Sub-Committee

- 5.1 The membership of the Sub-committee shall comprise:
- The Chairman of the Foundation Trust (or in his absence the Vice-Chairman of the Board of Directors or in their absence one of the non-executive directors);
 - Three (3) elected Governors (public - 1 / patient – 1 / staff – 1); and
 - One (1) appointed Governor
 - The Chief Executive (or in her absence the Deputy Chief Executive).
- 5.2 The following members of the Trust's executive are invited to attend meetings to provide advice to the sub-committee when appropriate:
- The Chief Nurse and Director of Patient Experience and Flow (as Lead Executive for the Council of Governors Membership Sub-Committee)
 - The Director of Human Resources (as Lead Executive for the Nominations Committee).
 - The Director of Governance and Corporate Affairs
 - The Lead Executive for any other duly constituted sub-committee of the Council of Governors.
- 5.3 The Foundation Trust Secretary shall attend meetings of the sub-committee to provide advice and support services to the sub-committee and to be informed of the programme of business requested for the four (4) general meetings of the Council of Governors.

6.0 Quorum

- 6.1 A Quorum shall comprise:
- 1) The Chairman of the Foundation Trust (or in his absence the Vice-Chairman of the Board of Directors or in their absence one of the non-executive directors); and
 - 2) One (1) other Governor.

7.0 Frequency of meetings:

- 7.1 Meetings will normally be held twenty-eight (28) days before the scheduled date for each of the four (4) general meetings called by the Secretary under section 11.17.1 of the Constitution.

8.0 Attendance requirements

Two thirds of the meetings.

9.0 Circulation requirements for papers

At least three working days.

10.0 Review

10.1 The terms of reference of the sub-committee shall be reviewed by the Council of Governors at least bi-annually.

Approved by the Council of Governors September 2009

Approved by the Council of Governors December 2011