

Committee of the Board - Hosted Organisations

Terms of Reference

For completion by Author			
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1. Constitution and Remit

This Committee is established as a Committee of the Board of Directors of Liverpool Heart and Chest Hospital NHS Foundation Trust in order to ensure effective governance in respect of organisations which are hosted by the Trust, in circumstances where members of the hosted organisation's Board / Governing body is conflicted. E.g. consideration of Chair / NED appointments and remuneration.

The remit of the Committee will be limited to consideration of the following:

- Is the proposal fair and reasonable?
- Does the proposal ensure appropriate use of taxpayers' money?
- Is the proposal consistent with prevailing NHS guidance?
- Does the proposal align with best / recognised governance practice?
- Is the proposal compliant with LHCH Governance Manual (SORD, SFIs etc), (except where a variation to these has been agreed)?
- Are there any reputational issues?

Where there is variation from any of the above, the rationale for this must be clear and justifiable.

2. Authority

The committee is authorised by the Board of Directors to make decisions in its own right and to investigate any activity within its terms of reference. It is authorised to seek information it requires of any employee (or contractor acting on behalf of the Trust) and all employees (or contractors acting on behalf of the Trust) are directed to co-operate with any request made by the committee. The committee is authorised to obtain legal advice or other professional advice from internal or external sources.

3. Objectives and Duties

To consider recommendations made by the Boards / Governing Bodies of any organisation that is hosted by the Trust and where ratification of a decision is required due to the need for independence and objectivity. For example, where there is a conflict of interests or where such a decision could have financial or reputational implications for LHCH as the host.

4. Integration

Ensure that equality and diversity and due consideration to the Human Rights Act are regarded in all aspects of the committee's work.

In addition the Committee will have regard for NHS constitution in delivering its objectives.

5. Membership

The Committee shall consist of:

The Foundation Trust Chair (who will chair the committee) – nominated deputy for purposes of quoracy or conflict is the Deputy Chair

The Chief Executive - nominated deputy for purposes of quoracy or conflict is the Deputy Chief Executive

Chair of Audit Committee – nominated deputy for purposes of quoracy or conflict is any other Non-Executive Director of LHCH

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Chair of People Committee – nominated deputy for purposes of quoracy or conflict is any other Non-Executive Director of LHCH

6. Attendance

Meetings of the Committee may be attended by:

- The Director of Corporate Affairs (in capacity as Company Secretary) to record the decisions of the Committee and to advise on any constitutional / governance matters
- Any other person (including representative/s of the hosted organisation) who has been invited by the Chair to attend the Committee so to assist in deliberations.

7. Quorum and Frequency

A quorum shall be 3 Committee members. Meetings shall be held on an ad hoc basis as required.

8. Reporting

The minutes of all meeting shall be formally recorded. These shall be retained by the Director of Corporate Affairs, on behalf of the Chair.

The outcome of decisions shall be fed back to the appropriate director / officer of the hosted organisation.

9. Conduct of Committee Meetings

The terms of reference shall be reviewed by the Board of Directors at least every 3 years.

10. Other Matters

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