

## Item 5.1b

### Key Updates to the Corporate Governance Manual – June 2018

A review of the Corporate Governance Manual is undertaken on an annual basis. The latest review has been undertaken with support from MIAA. The key changes made to the document are summarised below.

Document	Ref	Update – Main Changes
1.Foreword		No change (apart from sign off date).
2. Monitor Provider Licence	2.1 Monitor Provider Licence	No changes.
3. Constitution		No changes.
4. Standing Financial Instructions and Tendering	4.1 Tendering Procedure	Updated to make reference to NHS Improvement guidance. Receipt and opening of tenders sections updated (pages 5-6).
	4.2 SFI	Added cross reference to the Capital Management Policy (Page 15). Removed details of the Trust's Capital Investment Policy (Page 33).
5. Scheme of Reservation and Delegation (SORD)		<p>Updated Table A 'Delegated Matters' [certain Delegated To and Operational Responsibility sections].</p> <p>Updated Table B 'Delegated Financial Limits' as follows:</p> <ul style="list-style-type: none"><li>• Consolidated a number of areas such as capital and non-pay expenditure</li><li>• Separated out losses and special payments</li><li>• Removed gifts and hospitality as this is a Policy and not a delegated limit</li><li>• Separate section set up for the Charity</li><li>• Included the signing of income and purchase contracts.</li></ul> <p>The following additional updates to Table B require approval by the Board:</p> <ul style="list-style-type: none"><li>• Non-pay approval limits proposed at a band level down to Band 6</li><li>• Separation of Capital spend into replacement and new schemes</li><li>• Inclusion of a separate Estates non-pay section with an increase proposed in certain limits</li></ul> <p>These changes are to increase transparency and ensure accountability for invoice/contract approval.</p>

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<b>APPENDICES</b>		
A. Conduct and Probity	A1 – NHS Constitution	No changes.
	A2 – Code of Conduct for NHS Boards	No changes.
	A3 – Code of Conduct for Council of Governors	No changes.
	A4 – Code of Conduct for NHS Managers	No changes.
	A5 – Standards of Business Conduct for NHS Staff	The new COI guidance supersedes and extinguishes the Standards of Business Conduct for NHS staff (HSG (93) 5). This policy needs to be removed.
	A5.1 – Standards of Business and Personal Conduct Policy	Removed references to NHS Standards of Business Conduct for NHS Staff 93 and replaced with Trust's Conflict of Interest Policy (based on NHS England Guidance 1 June 2017).
	A6 – Payment by Results Code of Conduct	No changes.
B. Key Corporate Arrangements and Policies	B1 – NHS Foundation Trust Accounting Officer Memorandum	No changes.
	B2 – Board Assurance Framework (BAF) Policy	Updated for current requirements for regulatory compliance and noting that the workforce governance is reviewed by the People Committee. Inclusion of statement of how the Board's risk appetite in relation to each strategic objective will be considered in the BAF with cross reference to the Risk Management Policy. Board templates have also been updated.
	B3 – Risk Management Policy	Updated for Lead Director title and timing of review of risks.
	B4 – Internal Audit Charter	Amended MIAA contact details
	B5 – Capital Investment Policy	Updated to make reference to NHS Improvement guidance and amend the Investment Criteria and Framework for decision making sections.
	B6 – Treasury Management Policy	Update to note that: no strategy for managing foreign exchange movements; cash flow forecasts are on a rolling one year basis; and SBS process transactions and perform control account reconciliations.
	B7 – Anti – Fraud, Bribery & Corruption and Response Plan	Updated to reflect new Counter Fraud Authority.
	B8 – Conflict of Interest Policy	Two minor suggested changes to the policy

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		in respect of fraud related content.
	B9- Freedom to Speak up Policy	Updated for the appointment of the new Freedom to Speak Up Guardian.
	B10 – Information Disclosure Policy	Amended to reflect new General Data Protection Regulation (GDPR) and the Chief Finance Officer becoming the Trust's Senior Information Risk Officer (SIRO).
	B11 – Fit and Proper Person Policy	Fit and Proper Person definitions updated in Section 1.
	B12 – Data Quality Strategy	The current version is very out of date and the Trust are developing a new Data Quality strategy as part of the informatics transformation process. As such, this section has been temporarily removed and will be added when complete.
	B13 – Organisational Learning	Amendments regarding: roles and responsibilities; use of the SOLE bulletin for wider organisational learning; and noting target of high assurance on follow up of improvements as evidence of effectiveness of Policy.
	B14 – Government Procurement Credit Card Policy	Amended to noted that: payments are made by direct debit; transactions are not viewed on line; and the aim is to remove the cash withdrawal functionality (although use is not permitted).
C. TOR – Assurance Committees	C1 – Committee Structure	Structure schedule updated to reflect current position.
	C2 - Audit	May 2018 Approved update issued
	C3 – TOR – Charitable Funds	No changes.
	C4 – Quality Committee TOR	May 2018 Approved update issued
	C5 – Integrated Performance TOR	May 2018 Approved update issued
	C6 – People Committee ToR	May 2018 Approved update issued
	C7 – Nominations & Remuneration - Executives	Updated Section 6: Committee attendees.
	C8 – Operational Board ToR	No changes to date but updates to be considered as part of the Operational Board review with MIAA.
D. Council of Governors	D1 – Statement of Roles and Responsibilities	No changes.
	D2 – Policy for Raising Serious Concerns	Amended route for Governors to seek independent advice as the Independent Panel originally set up by Monitor has been dis-banded.
	D3 – Engaging the External Auditor	Noted reference to 'Governance over Audit, Assurance and Accountability Guidance for

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		NHS Foundation Trusts' which replaces the previous Audit Code. Updated to state that the Governors will receive a report (at least annually) on non-audit fees earned by the external auditors.
	D4 – TOR – Nominations and Remuneration (Non Executives)	Updated to include attendance by the Director of Corporate Affairs as advisor around requirements of best governance practice; and that the meeting quorum is to include at least 2 public Governors.
	D5 – Composition of Non Executive Directors	Updates to the skills and competencies required of the Chair (section 5).