

Item 6.2a

Appendix 1

Proposed Key Updates to the Corporate Governance Manual – June 2015

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

| Document | Ref | Update |
|--|---|---|
| 1. Forward | | No update |
| 2. NHS Provider Licence | 2.1 – Provider Licence | Included latest version 2 (revised formatting) as per Monitor website. |
| 3. Constitution | 3.1 Constitution | Added in latest Constitution as per Monitor website, following update in March 2015. (Intranet already updated) |
| 4. Scheme Financial Instructions and Tendering | 4.1 Tendering Procedure | Updated to reflect reference to latest guidance. |
| | 4.2 SFI | Updated to reflect reference to latest guidance and changes in job title. |
| 5. Scheme of Reservation and Delegation (SORD) | 5.1 SORD | Updated to reflect changes in job title and reduction in authorisation level for Divisional Heads of Operations / Senior Manager On Call from £100k to £25k. NB SORD will require further refinement upon approval of changes to Board Committee Structure (Section c) |
| 6. Appendices – Conduct and probity | A3 – Code of Conduct for Council of Governors | Updated to reflect the Trust's current strategic ambition. Updated to change Officers title from Trust Secretary to Associate Director of Corporate Affairs. |
| 7. Corporate Arrangements and Policies | B1 – Accounting Officer Memorandum | Updated to reflect latest memorandum as published by Monitor. |
| | B2 – BAF Policy | Updated to reflect the following; <ul style="list-style-type: none">• Alignment to new Risk Management Policy (5x5 scoring matrix)• Alignment to changes made to roles and responsibilities per new management structure and Assurance Committee ToRs (role of Assurance Committees, Operational |

| Document | Ref | Update |
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| | | <p>Board and Divisional Governance Meetings)</p> <ul style="list-style-type: none"> Refinement of Board Reporting template (no material changes) Review no later than 3 years ie by July 2018 |
| | B3 – Risk Management Strategy | New Risk Management strategy included reviewed and approved by Board of Directors, May 2015 (subject to amendments that have been actioned) |
| | B5 – Investment Policy | <p>Updated to reflect changes to Job Titles and Committee Structure.</p> <p>Next review date no later than July 2018.</p> |
| | B6 – Treasury Management Policy | <p>Updated to reflect changes to Job Titles and Committee Structure and to bring maturity limits and investment limits in line with Monitor guidance.</p> <p>Next review date no later than July 2016.</p> |
| | B7 - Anti Fraud, Bribery and Corruption Policy and Response Plan | <p>Updated policy to change reference from Local Counter Fraud Specialist (LCFS) to Anti-Fraud Specialist (AFS).</p> <p>Also updated the contact details of new AFS.</p> <p>Next review date no later than July 2017.</p> |
| | B10 – Information Disclosure Policy | Have brought the review date forward from December 2016 to July 2016 to align with the annual review of the Corporate Governance document. |
| 8. Appendix C - TOR | C1 – Committee Structure | Updated to reflect revised Committee structure. Refer separate paper top Board recommending inclusion of new People Committee. |
| | C2 – TOR – Audit Committee | Included the latest TOR as approved by the Board in November 2014. |
| | C3 – TOR – Charitable Funds | Included the latest TOR as approved by the Board in April 2015. |
| | C6 – TOR – People Committee | This is a new Committee – the TOR will be reviewed by the Board in July and included in CGM after approval. |
| | C7 – Nominations and Remuneration Committee | Included the latest TOR as reviewed by the NMC. TOR to be reviewed by the Board in July and included in the CGM after approval. |
| | C4, C5 & C8 – TOR – Quality Committee, Integrated Performance Committee and Operational | Amends being considered by the Executive leads. Proposed changes will be reviewed by the Board in July and included in the CGM after approval. |

| Document | Ref | Update |
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| | Board | |
| 9. Appendix D – Council of Governors | D2 – Council of Governors Policy for raising concerns | Updated to reflect references in latest Monitor Guidance. This is pending formal agreement by the CoG in Oct 2015. |
| | D3 – Engagement with External Auditors | Updated to reflect references in latest Monitor Guidance. This is pending formal agreement by the CoG in Oct 2015. |
| | D4 - Council of Governors : Nominations and Remuneration Committee (for Chair / Non Executive Director appointments) | Updated to reflect changes to job titles and extended review date until July 2018. This is pending formal agreement by the CoG in Oct 2015. |
| | D5 – Composition of NED | Updated to reflect latest regulatory requirements. |