

Board of Directors (Public)

Item 6.2

Board Report

Subject: Corporate Governance Manual Review
Date of meeting: 28th July 2015
Prepared by: Lucy Lavan, Associate Director of Corporate Affairs
Presented by: Lucy Lavan, Associate Director of Corporate Affairs

Data Quality Rating	BAF Ref	Impact on BAF Risk Rating
n/a	3	None

1. Executive Summary

The purpose of the paper is to ask the Board of Directors to approve updates to the Corporate Governance Manual.

Mersey Internal Audit Agency has supported the Trust in the annual review of the Corporate Governance Manual, to ensure completeness and adherence to best practice.

The Audit Committee considered the proposed updates at its last meeting on 7th July 2015 and has recommended that the Board of Directors approves the adoption of the updated Corporate Governance Manual.

2. Updates

A schedule summarising the key changes is attached at Appendix 1. The majority of updates reflect revised Monitor guidance, changes to the Committee structure, and changes in officer titles.

The revised Committee structure and Terms of reference for the Assurance Committees (Section C) were not reviewed by the Audit Committee as the governance review was work in progress at the time of the last meeting. This work is now complete and is the subject of Board agenda item 6.1. The Appendices to this Item (Committee structure and ToRs) will be now included in the Corporate Governance manual update, subject to the Board's approval.

A full copy of the updated manual has been made available electronically for Directors to review and reference ahead of the Board meeting.

3. Recommendations

The Board of Directors are asked to :

- i) approve the changes made to the Corporate Governance Manual, as recommended by the Audit Committee, for immediate adoption (summary at Appendix 1);
- ii) approve the incorporation of new Committee structure and Terms of Reference (Section C) as presented in Item 6.1 for adoption with effect from 1st September 2015;
- iii) approve the updating of the Scheme of Reservation and Delegation to reflect the new Committee structure and Terms of Reference (as presented at Item 6.1) for adoption with effect from 1st September 2015.