

## Item 9c

### Appendix 3

#### Section D 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 in relation to section D are summarised below.

Document	Ref	Update – Main Changes
<b>APPENDICES</b>		
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 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).