

<b>Report title</b>	Committee terms of reference <ul style="list-style-type: none"> <li>• Major Projects and Digital</li> <li>• Discovery and Commercial</li> <li>• Finance and Performance</li> </ul>
<b>Report from</b>	Committee chairs
<b>Previously discussed at</b>	July Board
<b>Link to strategic objectives</b>	All strategic objectives

### **Executive summary of report**

The terms of reference were developed following on from the Moorhouse review which proposed some changes to our committee structure to ensure comprehensive coverage of our governance. Today we are bringing forward new TORs for the three committees that are evolving from their old roles (Capital Scrutiny Committee, Strategy and Commercial Committee and Finance Committee) to their new roles (Major Projects and Digital, Discovery and Commercial, and Finance and Performance, respectively) from 1st October.

The Chair, CEO and Company Secretary worked with the existing Committee Chairs to review draft terms of reference to ensure that they are robust and provide confidence in relation to the work of the Board committees.

One of the objectives of the new TORs is to seek to ensure that a committee can take full responsibility for the assurance of an area of the Trust's activity – from the functional strategy through to the plan through to the delivery of significant projects, including assurance around the financial performance of decisions or approvals made. This is a change from our previous set up where Strategy and Commercial undertook business case sign off for any major project. We have therefore proposed changes to the SFIs and scheme of delegation appropriately, and have attached the relevant sections for approval as an appendix to this report.

The executive director membership is stated in the terms of reference. The proposed non-executive director membership, which largely follows that of the predecessor committees, is as follows:

Major Projects and Digital: David Hills (co-chair), Nick Hardie, Asif Bhatti, Adrian Morris, NED recruited to replace Vineet Bhalla (co-chair); as an interim measure the replacement for Vineet Bhalla as member of the committee and co-chair is Laura Wade-Gery.

Discovery and Commercial: Richard Holmes (chair) Laura Wade-Gery, Adrian Morris, Nick Hardie, and Andrew Dick.

Finance and Performance: Nick Hardie (chair), David Hills, Richard Holmes, and Asif Bhatti.

The terms of reference of the Audit and Risk Committee, Quality and Safety Committee and People and Culture Committee are not changing significantly and will be presented at the next board meeting for review and renewal. The membership will also be confirmed then, however in the meantime, it is proposed that as an interim measure, Laura Wade-Gery joins the People and Culture Committee as a member and chair of the committee.

Once established, the committee structure will undergo a review to assess its effectiveness and make any adjustments.

### **Quality implications**

n/a							
<b>Financial implications</b>							
The committees will have financial authority and oversight as stated in the terms of reference.							
<b>Risk implications</b>							
The committees will have risk responsibilities as stated in the terms of reference.							
<b>Action Required/Recommendation.</b>							
The board is asked to approve the terms of reference for the Major Projects and Digital Committee, the Discovery and Commercial, and the Finance and Performance; as well as the proposed membership of each, including interim arrangements for the People and Culture Committee.							
For the avoidance of doubt, the Board is also asked to approve updating the Standing Order, SFI and Scheme of Delegation to correspond with any authority approved within these terms of reference (appendix A).							
<b>For Assurance</b>		<b>For decision</b>	✓	<b>For discussion</b>		<b>To note</b>	

Appendix A – changes to Standing Order, SFI and Scheme of Delegation.

There are no specific changes to the Standing Orders needed. Standing Order

SFIs –

Currently SFI 6.2 reads ‘Approve investment and disposal proposals in accordance with the value thresholds outlined in the terms of reference of the Strategy and Commercial Committee.’

‘Strategy and Commercial Committee’ to be replaced with the following ‘Major Projects and Digital Committee, the Discovery and Commercial, and the Finance and Performance, where relevant’.

Following is an extract of the relevant sections of the scheme of delegations, with updates pertaining to the new committee terms of reference.