

Council of Governors

5 May 2022

Paper title:	Terms of Reference	Agenda Item 14.0
Presented by:	Paul Hogg, Director of Corporate Affairs	
Prepared by:	Paul Hogg, Director of Corporate Affairs	

Purpose of the report		
Good governance stipulates that there will be an annual review of the terms of reference that support groups and committees. In line with this, the terms of reference for the Council of Governors and Governor-led Committees are presented for review and approval.	For approval	X
	For discussion	
	For information	

Executive summary		
<p>There are limited proposed amendments to the Membership Development Committee terms of reference as follows:</p> <ul style="list-style-type: none"> • Replacement of 'Working Group' with 'Committee' throughout. • Section L – insertion of reference to Corporate Governance Team <p>The proposed amendments are highlighted in tracked changes below.</p> <p>The Council of Governors, Council of Governors Nomination Committee and Council of Governors Remuneration Committee Terms of Reference remain extant.</p>		
Do the recommendations in this paper have any impact upon the requirements of the protected groups identified by the Equality Act?	<p style="text-align: center;">State below 'Yes' or 'No'</p> <p style="text-align: center;">No</p>	If yes please set out what action has been taken to address this in your paper

Recommendation
<p>The Council of Governors is asked to approve the following Terms of Reference:</p> <ul style="list-style-type: none"> • Council of Governors • Council of Governors Nomination Committee • Council of Governors Remuneration Committee

- Membership Development Committee

Strategic vision				
Please mark those that apply with an X				
Providing excellent quality services and seamless access	Creating the best place to work	Supporting people to live to their fullest potential	Financial sustainability growth and innovation	Governance and well-led
				X

Care Quality Commission domains				
Please mark those that apply with an X				
Safe	Effective	Responsive	Caring	Well Led
				X

Relationship to the Board Assurance Framework (BAF)	The work contained with this report links to the following strategic risk(s) as identified in the BAF: <ul style="list-style-type: none"> • n/a
Links to the Corporate Risk Register (CRR)	The work contained with this report links to the following corporate risk(s) as identified in the CRR: <ul style="list-style-type: none"> • n/a
Compliance and regulatory implications	The following compliance and regulatory implications have been identified as a result of the work outlined in this report: <ul style="list-style-type: none"> • n/a

Council of Governors

Terms of Reference

Version:	4 <u>2</u>
Reviewed by:	Corporate Governance
Ratified by:	Council of Governors
Date reviewed:	January 2020 <u>5 May 2022</u>
Date ratified:	To be ratified 26 February 2020 <u>5 May 2022</u>
Job title of author:	Corporate Governance Manager and Deputy Trust Board Secretary
Job title of responsible Director:	Chair of the Council of Governors <u>/</u> Chair of the Trust
Date issued:	27 February 2020
Review date:	26 February 2021 <u>May 2023</u>
Frequency of review:	Annual
Amendment Summary:	

1 Name of Group

Council of Governors.

2 Composition of the Group

The membership of the Council of Governors is determined by Annex 3 of the Constitution, and is made up of both elected and appointed Governors totalling 27.

Membership is set out below.

Elected Governors (20)

Constituency	Area/ Class	Number of Governor Seats
Public (15)	Bradford East	3
	Bradford South	3
	Bradford West	3
	Craven	1
	Keighley	2
	Rest of England	1
	Shipley	2
Staff (5)	Clinical Staff Bradford District Care NHS Foundation Trust	3

	Non-Clinical Staff Bradford District Care NHS Foundation Trust	2
Appointed Governors (7)		
Local Authority Governors		
	Bradford Council	2
	Craven Council	1
Partner Organisation Governors		
	Barnardo's	1
	Bradford Assembly	1
	Bradford University	1
	Sharing Voices	1

In accordance with the Foundation Trust Code of Governance it is expected that the Council of Governors will invite the Chief Executive to attend all its general meetings, and that other Executive Directors and Non-Executive Directors will be invited to attend as appropriate. The Council may invite other non-members to attend its meetings on an ad-hoc basis, as it considers necessary and appropriate.

The Director of Corporate Affairs, as the Trust Board Secretary, shall attend each meeting and provide appropriate advice and support to the Chair of the Trust and Council members. The Corporate Governance Manager as the Deputy Trust Board Secretary will be in attendance at each meeting.

Members of the Council of Governors must ensure that wherever possible they attend every Council meeting. Attendance at meetings will be monitored and shall be reported in the Annual Report. Attendance will be monitored by the Corporate Governance Manager and Deputy Trust Board Secretary, who will act accordingly by means of escalating appropriate information to the Chair of the Trust as it arises.

3 Quoracy

No business shall be transacted at a meeting of the Council of Governors unless at least one third of the whole number of Governors elected or appointed are present. If a Governor has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of the declaration of a conflict of interest they shall no longer count towards the quorum.

Deputies: There is no constitutional provision for a deputy to attend on behalf of a Governor

Non-quorate meeting: Non-quorate meetings may go ahead unless there has been an instruction from the Chair not to proceed with the meeting. Any decisions made by the non-quorate meeting must be reviewed at the next quorate meeting.

Alternate Chair: The Chair of the Council of Governors shall be the Chair of the Trust. In the absence of the Chair of the Trust, (or in the event of the Chair declaring an interest in an agenda item) the Deputy Chair shall Chair the meeting. Should the Deputy Chair not be available (or where they too have declared an interest in an agenda item), the meeting shall be chaired by the Lead Governor, or the Deputy Lead Governor. Should the Lead Governor or the Deputy Lead Governor be unable to Chair the meeting, due to a conflict of interest, the meeting can be Chaired by any other Governor as agreed by those Governors present.

4 Meetings of the Committee

Frequency: Meetings of the Council of Governors shall be held at such times as the Council may determine, however the Council of Governors will normally meet four times a year (plus the Annual Members' Meeting) with all meetings being held in public, although this shall not preclude any items of business being conducted in private. The items taken in private will be determined in accordance with pre-arranged criteria.

A full set of papers comprising the agenda, minutes of the previous meeting and associated reports and papers will be sent to all Governors in a timely manner. The agenda, minutes and Council papers of each formal meeting (excluding any confidential private papers) shall be displayed on the Trust website.

Urgent meeting: Any Governor may, in writing to the Chair, request an urgent meeting. The Chair will normally agree to call an urgent meeting to discuss the specific matter unless the opportunity exists to discuss the matter in a more expedient manner. As agreed by the Chair, a meeting can take place via conference call or using digital technology to support a virtual meeting.

Minutes: Corporate Governance shall ensure the minutes of the meeting are taken and will also ensure these are presented to the next Council of Governors' meeting.

5 Authority

Establishment: The Trust shall establish a Council of Governors in accordance with the requirements of the NHS Act 2006, and paragraph 11 of its Constitution.

Powers: Its powers are detailed in the NHS Act 2006; Trusts' Code of Governance; and the Trust's Constitution.

Cessation: The Council of Governors is a statutory body and as such must remain for as long as it is empowered in statute.

6 Role of the Group

6.1 Purpose of the Group

The general statutory duties of the Council of Governors are to:

- hold the Non-Executive Directors to account (both collectively and individually) for the performance of the Board of Directors
- represent the interests of the members of the Trust as a whole and the interests of the public
- be consulted on the development of forward plans for the Trust and any significant changes to the delivery of the Trust's business plan.

6.2 Guiding principles for members (and attendees) when carrying out the duties of the Council of Governors

In carrying out their duties, members of the Council of Governors and any attendees must ensure that they act in accordance with the values of the Trust which are:

- we care
- we listen
- we deliver.

Governors must also abide by the “Council of Governors’ Code of Conduct which all Governors will sign as part of their induction.

6.3 Duties of the Council of Governors

The Council of Governors will be required to carry out a number of statutory duties under the NHS Act 2006 (as amended by the Health and Social Care Act 2012). These are as follows:

- appoint and, if appropriate, remove the Chair and the Deputy Chair of the Trust (as Non-Executive Directors)
- appoint and, if appropriate, remove the other Non-Executive Directors
- decide the remuneration and allowances, and the other terms and conditions of office, of the Chair of the Trust and the other Non-Executive Directors
- approve the appointment of the Chief Executive
- support the appointment of the Deputy Chair of the Trust

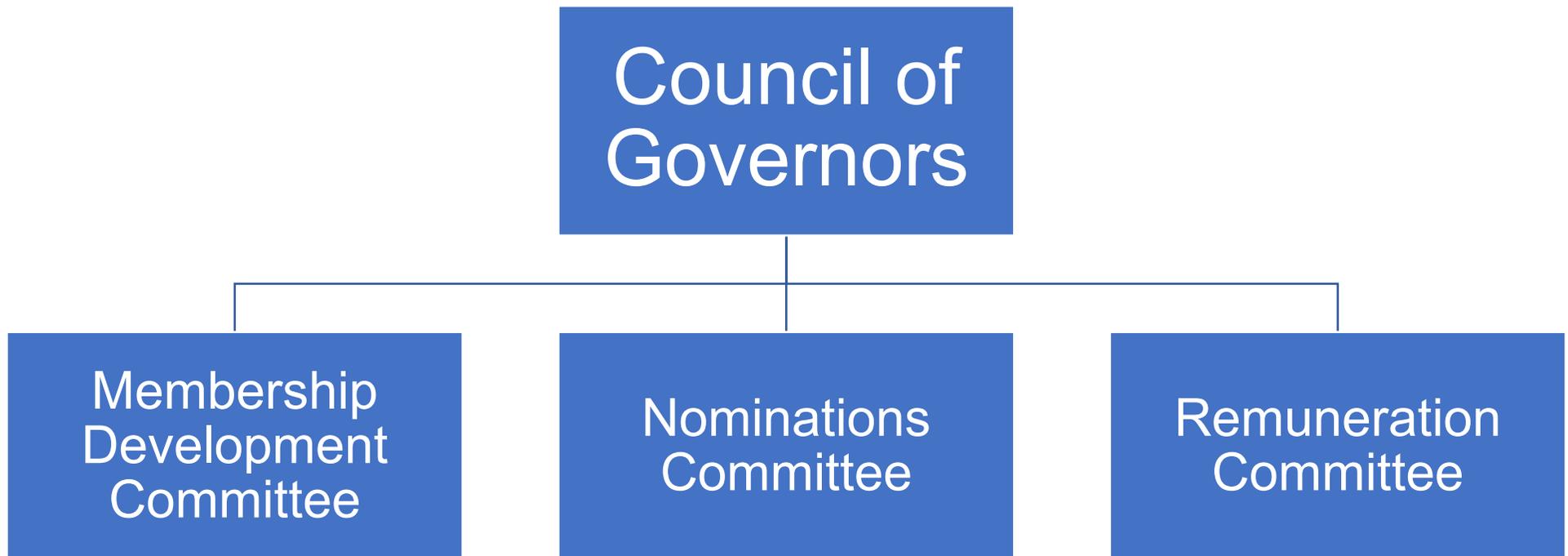
- appoint and, if appropriate, remove the Trust's auditor (i.e. the organisation that will, amongst other things, check the Trust's finances each year)
- receive the Trust's annual accounts, any report of the auditor on them and the annual report
- require one or more of the Directors or a representative of the Trust's auditors to attend a meeting to obtain information about the Trust's performance, or information about how the Directors have performed their duties in order to determine if there is a need to vote on issues concerning that performance
- approve (or not) by vote:
 - the implementation of any proposals to increase by 5% or more the proportion of its total income in any financial year attributable to activities other than the provision of goods and services for the purposes of the health service in England
 - entering into a significant transaction (a significant transaction is defined in the Constitution)
 - an application to NHS Improvement (one of our regulators) for a merger with or the acquisition of another foundation trust or NHS trust
 - an application to NHS Improvement for the separation or dissolution of the foundation trust
 - amendments to the Constitution.
- determine whether it is satisfied that any proposals to carry out activities other than the provision of goods and services for the purposes of the health service in England that the Trust proposes will not, to any significant extent, interfere with the Trust's provision of NHS services and notify the Board of its view.

The Council of Governors is also responsible for:

- considering complaints about any member of the Trust in accordance with Annex 8 of the Constitution and take action which may include expulsion from the membership of the Trust
- agreeing a clear process for the appointment of the Chair of the Trust and the other Non-Executive Directors

- supporting the process for the evaluation or appraisal of the Chair of the Trust and the other Non-Executive Directors, including the outcomes of the evaluation of the Chair of the Trust and the Non-Executive Directors
- assessing its own collective performance and its impact on the Trust and communicate to members how Governors have discharged their duties
- taking the lead in agreeing with the Audit Committee the criteria for appointing, reappointing and removing external auditors
- agreeing with the Executive Directors what information it needs to receive at its meetings
- agreeing who from amongst the Governors should be appointed as the Lead Governor, and Deputy Lead Governor
- responding as appropriate to any matter when referred by the Board of Directors
- participating in the development of the Trust's strategy and values.

7 Relationships with other groups and committees



8 Duties of the Chair

The Chair of the Council of Governors shall be responsible for:

- agreeing the agenda with Corporate Governance with support from the Director of Corporate Affairs (as the Trust Board Secretary)
- directing the meeting ensuring it operates in accordance with the Trust's values whilst ensuring all attendees have an opportunity to contribute to the discussion
- giving direction to the Corporate Governance Manager and Deputy Trust Board Secretary acting as the meeting Secretariat, and reviewing the draft minutes
- ensuring the agenda is balanced and discussions are productive
- ensuring sufficient information is presented to the Board of Directors in respect of the matters discussed by the Council.

9 Reviews of the terms of reference and effectiveness

The Terms of Reference shall be reviewed by the Corporate Governance Manager and Deputy Trust Board Secretary annually with recommendations presented to the Council of Governors for ratification. The Council of Governors should also carry out an assessment of how effectively it is carrying out its duties and act upon any recommendations for improvement.

Council of Governors – Nomination Committee
~~Ratified 26 February – one amendment agreed 2 April 2020~~

Terms of Reference

Version:	<u>45</u>
Reviewed by:	Corporate Governance
Ratified by:	Council of Governors
Date reviewed:	February 2020 <u>5 May 2022</u>
Date ratified:	Ratified 26 February 2020 – agreed amendment 02 April 2020 <u>To be ratified 5 May 2022</u>
Job title of author:	Corporate Governance Manager and Deputy Trust Board Secretary
Job title of responsible Director:	Chair of the Council of Governors Chair of the Trust
Date issued:	27 February 2020
Review date:	26 February 2021 <u>May 2023</u>
Frequency of review:	Annual
Amendment Summary:	

1 Name of Group

Council of Governors Nomination Committee.

2 Composition of the Group

The Committee will consist of five members comprised of three Governors, one of whom will be the Lead Governor, or the Deputy Lead Governor should the Lead Governor be unavailable; and two members of the Board of Directors (at least one shall be a Non-Executive Director). Membership will be disclosed in the Annual Report and Accounts.

Membership of the Committee shall be reviewed annually. Governors wishing to express an interest in joining the Committee shall discuss their nomination with the Lead Governor and Chair of the Trust.

The Director of Corporate Affairs, as the Trust Board Secretary, shall attend each meeting and provide appropriate advice and support to the Chair of the Trust and Council members. The Corporate Governance Manager as the Deputy Trust Board Secretary will be in attendance at attend each meeting.

Members of the Council of Governors must ensure that wherever possible they attend every Council meeting. Attendance will be monitored by the Corporate Governance Manager and Deputy Trust Board Secretary, who will act accordingly by means of escalating appropriate information to the Chair of the Trust as it arises.

3 Quoracy

No business shall be transacted at a meeting unless at least two Governors are present. If a Governor has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of the declaration of a conflict of interest he/she shall no longer count towards the quorum. The Chair of the Committee will have a casting vote if necessary. Another Governor can be invited to attend a Committee meeting in the absence of a Committee member.

Chair: The Chair of the Trust will be the Chair of the Committee. In the absence of the Chair, those present at the meeting will elect a Deputy Chair for the purpose of the meeting from the Governors.

Deputies: For quoracy purposes, another Governor can be invited to attend a Committee meeting in the absence of a Committee member.

Non-quorate meeting: Non-quorate meetings may go ahead unless there has been an instruction from the Chair not to proceed with the meeting. Any decisions made by the non-quorate meeting must be reviewed at the next quorate meeting.

4 Meetings of the Committee

Frequency: The Nominations Committee will meet as required, at a place and time determined by the Committee.

A full set of papers comprising the agenda, minutes of the previous meeting and associated reports and papers will be sent to all Governors in a timely manner.

Urgent meeting: Any governor may, in writing to the Chair, request an urgent meeting. The Chair will normally agree to call an urgent meeting to discuss the specific matter unless the opportunity exists to discuss the matter in a more expedient manner.

Minutes: Corporate Governance shall ensure the minutes of the meeting are taken.

5 Authority

Establishment: The Trust shall establish a Nomination Committee to support the Council of Governors to fulfil some of its duties. The Council of Governors is established in accordance with the requirements of the NHS Act 2006, and paragraph 11 of its Constitution.

Powers: Its powers are detailed in the NHS Act 2006; Monitor (NHS Improvement's) NHS Foundation Trusts' Code of Governance; and the Trust's Constitution.

Cessation: The Nominations Committee is a standing committee of the Council of Governors. It will continue to meet in accordance with these Terms of Reference until the Council of Governors determines otherwise.

6 Role of the Group

6.1 Purpose of the Group

The Council of Governors hereby resolves to establish a Committee to be known as the Nominations Committee. The overall aim of the Committee is to assist in the process of appointment of Non-Executive Directors (including the Chair).

6.2 Guiding principles for members (and attendees) when carrying out the duties of the Nomination Committee

In carrying out their duties, members of the Committee and any attendees must ensure that they act in accordance with the values of the Trust which are:

- we care
- we listen
- we deliver.

Governors must also abide by the "Council of Governors' Code of Conduct which all Governors will sign as part of their induction.

6.3 Duties of the Committee

The Council of Governors will be required to carry out a number of statutory duties under the NHS Act 2006 (as amended by the Health and Social Care Act 2012). The Nominations Committee's key objective is to make recommendations to the Council of Governors on the appointment of Non-Executive Directors (including the Chair).

The duties of the Committee will include the following:

- on expiry of the initial Non-Executive Directors' current term of appointment, to consider whether to recommend to the Council of Governors to reappoint each or any retiring Non-Executive Director
- to ask the Board of Directors to identify suitable candidates if the Council of Governors does not make a reappointment
- to consider suitable candidates identified by the Board of Directors

- to ensure plans are in place for the orderly succession for appointments to the Board
- to make recommendations to the Council of Governors on each appointment taking into account the job description and person profile drawn up by the Board of Directors.

7 Relationships with other groups and committees



8 Duties of the Chair

The Chair of the Nominations Committee shall be responsible for:

- agreeing the agenda with Corporate Governance with support from the Director of Corporate Affairs (as the Trust Board Secretary)
- directing the meeting ensuring it operates in accordance with the Trust's values whilst ensuring all attendees have an opportunity to contribute to the discussion
- giving direction to the Corporate Governance Manager and Deputy Trust Board Secretary acting as the meeting Secretariat, and reviewing the draft minutes
- ensuring the agenda is balanced and discussions are productive
- ensuring sufficient information is presented to the Board of Directors in respect of the matters discussed by the Committee.

9 Reviews of the terms of reference and effectiveness

The Terms of Reference shall be reviewed by the Corporate Governance Manager and Deputy Trust Board Secretary annually with recommendations presented to the Council of Governors for ratification.

Council of Governors – Remuneration Committee

Terms of Reference

Version:	<u>34</u>
Reviewed by:	Corporate Governance
Ratified by:	Council of Governors
Date reviewed:	February 2020 <u>5 May 2022</u>
Date ratified:	To be ratified 26 February 2020 <u>5 May 2022</u>
Job title of author:	Corporate Governance Manager and Deputy Trust Board Secretary
Job title of responsible Director:	Chair of the Council of Governors Chair of the Trust
Date issued:	27 February 2020
Review date:	26 February 2021 <u>May 2023</u>
Frequency of review:	Annual
Amendment Summary:	

1 Name of Group

Council of Governors Remuneration Committee.

2 Composition of the Group

The Committee will consist of five members who will be Governors, one of whom will be the Lead Governor, or the Deputy Lead Governor should the Lead Governor be unavailable. Membership will be disclosed in the Annual Report and Accounts.

Membership of the Committee shall be reviewed annually. Governors wishing to express an interest in joining the Committee shall discuss their nomination with the Lead Governor, and Chair of the Trust.

The Chair of the Trust shall attend each meeting in their role of Chair of the Council of Governors. The Director of Corporate Affairs, as the Trust Board Secretary, shall attend each meeting and provide appropriate advice and support to the Chair of the Trust and Council members. The Corporate Governance Manager as the Deputy Trust Board Secretary will be in attendance at attend each meeting.

Members of the Council of Governors must ensure that wherever possible they attend every Council meeting. Attendance will be monitored by the Corporate Governance

Manager and Deputy Trust Board Secretary, who will act accordingly by means of escalating appropriate information to the Chair of the Trust as it arises.

3 Quoracy

No business shall be transacted at a meeting unless at least two Governors are present. If a Governor has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of the declaration of a conflict of interest he/she shall no longer count towards the quorum. The Chair of the Committee will have a casting vote if necessary.

Chair: The Chair of the Trust will be the Chair of the Committee. In the absence of the Chair, those present at the meeting will elect a Deputy Chair for the purpose of the meeting from the Governors.

Deputies: For quoracy purposes, another Governor can be invited to attend a Committee meeting in the absence of a Committee member.

Non-quorate meeting: Non-quorate meetings may go ahead unless there has been an instruction from the Chair not to proceed with the meeting. Any decisions made by the non-quorate meeting must be reviewed at the next quorate meeting.

4 Meetings of the Committee

Frequency: The Remuneration Committee will meet as required, at a place and time determined by the Committee.

A full set of papers comprising the agenda, minutes of the previous meeting and associated reports and papers will be sent to all Governors in a timely manner.

Urgent meeting: Any Governor may, in writing to the Chair, request an urgent meeting. The Chair will normally agree to call an urgent meeting to discuss the specific matter unless the opportunity exists to discuss the matter in a more expedient manner.

Minutes: Corporate Governance shall ensure the minutes of the meeting are taken.

5 Authority

Establishment: The Trust shall establish a Remuneration Committee to support the Council of Governors to fulfil some of its duties. The Council of Governors is established in accordance with the requirements of the NHS Act 2006, and paragraph 11 of its Constitution.

Powers: Its powers are detailed in the NHS Act 2006; Monitor (NHS Improvement's) NHS Foundation Trusts' Code of Governance; and the Trust's Constitution.

Cessation: The Remuneration Committee is a standing committee of the Council of Governors. It will continue to meet in accordance with these Terms of Reference until the Council of Governors determines otherwise.

6 Role of the Group

6.1 Purpose of the Group

The Council of Governors hereby resolves to establish a Committee to be known as the Remuneration Committee. The overall aim of the Committee is to ensure an appropriate level of remuneration and allowances for the Chair and Non-Executive Directors.

6.2 Guiding principles for members (and attendees) when carrying out the duties of the Remuneration Committee

In carrying out their duties, members of the Committee and any attendees must ensure that they act in accordance with the values of the Trust which are:

- we care
- we listen
- we deliver.

Governors must also abide by the “Council of Governors’ Code of Conduct which all Governors will sign as part of their induction.

6.3 Duties of the Committee

The Council of Governors will be required to carry out a number of statutory duties under the NHS Act 2006 (as amended by the Health and Social Care Act 2012). The Remuneration Committee’s key objective is reviewing the levels of remuneration and allowances for the Chair and Non-Executive Directors.

The duties of the Committee will include the following:

- on consider annually the level of remuneration of the Chair and Non Executive Directors
- make recommendations to the Council of Governors on any increases in remuneration
- undertake, at least every three years (and when it is intended to make a material change to remuneration), an assessment of remuneration levels (this will be through the use of external professional advisers). If an external assessment is not deemed necessary, ensure the reason(s) for this are incorporated into the minutes of the meeting and reported through the Annual Report.

7 Relationships with other groups and committees



8 Duties of the Chair

The Chair of the Remuneration Committee shall be responsible for:

- agreeing the agenda with Corporate Governance with support from the Director of Corporate Affairs (as the Trust Board Secretary)
- directing the meeting ensuring it operates in accordance with the Trust's values whilst ensuring all attendees have an opportunity to contribute to the discussion
- giving direction to the Corporate Governance Manager and Deputy Trust Board Secretary acting as the meeting Secretariat, and reviewing the draft minutes
- ensuring the agenda is balanced and discussions are productive
- ensuring sufficient information is presented to the Board of Directors in respect of the matters discussed by the Committee.

9 Reviews of the terms of reference and effectiveness

The Terms of Reference shall be reviewed by the Corporate Governance Manager and Deputy Trust Board Secretary annually with recommendations presented to the Council of Governors for ratification.

Membership Development ~~Working Group~~Committee

Terms of Reference

Version:	2
Reviewed by:	Corporate Governance
Ratified by:	Council of Governors
Date reviewed:	May 2022
Date ratified:	To be ratified 5 May 2022
Job title of author:	Corporate Governance Manager and Deputy Trust Board Secretary
Job title of responsible Director:	Chair of the Council of Governors Chair of the Trust
Date issued:	
Review date:	May 2023
Frequency of review:	Annual
Amendment Summary: <u>1. Replacement of 'Working Group' with 'Committee' throughout.</u> <u>2. Section L – insertion of reference to Corporate Governance Team</u>	

A. Overall aim or purpose:

The Council of Governors hereby resolves to establish a ~~Working Group~~Committee to be known as the Membership Development ~~Working Group~~Committee. The overall aim of the ~~Working Group~~Committee is to ensure the Trust recruits a membership which is representative of the local community and offers opportunities for the membership to engage in the work of the Trust.

B. Key objectives:

The Membership Development ~~Working Group~~Committee's key objective is to assist the Trust in the delivery of its Membership Strategy.

C. Specific areas of responsibility:

The duties of the ~~Working Group~~Committee will include the following:

- to review the Trust's current Membership Strategy;
- to produce an action plan with a view to increasing/engaging the public membership;

- to play a significant role in ensuring the membership is representative of the population the Trust serves;
- to provide **twice-yearly** updates about the Membership strategy to the Council of Governors;
- **to report on its activities to the membership through the Annual Report;**
- to develop a plan to engage with existing and future membership of the Trust; and
- to consider member-related issues affecting the Annual Plan and Annual Report.

D. Chair:

The Chair of the ~~Working Group~~Committee will be appointed by **the ~~Working Group~~Committee members**. In the absence of the Chair, the meeting will elect a Chair for the purpose of the meeting.

E. Members:

The ~~Working Group~~Committee shall consist of not less than five Governors appointed by the Council of Governors at a formal meeting. Membership of the ~~Working Group~~Committee will be disclosed in the Annual Report.

F. Accountable to:

The Membership Development ~~Working Group~~Committee is accountable to the Council of Governors. The minutes of the Membership Development ~~Working Group~~Committee shall be formally recorded and submitted to the Council of Governors.

G. Accountable for:

There are no formal lines of accountability between the Membership Development ~~Working Group~~Committee and other Governor Committees.

H. Roles

The duties of the Chair of the ~~Working Group~~Committee will be to:

- ensure that the Governors are informed as to the deliberations of the ~~Working Group~~Committee;
- ensure that minutes of the ~~Working Group~~Committee are an accurate reflection of discussions;
- **ensure all members of the ~~Working Group~~Committee have an opportunity to contribute to discussions at meetings; and**

- attend or designate another member of the ~~Working Group Committee~~ to attend public meetings of the Council of Governors as appropriate, to answer any questions related to the work of the ~~Working Group Committee~~.

Minutes and administration of the meeting are undertaken through the **Deputy** Trust Secretary.

I. Frequency of Meetings:

The Membership Development ~~Working Group Committee~~ will meet at least half yearly or as required, at a place and time determined by the ~~Working Group Committee~~.

J. Frequency of Attendance:

Members of the ~~Working Group Committee~~ will be expected to attend at least one meeting a year. Attendance will be monitored by the **Deputy** Trust Secretary.

K. Quorum:

Four members of the ~~Working Group Committee~~ will constitute a quorum. The Chair of the Committee will have a casting vote if necessary.

L. Record Keeping:

Archives of minutes and papers relating to the Membership Development ~~Working Group Committee~~ can be obtained from the **Governor portal or through the Membership office** ~~Corporate Governance Team~~.

M. Lifespan of meeting:

The Membership Development ~~Working Group Committee~~ is a standing ~~Working Group Committee~~ of the Council of Governors. It will continue to meet in accordance with these Terms of Reference until the Council of Governors determines otherwise.

N. Other matters: attendance

The Chief Executive and/or other members of the Trust may be invited to attend meetings as the Chair of the ~~Working Group Committee~~ may decide. The Trust Secretary and/or the Deputy Trust Secretary will be in attendance at all meetings.

O. Monitoring arrangements

All elements of the Membership Development ~~Working Group Committee~~ Terms of Reference will be monitored annually by the **Deputy** Trust Secretary and reported **to** the Council of Governors through the Trust's Annual Report.