

Board and Committee Governance Review

**Public Board Meeting
27 November 2025**

Presented for:	Information, Assurance and Approval
Presented by:	Jo Bray, Company Secretary
Author:	Jo Bray, Company Secretary, and, Victoria Hewitt, Trust Board Administrator
Previous Committees:	Early discussions 23 October 2024 Board Timeout, and further work at the Executive Team meeting 10 November 2025

Risk Appetite Framework			
Level 1 Risk	Level 2 Risks	(Risk Appetite Scale)	Impact
External Risk	Legal & Governance Risk - We will operate the Trust in compliance with the Law and UK Corporate Governance Code, where applicable.	Averse	Moving Towards
External Risk	Regulatory Risk - We will comply with or exceed all regulations, retain its CQC registration and always operate within the law.	Averse	Moving Towards

Key points	
The report provides an update of the review process of the duties of the Trust Board and its delegated authority to its Committees.	Information Assurance
The Board are asked to: <ul style="list-style-type: none"> Agree to the restructuring of the Board agendas, with the use of the six pillars of the Provider Capability Assessment requirements. Approve the current draft Forward Plan for the Board, with delegation to the Director of Corporate Affairs for the remaining few reports to be clarified as required. Approve the revised Committee structure and Terms of Reference for the assurance Committees of the Board. The updated Terms of Reference will be cited within Standing Orders. 	Approval
Delegate to the Committee Chairs and respective Executive Direct to finalise the draft work plans of the assurance Committees.	Assurance Delegation

1. Process to date

The Secretariat Team has been completing a reflect and reset of the Forward Plan and Corporate Calendar of the Board. This has included a re-evaluation of the duties of the Board and how these are aligned to assurances provided from its Committees. This work had been prompted by the agreed action within the draft LTH Improvement Plan (to be approved at agenda item 10.2(i)) to review the Trusts corporate governance systems following the CQC Well-led inspection and publication of the report in September.

As part of this reset the alignments of key governance publications have been reviewed, alongside examples of Committee structures from other NHS Trust Boards who have received an Outstanding rating in their CQC Well-led reviews. The following publications have been reviewed as part of this exercise:

- Provider License
- CQC Well-led Framework
- NHSE Insightful Board
- NHSE Code of Governance
- NHSE Provider Capability Assessment
- The Healthy NHS Board

Consideration was also given to the Trusts vision and multi-year goals to ensure these were incorporated into Committees work programmes and Terms of Reference.

2. Update

The requirements and duties of the Board have been collated and where applicable aligned to a Committee, (noting that for some areas the Board will remain the principal route of information and assurance, as duties cannot be delegated). As part of this work, a mapping exercise has taken place to align individual duties against categories within the Board Assurance Framework (BAF), CQC Well-led Framework and Provider Capability Assessment to identify any gaps or duplication.

The Forward Plan for the Board has been re-set from the described process and is set out in Appenidx 4 for Board approval. There are some elements of reporting schedules which need to be confirmed, and the Board is asked to delegate authority to the Director of Corporate Affairs to finalise these. The Forward Plan is restructured under the six pillars cited in the Provider Capability Assessment, and therefore moving forward subsequent self-assessment should be clearer to collate against the evidence required by NHS England to support future submission. It is also proposed that the agenda for Board meetings are re-structured under these six pillars too.

A revised Committee structure is recommended which would see the closure of the Research and Innovation (R&I), Infrastructure and Digital, Informatics and Technology (DIT) Committees with their key lines of assurance incorporated into the remaining Committees, and/or the revised use of Management Groups reporting into respective Executive Directors. It is also proposed that the Workforce Committee be re-named to become the People and Culture Committee as a better reflection of its delegated duties.

The updated proposed structure and overview of key responsibilities is included at Appendix 1. It should be noted that this will impact a refresh of meeting dates and at present it is proposed that the meeting schedule of the People and Culture (formerly Workforce)

Committee be amended to alternative months with the Board which may impact the scheduling of its sub-committee structure.

The proposed Committee structure of the Board moving forward will be; Remuneration, Audit, Finance & Performance, People & Culture, and Quality Assurance Committees, alongside the establishment of a new Perinatal Improvement Assurance Committee (which will be time limited and reviewed at six and 12 months aiming for closure at this point).

Following on from comments at the Board Timeout in October the Committee Membership has also been reviewed and reset, and NED Membership strengthened to support increased focus on curiosity and assurance. There are three new NED colleagues joining the Board, that will need supporting during their period of induction. A summary of the updated NED and Executive Director membership is included below:

Committee	Non-Executive	Executive
Audit Committee	Gillian Taylor – Chair Jo Koroma Andrew Greenwood Ricky Singh - <i>incoming</i> <i>Associate NED for succession planning and future Chair</i>	Jenny Ehrhardt Jo Bray
Finance & Performance Committee	Mark Burton – Chair Gillian Taylor Mike Baker Andrew Greenwood	Jenny Ehrhardt Tim Hiles Craig Richardson Jo Bray
Quality Assurance Committee	Laura Stroud - Chair Phil Corrigan - <i>until 31 March 2026</i> Amanda Stainton Angela Graves Simon Le Clerc - <i>incoming NED</i>	Magnus Harrison Beverley Geary Tim Hiles Jo Bray
People & Cultures Committee	Amanda Stainton – Chair Mark Burton Mike Baker Jo Koroma	Kate Sims Craig Richardson Paul Jones Jo Bray
Perinatal Improvement & Assurance Committee	Phil Corrigan - Chair (until 31 March 2026) Simon Le Clerc – <i>incoming</i> <i>Chair from April</i> Gillian Taylor Angela Graves Amrit Riat- <i>incoming</i> <i>Associate NED</i>	Beverly Geary Magnus Harrison Jo Bray
<i>Remuneration Committee</i>	<i>All Non-Executives</i>	<i>By invitation only– Chief Executive and/or Chief People Officer</i>

Updated draft Terms of Reference for each of the revised Committees are included at Appendix 2. These Terms of Reference are underpinned by individual Committee work plans to deliver the delegated duties of the Board. The draft workplans will be reviewed in detail with the respective Committee Chair and Executives, however the Board is requested to approve delegation for this review work ready for implementation from 1 January 2026.

Committee's will follow a principle of Assure, Advise and Alert with delegation of duties from the Board and escalation of operational issues from the Executive Team. A standard template, for use by Committee Chairs to report to Board, will be developed ready for January and again will be modelled on best practice used by peer trusts rated as outstanding by the CQC in Well-led.

The Risk Management Committee (RMC), as a 'Management Committee' has historically reported to Board, however it is proposed that moving forward that assurance from this Committee will be provided via an assurance paragraph within the CEO report, citing any key changes to the Corporate Risk register or Board Assurance Framework. The Chair of the Audit Committee has also historically observed this meeting, which will no longer take place. Wider aspects of feedback in relation to the RMC within the Well-led report will be addressed moving forward via the Executive Team.

The use of patient and staff story at the start of a Board and Committee meetings has also been reviewed. These will be retained for the Board and People & Culture Committee and will demonstrate listening and learning with a focus to improvements made. In addition, the Finance & Performance Committee will receive a verbal patient or staff story each quarter with staff attending and themes alternating between waste reduction and productivity/transformation. These changes will release staff time within the Patient Experience Team to focus on direct patient engagement work.

Alongside the governance review of Board and Committees (as described above), the Secretariat Team have commenced review of Executive Job Descriptions. All Executives have reviewed and where required updated their job descriptions. These are to be reviewed by the Chief Executive and Chief People Officer for endorsement. Using the defined accountabilities set out in each Job Description, these have been mapped to actions that are operational management duties, versus key accountabilities that are required to be reported to either the Board, or one of its Committees (or both) for assurance. These accountabilities and assurance are reflected with the Terms of Reference for Board Committees.

3. Next steps

The Secretariat Team will provide updated templates for Committee governance documents (Agenda/ ToR/ Workplans/ Reports/ Committee Chairs Reports to Board (modelled on triple-A reporting)/ Committee Annual Reports) to provide consistency to reporting and include prompts within reports to focus on area of assurance with a view to implement the updated structure from January 2026.

As summarised in the diagram at Appendix 3 work to date addresses the requirements of reporting to Board, the role and function of our assurance Committees moving forward, and the interface of Executive accountabilities with flow for assurance reporting to Board and Committees. Further work will review the tiers of reporting:

- Within each Executive Portfolio.
- Collective reporting to Executives from CSUs – what and why.

- The role and function of the weekly Executive Team meeting.
- The Executive interface and accountability of the reporting by CSUs.

4. Risk

The implementation of the proposed revised Committee structure will support the Trust in its averse risk appetite to external risk with the proposed changes aligning to the required duties of the Board as defined in NHS governance documentation and in best practice. The proposition also supports the recommendations arising from the recent CQC Well-led findings and supports the actions within the LTHT Improvement Plan.

5. Conclusion

The Board are asked:

- To note the review and re-alignment work that has taken place for the governance review of the Board and Committees.
- To agree to the restructuring of the Board agendas, with the use of the six pillars of the Provider Capability Assessment requirements.
- To approve the current draft Forward Plan for the Board, with delegation to the Director of Corporate Affairs for the remaining few reports to be clarified as required.
- To approve the Committee structure and Terms of Reference for the assurance Committees of the Board. The updated Terms of Reference will be cited within Standing Orders.
- To delegate authority to the Committee Chairs and respective Executive Direct to finalise the draft work plans of the assurance Committees.

The following documents are to be circulated with this report:

- Appendix 1 - Revised Draft Committee Structure Diagram
- Appendix 2 (i-vi) - Revised Draft Committee Terms of Reference
- Appendix 3 - Diagram of the work to review assurance vs operational management structures for Board
- Appendix 4 - Forward Plan of the Board
- Appendix 5 (i-v) - Draft Forward Work Plans for each Committee