

**SCHEME FOR THE CORPORATE GOVERNANCE OF**

**ST KENTIGERN’s HOSPICE**

**1 Introduction**

The Board of Trustees are the custodians of the aims and objectives of the charity as set out in the Memorandum and Articles of Association. It is responsible for guiding and shaping policies by which these aims and objects are achieved, and of establishing the philosophy of care which is at the heart of the vision of the Hospice.

**2 Roles**

To manage successfully it is essential that Trustees and Senior Managers work together as an effective team. This requires a clear understanding of their respective roles which are:

**Trustees (Acting as a Board)**

1. To ensure that the aims and requirements of the Memorandum and Articles of Association are met.
2. To appoint the Chief Executive.
3. To determine with the Chief Executive and Senior Managers the strategy and development programme of the Hospice including business plans and budgets.
4. To ensure that appropriate resources (personnel, finance and material) are secured to achieve policy objectives.
5. To ensure that the Hospice is operating within the constraints of the law.
6. To ensure that there is effective general and financial management and control of assets.
7. To monitor the performance of the Hospice and the Chief Executive. To ensure that s/he may and does manage the Hospice effectively (note that it is **NOT** the role of the Trustees to manage the Hospice).
8. To appoint suitable persons with an appropriate balance of skills to the Board.
9. To appoint the Chairman and Deputy Chairman of the Board and determine a committee structure including membership and delegated powers.
10. To account to the community and any other body who may purchase and/or use the services of the Hospice.

**Chairman**

1. To lead the Board in ensuring that it fulfils its role.
2. To work in partnership with the Chief Executive and Managers in helping them to fulfil their roles
3. To act as an interface between the Board and the Chief Executive.
4. To ensure that the Hospice’s high standing within the community is maintained.
5. To attend committee / ad hoc forums if Chairman or committee wish.

**Chief Executive**

1. To lead the Senior Managers to maximise the efficiency and caring atmosphere of the Hospice.
2. To ensure the aims and objectives of the Hospice are delivered.
3. To develop and recommend to the Board, strategies, policies, financial disciplines and procedures which will continuously improve the effectiveness and efficiency of Hospice operations.
4. To establish and maintain effective systems of performance management, corporate and clinical governance.
5. To create a healthy, safe and enriching environment for staff to work in.
6. To instil a supportive management culture within the Hospice.

**Chief Executive and Senior Managers**

1. To individually manage their own specific areas of responsibility.
2. To attend Board meetings, and, while they are not entitled to vote, they should otherwise play a full part in the deliberations of the meetings as if they were Board Members, except in relation to such parts of a Board meeting which the Chairman decides are private.
3. To operate within the policy, plan and budget laid down by the Board.
4. To provide timely management reports to the Board and keep the Chairman briefed on appropriate matters.

**Matters Reserved to the Board**

It is the intention of the Board by this scheme to delegate some of its functions and responsibilities to four committees, and the strategic and operational management to the Chief Executive and the senior management team. The following matters are however specifically reserved for decision by the Board:

1. Mission, values and other matters relating to the philosophy of the Hospice
2. The determination and review of overall strategy and policy
3. The approval of operational plans and a budget for each financial year and any variations thereto in excess of delegated limits
4. Approval of the Statutory Accounts and Director’s Annual Report
5. Electing its Chairman and Vice Chairman
6. Appointing new members of the Board and members of the Association
7. The appointment of independent auditors and honorary officers such as the President, Vice Presidents and Patrons
8. The approval of the senior management structure, the Chief Executive’s and senior manager’s terms and conditions.
9. Ultimate authority on investment matters.
10. Other matters within the terms of the Memorandum and Articles of Association not specifically delegated to committees.
11. The determination from time to time of the committee structure and the powers delegated to individual committees.
12. Appointment of Chairmen and membership of committees.
13. Appointment of Chairmen of Advisory Groups and annual confirmation of advisory group membership.

**Establishment of Committees**

In exercise of its powers contained in paragraph 60 of the Memorandum and Articles of Association the Board hereby establishes the following executive committees:

1. Finance Committee
2. Quality and Safety Committee
3. General Purposes Committee
4. Audit Committee

**3 Committee Remit**

The remit for each committee is set out below with items indicating delegated authority. All uses of delegated powers will be reported to the next Board meeting. Investment matters will be reviewed regularly to the Finance Committee and to the Board by way of the minutes of the Finance Committee and the annual report.

**4 Finance Committee**

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| **FINANCE COMMITTEE TERMS Of REFERENCE** |

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| **1.Constitution** |

1.1 The Finance Committee (the Committee) was established as a Committee of the St Kentigern Hospice and Palliative Care Centre and was constituted from 1 April 2013.

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| **2.Membership** |

2.1 The membership of the Committee shall comprise:

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| **Title** |
| 3 x Trustees – one of which is Chair |
| Co-opted Members |

2.2 The following officers of the Hospice should attend the committee meeting:

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| Chief Executive Officer |
| Operational Manager |
| Finance Manager |
| Other Officers will attend depending upon the business being considered |
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| The Chairman of the Hospice is an ex-offico member of the Committee |

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| **3.Quorum and Attendance** |

3.1 A quorum shall consist of no less than 2 of the Trustees.

3.2 The membership of the Committee shall be determined by the Board, based on the recommendation of the Hospice Chair – taking into account the balance of skills and expertise necessary to deliver the Committee’s remit.

3.3 Any senior manager of the Hospice or partner organisation will, where appropriate, be invited to attend.

3.4 The Committee may also co-opt additional independent ‘external’ experts from outside the organisation to provide specialist skills.

3.5 The Chair of the Finance Committee shall have reasonable access to the Chief Executive and other relevant staff.

3.6 The Committee may ask any of all of those who normally attend but who are not members to withdraw to facilitate open and frank discussion of particular matters if appropriate.

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| **4. Principal Duties** |

4.1 To act on behalf of the Board and provide advice and recommendations in the following:

* Financial Management of the Hospice
* Income Generation
* Investment Strategy

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| **5. Operational Responsibilities** |

**A Financial Management**

1. To oversee the longer-term strategic planning of the Hospice’s finances.
2. To oversee the preparation of the annual budget plan and ensure it links to the Hospice development plan priorities agreed by the Board of Trustees.
3. To oversee the final budget or recommend it for approval to the Board of Trustees.
4. To agree the level of delegation to the Chief Executive for the day-to-day financial management of the Hospice.
5. To monitor expenditure and ensure corrective action is taken where necessary.
6. To evaluate spending to ensure value for money is provided within the Hospice.
7. To approve transfer between budget headings within agreed limits.
8. To ensure accurate accounts are kept.
9. To ensure key financial decisions are properly recorded.
10. To ensure a register of pecuniary and business interests for Trustees and staff is kept and is open to inspection.
11. To make decisions in respect of Service Level Agreements and contracts.
12. To ensure the Hospice meets the relevant statutory deadline for Charity Commission Submission of accounts.
13. Facilitate the preparation of the Annual Accounts and Annual Financial Report.

**B Income Generation**

1. Monitor the work of the Fundraising Department to maximise Hospice Income and provide formal reports to the Board.
2. On behalf of the Board oversee the Hospice Lottery to ensure that it is complying with statutory requirements.

NB It is recognised that to comply with Gambling Commission Regulations the Lottery is formally accountable to the Board of Trustees.

1. Monitor the financial performance of the Retail arm of the Hospice. Where appropriate make recommendations to the General Purposes Committee, Chief Executive Officer and Retail Management regarding the financial well-being of the Retail Department.

**C Investment Strategy**

1. Develop and oversee an Investment Strategy for the Hospice.
2. Appointment of Investment Advisors to the Hospice.
3. Present an Annual Investment Report to the Board of Trustees.

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| **6. Standing Agenda Items** |

6.1 Standing Agenda Items:

6.1.1 Declarations of Interest

6.1.2 Monitor Committee Action Table

6.1.3 Monitor Committee Risk Register – annually

6.1.4 Review Terms of Reference - annually

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| **7.Agenda and Papers** |

7.1 The Secretary of the Committee is to hold an agenda setting meeting with the Chair of the Committee and the Chief Executive at least 2 weeks before the meeting date.

7.2 The agenda will be based around the Committee work plan, matters arising and requests from Committee members. Following approval, the agenda and timetable for papers will be circulated to all committee members.

7.3 All papers must be approved by the Committee Chairman in conjunction with the Chief Executive Officer.

7.4 The agenda and papers for meetings will be distributed one week in advance of the meeting.

7.5 The minutes and action log will be circulated to members in a timely manner to check the accuracy. The minutes must be an accurate record of the meeting which capture the discussions that take place.

7.6 Members must forward amendments to the Secretary within the next 7 days. The Secretary will then forward the final version to the Committee Chair for approval.

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| **8 Frequency of Meetings** |

8.1 The Committee will meet and shall agree a schedule of meetings at least 12 months in advance. Additional meetings will be arranged as determined by the Chair of the Committee in discussion with the Chief Executive, and/or Chairman of Hospice.

8.2 The Chair of the Committee, in discussion with the Secretary shall determine the time and the place of meetings of the Committee and procedures of such meetings.

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| **9.Accountability, Responsibility and Authority** |

9.1 Although the Board has delegated authority to the Committee for the exercise of certain functions as set out within these terms of reference, it retains overall responsibility and accountability for the work of the Committee.

9.2 The Committee is directly accountable to the Board for its performance in exercising the functions set out in these terms of reference.

9.3 The Committee is authorised by the Board to investigate or have investigated any activity within its terms of reference. In doing so, the Committee shall have the right to inspect any books, records or documents of the Hospice relevant to the Committee’s remit and ensuring patient/client and staff confidentiality, as appropriate.

It may seek any relevant information from any:

9.3.1 employee (and all employees are directed to cooperate with any reasonable request made by the Committee); and

9.3.2 other committee, sub-committee or group set up by the Board to assist it in the delivery of its functions.

9.4 The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers it necessary, in accordance with the Board’s procurement, budgetary and other requirements.

9.5 The Committee shall embed the Hospice corporate standards, priorities and requirements, e.g. equality and human rights through the conduct of its business.

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| **10 Reporting** |

10. The Committee, through its Chair and members, shall work closely with the Board’s other committees, including joint (sub) committees and groups to provide advice and assurance to the Board through the:

10.1.1 joint planning and co-ordination of Board and Committee business;

10.1.2 and sharing of information;

10.2 In doing so, contributing to the integration of good governance across the organisation, ensuring that all sources of assurance are incorporated into the Board’s overall risk and assurance framework.

10.3 The Committee Chair shall:

10.3.1 Report formally, regularly and on a timely basis to the Board on the Committee’s activities. This includes written updates on activity and the submission of committee minutes.

10.3.2 Bring to the Board’s specific attention any significant matters under consideration by the Committee;

10.3.3 Ensure appropriate escalation arrangements are in place to alert the Hospice Chair, Chief Executive or Chairs of other relevant committees of any urgent/critical matters that may compromise patient care and affect the operation and/or reputation of the Hospice.

10.4 The Board may also require the Committee Chair to report upon the committee’s activities at public meetings, eg AGM or to community partners and other stakeholders, where this is considered appropriate, eg where the committee’s assurance role relates to a joint or shared responsibility.

10.5 The Chief Executive, on behalf of the Board, shall oversee a process of regular and rigorous self-assessment and evaluation of the Committee’s performance and operation including that of any sub committees established.

**5 Quality and Safety Committee**

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| **QUALITY AND SAFETY COMMITTEE TERMS OF REFERENCE** |

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| **1.Constitution** |

1.1 The Quality and Safety Committee (the Committee) was established as a Committee of the St Kentigern Hospice and Palliative Care Centre and was constituted from 1 April 2013.

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| **2.Membership** |

2.1 The membership of the Committee shall comprise:

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| **Title** |
| Trustee (Chair) |
| 4 x Trustees |

2.2 The following officers of the Hospice should attend the committee meeting:

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| **Title** |
| Chief Executive |
| Matron |
| Clinical Services Manager |
| Other Medical and Nursing input as required |
| Lay members |
| Patient Representative/Carer |

NB. The Chairman of the Hospice is entitled to attend as an ex-officio member.

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| **3.Quorum and Attendance** |

3.1 A quorum shall consist of no less than 3 of the Trustees.

3.2 The membership of the Committee shall be determined by the Board, based on the recommendation of the Hospice Chair – taking into account the balance of skills and expertise necessary to deliver the Committee’s remit.

3.3 Any senior manager of the Hospice or partner organisation will, where appropriate, be invited to attend.

3.4 The Committee may also co-opt additional independent ‘external’ experts from outside the organisation to provide specialist skills.

3.5 The Chair of the Quality and Safety Committee shall have reasonable access to the Chief Executive and other relevant staff.

3.6 The Committee may ask any of all of those who normally attend but who are not members to withdraw to facilitate open and frank discussion of particular matters if appropriate.

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| **4. Principal Duties** |

4.1 The purpose of the Quality and Safety Committee is to provide:

4.1.1 Evidence based and timely advice to the Board to assist it in discharging its functions and meeting its responsibilities with regard to the quality and safety of palliative care; and

4.1.2 Assurance to the Board in relation to the Hospice arrangements for safeguarding and improving the quality and safety of patient centred palliative care in accordance with its stated objectives and the requirements and standards determined for Hospices in Wales.

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| **5. Operational Responsibilities** |

5.1 The Committee will, in respect of its provision of advice to the Board:

5.1.1 Oversee the initial development of the Hospice strategies and plans for the development and delivery of high quality and safe services, consistent with the Board’s overall strategic direction and any requirements and standards set for Hospices in Wales.

5.1.2 Consider the implications for quality and safety arising from the development of the Hospice corporate strategies and plans or those of its stakeholders and partners.

5.1.3 Consider the implications for the Hospice quality and safety arrangements from review/investigation reports and actions arising from the work of external regulators.

5.2 The Committee will, in respect of its assurance role, seek assurances that governance (including risk management) arrangements, in respect of quality and safety issues, are appropriately designed and operating effectively to ensure the provision of high quality safe healthcare and services across the whole of the Hospice’s activities.

5.3 To achieve this, the Committee’s programme of work will be designed to ensure that, in relation to all aspects of quality and safety:

5.3.1 There is clear, consistent strategic direction, strong leadership and transparent lines of accountability;

5.3.2 The organisation, at all levels, has a citizen centred approach, putting patients, patient safety first and safeguarding above all other considerations;

5.3.3. The care planned or provided across the breadth of the organisation’s functions is consistently applied, based on sound evidence, clinically effective and meeting agreed standards;

5.3.4 The organisation, at all levels has the right systems and processes in place to deliver, from a patient’s perspective – efficient, effective, timely and safe services;

5.3.5 The workforce is appropriately selected, trained, supported and responsive to the needs of the service, ensuring that professional standards and registration/revalidation requirements are maintained;

5.3.6 There is an ethos of continual quality improvement and regular methods of updating the workforce in the skills needed to demonstrate quality improvement throughout the operation;

5.3.7 There is a good team working, collaboration and partnership working to provide the best possible outcome for its citizens;

5.3.8 Risks contained within the Quality and Safety Risk Register are actively identified and robustly managed at all levels of the organisation;

5.3.9 Decisions are based upon valid, accurate, complete and timely data and information;

5.3.10 There is continuous improvement in the standard of quality and safety across the whole organisation – continuously monitored through the Quality Dashboard, Standards for Hospice Services in Wales and any other inspection regime relating to quality and safety;

5.3.11 Ensure compliance with HSE reviews and Healthcare Standards Improvement Plan.

5.3.12 All reasonable steps are taken to prevent, detect and rectify irregularities or deficiencies in the quality and safety of care provided, and in particular that;

5.3.12.1 Sources of internal assurance are reliable, e.g internal audit and clinical audit teams have the capacity and capability to deliver;

5.3.12.2 Recommendations made by internal and external reviewers are considered and acted upon on a timely basis; and

5.3.12.3 Lessons are learned from patient safety incidents, complaints and claims.

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| **6. Standing Agenda Items** |

6.1 Standing Agenda Items:

6.1.1 Declarations of Interest

6.1.2 Monitor Committee Action Table

6.1.3 Monitor Committee Risk Register

6.2 Updates to be provided and discussed on:

6.2.1 Written reports and minutes from each Sub Committee (where appropriate)

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| **7.Agenda and Papers** |

7.1 The Secretary is to hold an agenda setting meeting with the Chair of the Committee at least 2 weeks before the meeting date.

7.2 The agenda will be based around the Committee work plan, matters arising and requests from Committee members. Following approval, the agenda and timetable for papers will be circulated to all committee members.

7.3 The agenda and papers for meetings will be distributed one week in advance of the meeting.

7.4 The minutes and action log will be circulated to members in a timely manner to check the accuracy. The minutes must be an accurate record of the meeting which capture the discussions that take place.

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| **8 Frequency of Meetings** |

8.1 The Committee will meet bi-monthly and shall agree a schedule of meetings at least 12 months in advance. Additional meetings will be arranged as determined by the Chair of the Committee in discussion with the Chief Executive, and/or Chairman of Hospice.

8.2 The Chair of the Committee, in discussion with the Secretary shall determine the time and the place of meetings of the Committee and procedures of such meetings.

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| **9.Accountability, Responsibility and Authority** |

9.1 Although the Board has delegated authority to the Committee for the exercise of certain functions as set out within these terms of reference, it retains overall responsibility and accountability for ensuring the quality and safety of palliative care for its citizens.

9.2 The Committee is directly accountable to the Board for its performance in exercising the functions set out in these terms of reference.

9.3 The Committee is authorised by the Board to investigate or have investigated any activity within its terms of reference. In doing so, the Committee shall have the right to inspect any books, records or documents of the Hospice relevant to the Committee’s remit and ensuring patient/client and staff confidentiality, as appropriate. It may seek any relevant information from any:

9.3.1 Employee (and all employees are directed to cooperate with any reasonable request made by the Committee); and

9.3.2 Other committee, sub-committee or group set up by the Board to assist it in the delivery of its functions.

9.4 The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers it necessary, in accordance with the Board’s procurement, budgetary and other requirements.

9.5 The Committee shall embed the Hospice corporate standards, priorities and requirements, e.g. equality and human rights through the conduct of its business.

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| **10 Reporting** |

10. The Committee, through its Chair and a delegated member, shall work closely with the Board’s other committees, including joint (sub) committees and groups to provide advice and assurance to the Board through the:

10.1.1 Joint planning and co-ordination of Board and Committee business;

10.1.2 And sharing of information;

10.2 In doing so, contributing to the integration of good governance across the organisation, ensuring that all sources of assurance are incorporated into the Board’s overall risk and assurance framework.

10.3 The Committee may, subject to the approval of the Hospice Board, establish sub committees or task and finish groups to carry out on its behalf specific aspects of Committee business. The Committee will receive written update reports following each meeting which details the business undertaken on its behalf.

10.4 The Committee Chair shall:

10.4.1 Report formally, regularly and on a timely basis to the Board on the Committee’s activities. This includes written updates on activity and the submission of committee minutes, as well as the presentation of an annual report;

10.4.2 Bring to the Board’s specific attention any significant matters under consideration by the Committee;

10.4.3 Ensure appropriate escalation arrangements are in place to alert the Hospice Chair, Chief Executive or Chairs of other relevant committees of any urgent/critical matters that may compromise patient care and affect the operation and/or reputation of the Hospice.

10.5 The Board may also require the Committee Chair to report upon the committee’s activities at public meetings, eg AGM or to community partners and other stakeholders, where this is considered appropriate, eg where the committee’s assurance role relates to a joint or shared responsibility.

10.6 The Chief Executive, on behalf of the Board, shall oversee a process of regular and rigorous self-assessment and evaluation of the Committee’s performance and operation including that of any sub committees established.

**6 General Purposes Committee**

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| **GENERAL PURPOSES COMMITTEE TERMS OF REFERENCE** |

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| **1.Constitution** |

1.1 The General Purposes Committee (the Committee) was established as a Committee of the St Kentigern Hospice and Palliative Care Centre and was constituted from 1 April 2013.

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| **2.Membership** |

2.1 The membership of the Committee shall comprise:

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| **Title** |
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| 3 x Trustees 1 of whom is chair |
| Co-opted Members (optional) |

2.2 The following officers of the Hospice should attend the committee meeting:

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| Chief Executive Officer |
| Operational Manager |
| Other Officers will attend depending upon the business being considered |
| The Chairman of the Hospice is an ex-offico member of the Committee. |

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| **3.Quorum and Attendance** |

3.1 A quorum shall consist of no less than 2 of the Trustees.

3.2 The membership of the Committee shall be determined by the Board, based on the recommendation of the Hospice Chair – taking into account the balance of skills and expertise necessary to deliver the Committee’s remit.

3.3 Any senior manager of the Hospice or partner organisation will, where appropriate, be invited to attend.

3.4 The Committee may also co-opt additional independent ‘external’ experts from outside the organisation to provide specialist skills.

3.5 The Chair of the General Purposes Committee shall have reasonable access to the Chief Executive and other relevant staff.

3.6 The Committee may ask any of all of those who normally attend but who are not members to withdraw to facilitate open and frank discussion of particular matters if appropriate.

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| **4. Principal Duties** |

4.1 To act on behalf of the Board and provide advice and recommendations in the following:

* The Development of Hospice Strategy
* Site and Building issues
* Retail and Trading
* Non-Clinical operational issues within the Hospice
* Welfare and Human Resources issues

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| **5. Operational Responsibilities** |

5.1 **Hospice Strategy**

* Be cognisant of Government and Local Health Board strategic thinking and consider local implications of central policy decisions for the Hospice.
* Oversee the development of Hospice Strategy.
* Monitor the introduction of the Strategy through reviews of agreed Action Plans.
  1. **Site and Building Issues**
* Oversee the management of the Hospice Building and its site.
* Monitor the SLA between Hospice and Health Board.
* Ensure a planned maintenance programme is developed and enacted.
* Review on behalf of the Board requests for Capital Expenditure within the Hospice.

5.3 **Retail and Trading**

* Monitoring operational issues and Business Continuity.
* When appropriate, examine feasibility of developing new business and if required retraction for existing business/shops. Jointly with Finance Committee

5.4 **Non-Clinical** **Operational Issues**

* Act on behalf of the Board in any operational management issues within the Hospice that require Trustee involvement.

5.5 **Workforce and Human Resources**

Act on behalf of the Board on any issues within the Hospice that require Trustee involvement including:

* Chaplaincy
* Equality and Diversity
* Workforce Planning
* Retail planning

NB All matters regarding Remuneration will be dealt with by the Board.

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| **6. Standing Agenda Items** |

6.1 Standing Agenda Items:

6.1.1 Declarations of Interest

6.1.2 Monitor Committee Action Table

6.1.3 Review Committee Risk Register annually

6.1.4 Review Terms of Reference annually

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| **7.Agenda and Papers** |

7.1 The Secretary of the Committee is to hold an agenda setting meeting with the Chair of the Committee and the Operational Manager at least 2 weeks before the meeting date.

7.2 The agenda will be based around the Committee work plan, matters arising and requests from Committee members. Following approval, the agenda and timetable for papers will be circulated to all committee members.

7.3 All papers must be approved by the Committee Chairman in conjunction with the Chief Executive Officer.

7.4 The agenda and papers for meetings will be distributed one week in advance of the meeting.

7.5 The minutes and action log will be circulated to members in a timely manner to check the accuracy. The minutes must be an accurate record of the meeting which capture the discussions that take place.

7.6 Members must forward amendments to the Secretary within the next 7 days. The Secretary will then forward the final version to the Committee Chair for approval.

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| **8 Frequency of Meetings** |

8.1 The Committee will meet and shall agree a schedule of meetings at least 12 months in advance. Additional meetings will be arranged as determined by the Chair of the Committee in discussion with the Chief Executive, and/or Chairman of Hospice.

8.2 The Chair of the Committee, in discussion with the Secretary shall determine the time and the place of meetings of the Committee and procedures of such meetings.

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| **9.Accountability, Responsibility and Authority** |

9.1 Although the Board has delegated authority to the Committee for the exercise of certain functions as set out within these terms of reference, it retains overall responsibility and accountability for the work of the Committee.

9.2 The Committee is directly accountable to the Board for its performance in exercising the functions set out in these terms of reference.

9.3 The Committee is authorised by the Board to investigate or have investigated any activity within its terms of reference. In doing so, the Committee shall have the right to inspect any books, records or documents of the Hospice relevant to the Committee’s remit and ensuring patient/client and staff confidentiality, as appropriate. It may seek any relevant information from any:

9.3.1 employee (and all employees are directed to cooperate with any reasonable request made by the Committee); and

9.3.2 other committee, sub-committee or group set up by the Board to assist it in the delivery of its functions.

9.4 The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers it necessary, in accordance with the Board’s procurement, budgetary and other requirements.

9.5 The Committee shall embed the Hospice corporate standards, priorities and requirements, e.g. equality and human rights through the conduct of its business.

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| **10 Reporting** |

10. The Committee, through its Chair and members, shall work closely with the Board’s other committees, including joint (sub) committees and groups to provide advice and assurance to the Board through the:

10.1.1 joint planning and co-ordination of Board and Committee business;

10.1.2 and sharing of information;

10.2 In doing so, contributing to the integration of good governance across the organisation, ensuring that all sources of assurance are incorporated into the Board’s overall risk and assurance framework.

10.3 The Committee Chair shall:

10.3.1 Report formally, regularly and on a timely basis to the Board on the Committee’s activities. This includes written updates on activity and the submission of committee minutes.

10.3.2 Bring to the Board’s specific attention any significant matters under consideration by the Committee

10.3.3 Ensure appropriate escalation arrangements are in place to alert the Hospice Chair, Chief Executive or Chairs of other relevant committees of any urgent/critical matters that may compromise patient care and affect the operation and/or reputation of the Hospice.

10.4 The Board may also require the Committee Chair to report upon the committee’s activities at public meetings, eg AGM or to community partners and other stakeholders, where this is considered appropriate, eg where the committee’s assurance role relates to a joint or shared responsibility.

**Audit Committee**

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| **AUDIT COMMITTEE TERMS OF REFERENCE** |

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| **1.Constitution** |

* 1. The Audit Committee (the Committee) was established as a Committee of the St Kentigern Hospice and Palliative Care Centre and was constituted from 1 April 2013.

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| **2.Membership** |

2.1 The membership of the Committee shall comprise of:

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| **Title** |
| 3 x Trustees (including the Chair) |
| Co-opted Members (optional) |

2.2 The following officers of the Hospice should attend the committee meeting:

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| The Committee will invite the Chief Executive and other officers of the Hospice to attend meetings |
| As appropriate to the nature of business being discussed. The Chairman of the Hospice will attend |
| the other Committee Chjairs by invitation. |
| It is good practice that at least once per annum the Committee will meet without the Hospice CEO |
| Chairman and Chief Executive in attendance. |

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| **3.Quorum and Attendance** |
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3.1 The quorum shall consist of no less than 2 of the Trustees.

3.2 Any senior manager of the Hospice or partner organisation will, where appropriate, be invited to attend.

3.3 The Committee may also co-opt additional independent ‘external’ experts from outside the organisation to provide specialist skills.

3.4 The Chair of the Audit Committee shall have reasonable access to the Chief Executive and other relevant staff.

3.5 The Committee may ask any or all of those who normally attend but who are not members to withdraw to facilitate open and frank discussion of particular matters if appropriate.

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| **4. Principal Duties** |

4.1 The purpose of the Audit Committee is to provide:

4.1.1 Evidence based and timely advice to the Board to assist it in discharging its functions and meeting its responsibilities with regard to overall governance of its functions.

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| **5. Operational Responsibilities** |

5.1 **Financial Reporting**:

1. The Committee shall monitor the integrity of the financial statements of the Hospice including its annual and half-yearly reports, interim management statements and any other formal processes relating to its financial performance. The Committee shall also review summary financial statements and any significant financial returns to regulators.
2. The Committee shall review and challenge where necessary:

* The consistency of, and any changes to, accounting policies both on a year on year basis and across the Hospice.
* Whether the Hospice has followed appropriate accounting standards and made appropriate estimates and judgements, taking into account the views of the external auditor.
* The clarity of disclosure in the Hospice’s financial reports and the context in which statements are made; and
* All material information presented with the financial statements, such as the operating and financial review and the corporate governance statement (insofar as it relates to the audit and risk management).

5.2 **Internal Controls and Risk Management Systems**

The Committee shall:

1. Keep under review the effectiveness of the Hospice’s internal controls and risk management systems; and
2. Review and approve the statements to be included in the annual report concerning internal controls and risk management.
3. Take an overview of the role of the Quality and Safety Committee in monitoring clinical governance of the Hospice.

5.3 **External Audit**

The Committee shall

1. Consider and make recommendations to the Board in relation to the appointment, re-appointment and removal of the Hospice’s external auditor. The Committee shall oversee the selection process for new auditors.
2. Oversee the relationship with the external auditor.
3. The Committee shall meet the external auditor at least once a year, without management being present, to discuss their remit and any issues arising from the audit.
4. Review the findings of the audit with the external auditors. This shall include but not be limited to, the following:

* A discussion of any major issues which arose during the audit
* Any accounting and audit judgements
* Levels of errors identified during the audit

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| **6. Standing Agenda Items** |

6.1 Standing Agenda Items:

6.1.1 Declarations of Interest

6.1.2 Monitor Committee Action Table

6.1.3 Monitor Committee Risk Register

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| **7.Agenda and Papers** |

7.1 The Secretary of the Committee is to hold an agenda setting meeting with the Chair of the Committee and the Chief Executive at least 2 weeks before the meeting date.

7.2 The agenda will be based around the Committee work plan, matters arising and requests from Committee members. Following approval, the agenda and timetable for papers will be circulated to all committee members.

7.3 All papers must be approved by the Committee Chairman in conjunction with the Chief Executive Officer.

7.4 The agenda and papers for meetings will be distributed one week in advance of the meeting.

7.5 The minutes and action log will be circulated to members in a timely manner to check the accuracy. The minutes must be an accurate record of the meeting which capture the discussions that take place.

7.6 Members must forward amendments to the Secretary within the next 7 days. The Secretary will then forward the final version to the Committee Chair for approval.

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| **8 Frequency of Meetings** |

8.1 The Committee will meet and shall agree a schedule of meetings at least 12 months in advance. Additional meetings will be arranged as determined by the Chair of the Committee in discussion with the Chief Executive, and/or Chairman of Hospice.

8.2 The Chair of the Committee, in discussion with the Secretary shall determine the time and the place of meetings of the Committee and procedures of such meetings.

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| **9.Accountability, Responsibility and Authority** |

9.1 Although the Board has delegated authority to the Committee for the exercise of certain functions as set out within these terms of reference, it retains overall responsibility and accountability for governance of the Hospice.

9.2 The Committee is directly accountable to the Board for its performance in exercising the functions set out in these terms of reference.

9.3 The Committee is authorised by the Board to investigate or have investigated any activity within its terms of reference. In doing so, the Committee shall have the right to inspect any books, records or documents of the Hospice relevant to the Committee’s remit and ensuring patient/client and staff confidentiality, as appropriate. It may seek any relevant information from any:

9.3.1 employee (and all employees are directed to cooperate with any reasonable request made by the Committee); and

9.3.2 other committee, sub-committee or group set up by the Board to assist it in the delivery of its functions.

9.4 The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers it necessary, in accordance with the Board’s procurement, budgetary and other requirements.

9.5 The Committee shall embed the Hospice corporate standards, priorities and requirements, e.g. equality and human rights through the conduct of its business.

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| **10 Reporting** |

10. The Committee, through its Chair and members, shall work closely with the Board’s other committees, including joint (sub) committees and groups to provide advice and assurance to the Board through the:

10.1.1 Joint planning and co-ordination of Board and Committee business;

10.1.2 And sharing of information;

10.2 In doing so, contributing to the integration of good governance across the organisation, ensuring that all sources of assurance are incorporated into the Board’s overall risk and assurance framework.

10.3 The Committee Chair shall:

10.3.1 Report formally, regularly and on a timely basis to the Board on the Committee’s activities. This includes written updates on activity and the submission of committee minutes.

10.3.2 Bring to the Board’s specific attention any significant matters under consideration by the Committee;

10.3.3 Ensure appropriate escalation arrangements are in place to alert the Hospice Chair, Chief Executive or Chairs of other relevant committees of any urgent/critical matters that may compromise patient care and affect the operation and/or reputation of the Hospice.

10.4 The Board may also require the Committee Chair to report upon the committee’s activities at public meetings, eg AGM or to community partners and other stakeholders, where this is considered appropriate, eg where the committee’s assurance role relates to a joint or shared responsibility.

10.5 The Chief Executive, on behalf of the Board, shall oversee a process of regular and rigorous self-assessment and evaluation of the Committee’s performance and operation including that of any sub committees established.

**6 Chairman’s Forum** (Frequency of meetings is discretionary) NEW

This provides for an informal forum that is however supported by minutes bringing together the Chairman, Treasurer and the Deputy Chairman, the Chief Executive, Chair of committees, Trustees and senior managers as felt necessary. Its purpose is to keep each other informed of:

1. Current performance and activities
2. Current developments
3. Early thoughts on strategy and policy developments and budgetary considerations
4. Early warning of any act or complaint that could damage Hospice’s image

**5 Ad hoc Groups / Forums / Task and Finish groups**

As required, the Board may establish time limited groups / forums to consider particular issues of importance. Such groups / forums will normally be chaired by a Trustee with appropriate interest / experience. Membership of such groups will be appropriate to the tasks at hand, but would in normal circumstances be kept small. Dependent on the group / forum reporting back would be a two-way process via the Hospice Management Team (Chief Executive) and / or the Board, together with due liaison with the Chairs of the formal committees.

**6 St Kentigern’s Trading Company LTD**

**St Kentigern Promotions LTD**

These companies are wholly owned subsidiaries of St Kentigern’s Hospice.

Management of the company is the responsibility of the Directors of the Company, with overall control by the Hospice Board. [Presently all Trustees are the Directors]. The Companies will hold an AGM and present its audited accounts to the Hospice Board.

As the accounts of St Kentigern’s Hospice Trading Ltd. and St Kentigern Promotions Ltd now forms part of the consolidated accounts of the Hospice, the Hospice Finance Committee will provide monthly monitoring of the lottery budgets.

The Chief Executive and the Accounts Manager are the named Lottery promoters.

**7 Delegation to Managers**

The Board grants full managerial authority to the Chief Executive and therewith to the Senior Management Team. This authority has to be exercised in a manner which provides that:

1. The Memorandum and Articles of Association are complied with.
2. Managerial decisions conform to the broad aims, strategy and policies of the Board.
3. Expenditure is contained within the overall limits determined by the annual budget.
4. Staffing levels are kept within the approved establishment.
5. Professional standards are maintained in all spheres of operation.
6. Relevant legislation and regulations are complied with.
7. Hospice procedures and policies are adhered to
8. Regular reports are provided to Trustees on operational performance.

**Outline of Managers’ Specific Responsibilities**

**Chief Executive (Responsible Individual under Care Homes Act)**

The Chief Executive will be assisted in undertaking the itemised specific responsibilities by the Operational Manager and Management Accountant and the in line managers. But he / she must an intrinsic understanding of all aspects of Hospice activity and process

1. To provide effective management and support for the Board
2. Leading the management of the Hospice as a whole (Responsible Individual)
3. Leading the bringing together of plans, the budget, and provision of management information as a whole.
4. Monitor the finances of the Hospice.
5. Define the administration (in particular non-medical)
6. Human resources/personnel function.
7. Developing income from the NHS and other statutory bodies.
8. Management of complaints
9. Non-medical statutory compliance
10. Estates management
11. Appoint officer for the Data Protection Act and GDPR Guardian
12. Ensuring education (staff training and development) is undertaken via the relevant line manager
13. Fundraising
14. Public relations
15. Shops
16. Lottery
17. Other trading activities
18. Production of promotional materials
19. Volunteers

The Chief Executive will be assisted in undertaking the itemised specific responsibilities by the Operational Manager and Management Accountant and the in line managers. But he / she must an intrinsic understanding of all aspects of Hospice activity and process

**Operational Manager**

1. Contributing to bringing together of plans, the budget, and provision of management information as a whole.
2. Administration (in particular non-medical)
3. Human resources/personnel function- non clinical staff
4. Management of complaints
5. Non-medical statutory compliance
6. Estates management
7. Responsible for the Data Protection Act and GDPR compliance
8. Retail
9. Other trading activities
10. Production of promotional materials
11. Volunteers

**Management Accountant**

1. To support and liaise with the Treasurer a and support for the Board
2. Management of clinical and non-clinical finances of the Hospice.
3. Leading the bringing together of plans, the budget, and provision of management information as a whole.
4. The finances of the Hospice.
5. Developing income from the NHS and other statutory bodies.
6. Grant application
7. Lottery
8. Other trading activities

**Multi-Disciplinary Team**

Together with providing a consultative service for clinical matters on individual patients care and clinical services generally, the role of the Clinical Advisory team will be to lead on research, audits, nurse, therapists and medical education, and be involved in the strategic planning and development and delivery of clinical services.

Day to day clinical responsibility will rest with the Consultant Nurse and and the Clinical Services Manager who will co-ordinate the delivery of clinical care

**Matron**

Reporting to the Chief Executive, the Matron will have responsibility for the day to day management of all clinical services provided, either by directly employed staff of the Hospice and Health Board or other agency staff ensuring that they are working within clinical competency.

Working in partnership as a team with the consultant in palliative care and the Advanced Nurse Practitioners

1. Management (budget holder for all clinical services) – members of Hospice Management Team attending Board meetings
2. Delivery of effective nursing care
3. Clinical compliance
4. All therapy services
5. Family Support Team including the Bereavement Counsellor, Chaplin, Social Worker and Volunteers
6. Co-ordination of education of clinical staff
7. To take a co-ordinating role on behalf of the Chief Executive on Risk Management/Health and Safety on clinical matters for the organisation
8. Bereavement Services as a component of the Family Services Team

They need to work in tandem with the Palliative Care Consultant and the specialist Doctor when they are on site as an integrated multi-disciplinary team.

**8 Hospice Management Team**

The management of the Hospice and related functions will, under the direction of the Chief Executive, be co-ordinated through the monthly Hospice Management Team meeting.

The core HMT will consist of the Chief Executive, Operational Manager, Consultant Nurse, Management Accountant, Clinical Services Manager, Day Therapy Lead, Bereavement Counsellor and Head of Fundraising and Retail Manager.

Other task and finish groups may be established as required to ensure that specific issues are given sufficient attention.

**9 Care Standards Act 2000 / National Minimum Standards 2011**

In compliance with the above, the job description for the Responsible Individual and Registered Manager are appended to this document together with the Hospice Management Structure.