

Governor Development Committee (GDC)

Terms of Reference

1. Constitution

1.1. The Council of Governors hereby resolves to establish a Committee to be known as the Governor Development Committee (GDC) referred to in this document as 'the Committee'.

2. Purpose

2.1. The purpose of the Committee is to provide advice to the Trust on Governors' wishes in relation to the Council of Governors, including but not restricted to proposing Council agenda items, advising on ways of working, and advising and planning to address Governors' training and development needs in order to fulfil the Governor role.

2.2. The Committee will not be expected to act on proposals from meetings, but will work with the wider Council and Corporate Governance Team to enact proposals as necessary.

3. Membership

3.1. Membership of the Committee is open to all Governors. Governors are encouraged to join a meeting to establish whether they wish to become regular members.

3.2. The Lead Governor shall Chair the Committee meetings. In the Lead Governor's absence the Deputy Lead Governor shall Chair the Committee meetings. In the absence of both Lead and Deputy Lead, the Committee shall select another member to Chair the meeting.

3.3. The Trust Chair shall attend the Committee when relevant.

4. Quorum

4.1. The quorum necessary for formal transaction of business by the Committee shall be three members and shall include at least two Governors.

5. Attendance

5.1. Other organisational managers and officers may be invited to attend meetings for specific agenda items or when issues relevant to their area of responsibility are to be discussed.

5.2. The Corporate Governance Team will provide secretarial duties to the Committee and shall attend to take minutes of the meeting and provide appropriate support to the Chair and Committee members.

5.3. Members and officers unable to attend a meeting are requested to provide an update to the Committee members, when relevant, at least two working days beforehand. Members and officers are expected to attend these Committee meetings.

5.4. The Chair of the Committee will follow up any issues related to the unexplained non attendance of members. Should non-attendance jeopardise the functioning of the Committee the Chair will discuss the matter with the members and if necessary seek a substitute or replacement.

6. Frequency

6.1. Meetings of the Committee will be held at least quarterly. Meeting dates will be diarised on a yearly basis and Extraordinary meetings may be called between regular meetings to discuss and resolve any critical issues arising.

6.2. The venue for the face to face meetings will rotate around the region or be central to the Members. Some meetings may take place using phone or video conferencing facilities.

7. Authority

7.1. The Committee has no powers other than those specified in these Terms of Reference.

8. Duties

8.1. The subject matter for meetings will be wide-ranging and varied but in particular it will cover the following:

8.1.1. Advise on and develop strategies for ensuring Governors have the information and expertise needed to fulfil their role, including training and development for Governors;

8.1.2. Propose agenda items for Council meetings;

8.1.3. Advise on the content of development sessions of the Council;

8.1.4. Review Governor attendance at Council meetings; and

8.1.5. Advise on and develop strategies for effective interaction between Governors and NEDs, and other Trust staff as required to fulfil Governor and Council responsibilities.

9. Reporting

9.1. The Committee shall be directly accountable to the Council of Governors. A member of the Committee shall report a summary of the proceedings of each

meeting at the next meeting of the Council and draw to the attention of the Council any significant issues that require disclosure.

10. Support

10.1. The Committee shall be supported by the Corporate Governance Team and duties shall include:

10.1.1. Agreement of the meeting agendas with the members of the Committee;

10.1.2. Providing timely notice of meetings and forwarding details including the agenda and supporting papers to members and attendees in advance of the meetings;

10.1.3. Enforcing a disciplined timeframe for agenda items and papers, as below:

i. At least ten working days prior to each meeting, agenda items will be due from Committee members;

ii. At least seven working days before each meeting, emailed papers will be due from Committee members;

iii. At least five working days prior to each meeting, papers (emailed) will be issued to all Committee members and any invited governors, Directors and officers.

10.1.4. Recording formal minutes of meetings and keeping a record of matters arising and issues to be carried forward, circulating draft minutes to the Chair for approval within a reasonable timeframe;

10.1.5. Advising the Chair and the Committee about fulfilment of the Committee's Terms of Reference and related governance matters.

11. Review

11.1. The Committee will undertake a self-assessment at the end of each meeting to review its effectiveness in discharging its responsibilities as set out in these Terms of Reference.

11.2. The Committee shall review its own performance and Terms of Reference at least once a year to ensure it is operating at maximum effectiveness. Any proposed changes shall be submitted to the Council for approval.

11.3. These Terms of Reference shall be approved by the Council and formally reviewed at intervals not exceeding two years.

Date of approval:

Due for review: