



MEETING TITLE Board of Directors held in Public		MEETING DATE 27/07/2021	
TITLE of PAPER	Corporate Governance Report	PAPER REF	TB21.042
KEY PRIORITIES	Create a safe and high performing organisation based on openness, ownership and accountability		
PURPOSE OF THE PAPER	The purpose of the paper is to provide an update on		
For Approval	<input type="checkbox"/>	For Assurance	<input checked="" type="checkbox"/>
For Decision	<input type="checkbox"/>	Discussion/Information	<input type="checkbox"/>
AUTHOR / LEAD	Head of Corporate Affairs	ACCOUNTABLE DIRECTOR	Chief Executive
DISCUSSED AT / INFORMED BY Audit Committee Meetings held			
PREVIOUSLY AGREED AT:	Committee/Group:	Date:	
RECOMMENDATION(S)	The Board is asked to: <ul style="list-style-type: none"> • Note the content of the Report, • Receive assurance that the Trust has appropriate systems and processes in place for the purposes described, • Approve <ul style="list-style-type: none"> ○ the Sub-Committee terms of reference ○ proposed amendment to the Trust's Standing Orders ○ Sub-Committee Chairpersons. 		
RISK ASSESSMENT		Yes	No
Corporate Risk Register and/or Board Assurance Framework amended <i>If 'Yes' – expand in Section 4. / attached paper</i>		<input type="checkbox"/>	<input checked="" type="checkbox"/>
Equality Impact Assessment <i>If 'Yes' – expand in Section 2. / attached paper</i>		<input type="checkbox"/>	<input checked="" type="checkbox"/>
Resource Implications (Financial, Workforce, other - specify) <i>If 'Yes' – expand in Section 2. / attached paper</i>		<input type="checkbox"/>	<input checked="" type="checkbox"/>
Legal implications/Regulatory requirements <i>If 'Yes' – expand in Section 2. / attached paper</i>		<input checked="" type="checkbox"/>	<input type="checkbox"/>
ASSURANCE/COMPLIANCE			
Care Quality Commission Choose a DOMAIN(s)		5: Well led	
NHSI Single Oversight Framework Choose a THEME(s)		6. Leadership & Improvement Capability (Well-Led)	

Corporate Governance Report

1. PURPOSE/AIM

- 1.1 The purpose of the report is to provide assurance to the Board of the arrangements in place to maintain compliance with core governance arrangements including:
- Standing Orders and Scheme of Powers Delegated and Reserved to the Board & Standing Financial Instructions
 - Registers of Interest
 - Registers of Gifts and Hospitality
 - Members Expenses
 - Fit and Proper Person Declaration
 - Trust Seal

2. BACKGROUND/CONTEXT

- 2.1 In compliance with the Trust's Standing Orders Including Scheme of Powers Delegated and Reserved to the Board and Standing Financial Instructions, 2021 (SO/SFIs) annual assurance is provided of the following legislative, regulatory or compliance requirements.

2.3 Standing Orders Including Scheme of Powers Delegated and Reserved to the Board and Standing Financial Instructions

The Trusts SO/SFIs identify that an annual review of the Standing Orders, and all documents having effect as if incorporated in standing orders, is undertaken. The SO/SFIs was last approved by the Board in January 2021, amendments were made to update the terminology and role titles and include the ability for more flexible intra-meeting decision making to support the changes in working environment.

During its meeting of the 8 July 2021 the Audit Committee proposed an amendment to its terms of reference to provide greater flexibility regarding its membership. It was noted that this would also require an amendment to the Standing Orders. The suggested amendment is as follows:

SO4.6.1 Audit Committee

The Committee will be appointed by the Board and comprise three Non-Executive Directors, excluding the Chairman of YAS who will not be a member, and excluding the Chairpersons of the Quality and Finance & Investment Committees who will be in attendance.

To be amended to

The Committee will be appointed by the Board and comprise a minimum of three Non-Executive Directors, excluding the Chairman of YAS who will not be a member. The Chairpersons of the Quality and Finance & Investment Committees will be required to be in attendance at least once a year.

2.3.1 Sub-Committees - Terms of Reference and Chairpersons

The Sub-Committees Terms of Reference have been reviewed as follows:

Finance and Investment Committee:

The Committee reviewed its Terms of Reference at its meeting held 17 June 2021 and agreed that these remained fit for purpose. The Finance and Investment Committee Terms of Reference are provided at Appendix A.

Audit Committee

During its meeting of the 8 July 2021 the Audit Committee agreed to amendment to its terms of reference to provide greater flexibility regarding its membership. The Audit Committee Terms of Reference are provided at Appendix B.

Quality Committee

In March 2021 the Committee agreed to hold two meetings per quarter. Following an annual review of the Board Committees by the Audit Committee, the Audit Committee recommended a review of the Quality Committee ToR for completeness. It is therefore advised that the Quality Committee will review it's terms of Reference at its next meeting and report to the Board accordingly.

Remuneration Committee

The Committee undertook a review of its terms of reference in March 2021 and considered them to remain fit for purpose. The Remuneration Committee Terms of Reference are provided at Appendix C.

2.3.2 Chairpersons

A review has also been undertaken by the Trust Chairman in consultation with the CEO regarding the Board Committee Chairman, NED members, and the lead NED/Champion roles for the Trust.

The Board is asked to: note the roles detailed below, note the NED members for each Board Committee and agree the appointment of the Board Committee Chairmen.

¹Chairman of the Audit Committee – Mr Andrew Chang (Non-Executive Director)

Supported by Non-Executive Members:

- Mrs Amanda Moat
- Mrs Anne Cooper

²Chairman of the Quality Committee – Mr Tim Gilpin (Non-Executive Director)

Supported by Non-Executive Members:

- Mrs Anne Cooper
- Mr Jeremy Pease

¹ SO 4.6.1 The Audit Committee Chairperson will be appointed by the Board.

² SO 4.6.4 The Quality Committee Chairperson will be appointed by the Board.

³Chairman of the Finance and Investment Committee – Mr Jeremy Pease (Non-Executive Director)

Supported by Non-Executive Members:

- Mrs Amanda Moat
- Mr Tim Gilpin

⁴Chairman of the Charitable Funds Committee - Mr Phil Storr (Associate Non-Executive Director)

Supported by Non-Executive Members:

- Mr Jeremy Pease
- Mrs Amanda Moat (in attendance)

⁵The Trust Chairman will be the Chairperson of the Remuneration and shall comprise exclusively of Non-Executive Directors.

Non-Executive Director Statutory and Champion Roles are confirmed as:

Mrs Kathryn Lavery

- Non-Executive Director lead for sustainability

Mrs Anne Cooper

- Senior Independent Director
- Non-Executive Director lead for Emergency Preparedness, Resilience and Response (EPRR)
- Non-Executive Director lead for Equality and Diversity

Mr Jeremy Pease

- Non-Executive Director lead for Freedom to Speak Up
- Non-Executive Director lead for Staff Health and Wellbeing / Wellbeing Guardian

2.4 Register of Interests

The NHS Code of Accountability, the Trust's SOs/SFIs, together with YAS' Managing Conflicts of Interest Policy (2017), and in line with best practice of the NHS England Managing Conflicts of Interest in the NHS: Guidance for all organisations, requires the Chief Executive to ensure that a **Register of Interests** is established and maintained for:

- i. Board Members; and
- ii. Agenda for Change Trust Staff (officers) at Band 8d or above (new requirement).

In particular, these Registers will include details of all directorships and other relevant and material interests (as defined in SOs, Section 6) which have been declared by relevant members and officers.

³ SO 4.6.3 The Finance & Investment Committee Chairperson will be appointed by the Board.

⁴ SO 4.6.6 The Charitable Funds Committee Chairperson will be appointed by the Board.

⁵ SO4.6.5 The Trust Chairman will be the Chairperson of the Remuneration and Terms of Service Committee.

Any other employee of the Trust who has a pecuniary interest in an organisation with which the Trust associates or operates should declare such an interest in the Corporate Register held by the Corporate Affairs team and available for public inspection.

Any declaration must be made in writing, the Register(s) maintained by the Head of Corporate Affairs and published annually: attached at **Annex 1a and 1b**. are the registers of Interest Board of Directors and Band 8b and above as at 31 March 2021.

A review of the Managing Conflicts of Interest Policy has been undertaken. The policy is going through the Trust's governance processes and was formally approved by the Trust Management Group in May 2021.

2.5 Register of Gifts and Hospitality

The requirement to complete the Hospitality Register in line with the Business Conduct for Staff – Interest, Gifts, Hospitality, and Sponsorship Policy was facilitated by copies of the Policy and declaration forms being made available to all staff through the Intranet, at key locations throughout the Trust, and from line managers.

In October 2020 the Audit Committee received assurances and a copy of the register of gifts received during the first phase of the pandemic. There have been no other declarations of Gifts or Hospitality received during 2020-21.

2.6 Members' Expenses

The Trust's SOs/SFIs require the Chief Executive to report on Board Members Expenses annually. The Audit Committee last reviewed the Board Members' Expenses at its meeting in October 2020 for Q1 & 2 2020-21. Attached at **Annex 2** is the Board Members' Expenses for the fully year 2020-21.

2.7 Fit & Proper Persons Declaration

Director positions or director-equivalent posts, i.e., Very Senior Managers (VSMs) are subject to Regulation 5 of the Health and Social Care Act 2008 (Regulated Activities) Regulations 2014; in particular the requirement that board level appointments must be "fit and proper persons" set out in paragraph 3 of the Regulation. In addition, they must not meet any of the 'unfit' criteria as specified in Part 1 of Schedule 4 of the Regulations.

In summary, the Trust shall not appoint, or permit to continue as a director, any person who is an unfit person. All such persons employed by YAS are required to complete a declaration on-employment and an annual declaration of compliance, and a register maintained.

Checks were completed between October 2020 and January 2021. Compliance for 2020-21 has been confirmed. The Board approved the Trust's Fit and Proper Person Policy in April 2021.

- 2.8 Review of the Use of the Common Seal of the Trust 2020-21
Section 8 of the Trust's Standing Orders require the Chief Executive to establish and maintain a record of when the Trust Seal is applied.

A Register is maintained, a summary of which is attached at **Annex 3** for the period 2020-21.

3. **RISK ASSESSMENT**

- 3.1 That the Trust fails to demonstrate compliance with core governance documents and relevant regulation, resulting in poor governance practices and decision making.

4. **RECOMMENDATIONS**

4.1 **The Committee is asked to:**

- **Note** the content of the Report,
- **Receive assurance** that the Trust has appropriate systems and processes in place for the purposes described,
- **Approve**
 - the Sub-Committee terms of reference
 - proposed amendment to the Trust's Standing Orders
 - Sub-Committee Chairpersons.

5. **ANNEXES AND APPENDICES**

- **Appendices A – C** Sub-Committee Terms of Reference
- **Annexes 1a and 1b** – Registers of Interest Board of Directors and Band 8b and above as at 31 March 2021
- **Annex 2** – Members' Expenses paid for 2020-21
- **Annex 3** – Summary of the Use of the Trust Seal 2020-21

Appendix A



FINANCE AND INVESTMENT COMMITTEE

TITLE	FINANCE & INVESTMENT COMMITTEE	REVIEWED BY
Date Approved	Reason for Revision	F&I Committee 141217 Trust Executive Group 041217
27 Mar 2018	Approved by Board of Directors including: 4.1 – Membership: role replacement	
	Update and clarification of membership, quoracy and administration.	Trust Executive Group 21/1/19
28 February 2019		Trust Board

Author: Head of Corporate Affairs / Executive Director of Quality,
Governance and Performance Assurance

Board Approved: TBC July 2021

Date of Next Review: April 2022

FINANCE & INVESTMENT COMMITTEE

TERMS OF REFERENCE

1. PURPOSE

- 1.1 The Finance and Investment Committee [the Committee] will undertake objective scrutiny and provide assurances to the Audit Committee and the Board of Directors [the Board] on the Trust's financial strategy, risks and mitigations, performance and plans in relation to the financial implications and analysis of investment policy and major investment decisions.

2. CONSTITUTION

- 2.1 The Committee is constituted as a standing Committee of the Board.
- 2.2 As a committee of the Board, the Standing Orders, including the Scheme of Powers Delegated and Reserved to the Board, and the Standing Financial Instructions (SO/SFIs) of the Trust will apply to the conduct of the working of the Finance & Investment Committee.

3. RELATIONSHIPS

- 3.1 The Committee will seek the views of Executive Directors, senior managers, management groups, Internal and external Audit as required to inform its scrutiny.
- 3.2 The Committee may establish working groups to support its function as required.

4. MEMBERSHIP

4.1 The membership of the Committee will comprise:

- Three Non-Executive Directors, excluding the Audit Committee Chair, one of whom will be appointed by the Board as the Committee Chair.
- Chief Executive
- Executive Director of Finance
- Associate Director of Business Development

N.B. The Chairs of the Quality and Finance and Investment Committees will be in attendance at the other Committee wherever possible, to support alignment and cross-reference of key business.

4.2 The following are also expected to be in attendance:

- Deputy Director of Finance
- Associate Director Performance Assurance & Risk

4.3 Other personnel may be invited to attend as necessary to support the discussion of specific agenda items.

4.4 Members are expected to attend all meetings. If unavailable, a deputy may be nominated with prior agreement of the Committee Chair.

4.5 Other Board members and senior managers may attend the Committee as an observer to support the delivery of their roles, with prior agreement of the Committee Chair.

5. AUTHORITY

5.1 The Committee is authorised by the Board to investigate any activity within its Terms of Reference, and to make decisions on issues and developments within its terms of reference on behalf of the Board, subject to Standing Orders and Standing Financial Instructions. Any decisions of the Committee will be taken on a majority basis. The Committee Chair will have a casting vote in the event of equality of voting.

5.2 The Committee has delegated authority from the Board for oversight and assurance in relation to key organisational risks related to the activities of the

Committee as indicated in the Trust Board Assurance Framework and the Corporate Risk Register, and agreed by the Audit Committee.

- 5.3 The Committee is authorised to seek external legal or professional advice as appropriate to support its function subject to Standing Orders and SFIs.

6. RESPONSIBILITIES

Financial Policy, Management and Reporting

- 6.1 To consider the Trust's financial and investment/disinvestment strategies in relation to both revenue and capital.
- 6.2 To review the setting of annual budgets including the capital programme.
- 6.3 To monitor in-year financial performance and in particular to scrutinise any significant variances from budget, either current or forecasted.
- 6.4 To provide opportunity for critical review of business cases and tenders prior to formal approval by the Board.

Investment Policy, Management and Reporting

- 6.6 To approve and keep under review the Trust's Treasury Management Policy.
- 6.7 To receive and consider Trust Business and Investment Plans in line with Standing Orders and SFIs.
- 6.8 To review and make recommendations to the Board about any commercial or investment activity e.g. proposed joint ventures or partnerships, in line with the Trust's Collaboration Policy.
- 6.9 To monitor compliance with treasury procedures.

Other Duties

- 6.10 To monitor and make recommendations to the Board as necessary on the adequacy of the Trust's financial performance reporting.

- 6.11 To review progress and mitigation of key risks in relation to delivery of the Trust's CQUIN and other contractual requirements.
- 6.12 To review progress and key risks in relation to delivery of the Trust Cost Improvement Programme (CIP).
- 6.13 To make arrangements as necessary, to ensure that all members of the Board and senior officers of the Trust are provided with an appropriate level of knowledge of key financial issues affecting the Trust.
- 6.14 To examine any other matter referred to the Committee by the Board.
- 6.15 To review performance indicators relevant to the remit of the Committee.
- 6.16 To scrutinise key financial risks and mitigations for the organisation.
- 6.17 To review relevant internal and external reports, reviews and guidance, in order to support the development of clear accountability for quality, service delivery and use of resources at appropriate levels in the Trust.
- 6.18 To scrutinise and obtain assurance as to the effective management of key risks and mitigations relating to the remit of the Committee and to report to the Audit Committee and provide assurance to the Board on the adequacy of control and mitigation against such risks.
- 6.19 To make recommendations to the Audit Committee concerning the annual programme of Internal Audit work and to work with the Audit Committee to ensure effective scrutiny of the risks and systems of internal control related to matters of finance and commercial activity.

7. ATTENDANCE

- 7.1 The members of the Committee are expected to attend each meeting unless prior agreement is obtained from the Committee Chair.
- 7.2 The Director of Finance is the Executive Director lead. Other members of the Board will be entitled to attend and to receive papers to be considered by the Committee.

- 7.3 Other managers/staff may be invited to attend meetings depending upon issues under consideration.
- 7.4 A quorum will be three members, which will include two Non-Executive Directors and one of the members of the Trust Executive Group.
- 7.5 Committee attendance will be recorded by the Committee Services Manager and this information will be passed to the Committee Chair for review.

8. REPORTING

- 8.1 The Committee Chair will report to the Board following each meeting and approved minutes of the Committee will be circulated to all Board members for information.
- 8.2 The Committee Chair will draw to the attention of the Board any issues which require disclosure to the full Board, including those that affect the financial or commercial strategies of the Trust or require executive action.
- 8.3 To report to the Audit Committee and provide assurance to the Board on the adequacy of control and mitigation against such risks.
- 8.4 The Committee Chair will also provide a report to each meeting of the Audit Committee, focussed on the management of key risks within its terms of reference.

9. ADMINISTRATION

- 9.1 The Executive administrative team will support the administrative function of the Committee, including:
- Agreement of the Agenda with the Committee Chair and attendees and collation of papers.
 - Ensuring support for minute taking and for tracking of actions and issues to be taken forward.
 - Advising the Committee on pertinent areas of an administrative nature.

9.2 The Head of Corporate Affairs will, upon request, provide advice and support to the Committee Chair and Committee members.

10. FREQUENCY

10.1 The Committee will meet quarterly.

10.2 Additional meetings will be convened by the Committee Chair or Trust Chair as necessary. The Committee Chair will ensure that, if an additional meeting(s) are held virtually, these must be recorded and the minutes reviewed and approved by the Board.

11. MONITORING AND REVIEW

11.1 The Committee will review its compliance with these terms of reference through its annual report to the Board and annual self-evaluation workshop.

11.2 The Terms of Reference of the Committee will be reviewed by the Committee and submitted for approval by the Board at least annually.

Author: Head of Corporate Affairs / Executive Director of Quality,
Governance and Performance Assurance
Board Approved: TBC July 2021
Date of Next Review: April 2022



AUDIT COMMITTEE

TITLE	AUDIT COMMITTEE	REVIEWED BY
Date Approved	Reason for Revision	Audit Committee 110118 Trust Executive Group 041217
27 Mar 2018	Approved by Board of Directors including: <ul style="list-style-type: none"> i. Quoracy amended / strengthened ii. 6. – NHS Protect amended to Counter Fraud Authority 	
28 February 2019	Update/clarification of membership, quoracy and administrative support.	Trust Executive Group 21/1/19
28 February 2019	Update/clarification of membership, quoracy and administrative support.	Trust Board 28 February 2019
8 July 2021	Update to Membership	Head of Corporate Affairs

Author: Head of Corporate Affairs /Executive Director
of Quality, Governance and Performance
Assurance

Board Approved: TBC
Date of Next Review: April 2022

TERMS OF REFERENCE

AUDIT COMMITTEE

1. PURPOSE

The purpose of the Audit Committee [the Committee] is to:

1. review the establishment and maintenance of an effective system of integrated governance, risk management and internal control across the whole of the organisation's activities (both clinical and non-clinical) that supports the achievement of the organisation's objectives.
2. ensure that there is an effective internal audit function that meets the mandatory Public Sector Internal Audit Standards and provides appropriate independent assurance to the Chief Executive, Audit Committee and Board.
3. review the work and findings of the external auditors and consider the implications and management's responses to their work.
4. review the work of other committees within the organisation whose work can provide relevant assurance to the Audit Committee's own scope of work. This will, in particular, include the review of assurances provided to the Committee by the Quality Committee and the Finance and Investment Committee.
5. review the findings of other significant assurance functions, both internal and external to the organisation and consider the implications for the governance of the organisation.
6. satisfy itself that the organisation has adequate arrangements in place for countering fraud and shall review the outcomes of counter fraud work.
7. monitor the integrity of the financial statements of the Trust and any formal announcements relating to the Trust's financial performance.
8. ensure that the systems for financial reporting to the Board, including those of budgetary control, are subject to review as to the completeness and accuracy of the information provided to the Board. A primary source of assurance in this regard shall be the Finance and Investment Committee.
9. report in an appropriate and timely manner on all such matters to the Board.

2. CONSTITUTION

- 2.1 The Committee is a non-executive committee of the Board and has no executive powers, other than those specifically delegated in these Terms of Reference.
- 2.2 As a Committee of the Board, the Standing Orders, including the Scheme of Powers Delegated and Reserved to the Board and the Standing Financial Instructions (SO/SFIs) of the Trust will apply to the conduct of the working of the Audit Committee.

3. RELATIONSHIPS

- 3.1 The Audit Committee will seek the views of Executive Committees to gain assurance on Trust systems.
- 3.2 The Audit Committee will look to the Quality Committee and to the Finance & Investment Committee to provide timely and on-going assurance regarding the effectiveness of systems of integrated governance, risk management and internal control within those Committees' areas of concern as per their respective terms of reference.
- 3.3 The Committee will oversee the relationship of the Trust with External and Internal Audit functions. It will seek their views on the Trust's systems of control and will consider the Executives' response to the auditors' work.

4 MEMBERSHIP

- 4.1 The Committee will be appointed by the Board and comprise **three** Non- Executive Directors, ~~including the Chairs of the Quality and Finance & Investment Committees, but~~, excluding the Chair of YAS who will not be a member.
- 4.2 The Chair of the Committee will be appointed by the Board. A nominated deputy will be identified from the Non-Executive members, if the Committee Chair is unable to attend any meeting.
- 4.3 The ~~Chairs of the Quality and Finance & Investment Committees, Executive Director of Finance,~~ Executive Director of Quality, Governance and Performance Assurance, the Head of Internal Audit and a representative of the External Auditors will normally attend all Audit Committee meetings.
- 4.4 **Ordinarily the Chairs of quality and F&I will not be required to attend the Audit Committee, though they may attend with the agreement of the Audit Committee Chair. However, it is expected that the Chairs will attend at least one Audit Committee meeting each year.**
- 4.4 The Audit Committee shall be quorate in the presence of two Non-Executive Directors.

5. AUTHORITY

- 5.1 The Committee is authorised by the Board to investigate any activity within its Terms of Reference. It is authorised to seek any information it requires from any employee, and all employees are directed to co-operate with any request made by the Committee.
- 5.2 The Committee is authorised by the Board to obtain outside legal or other professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

6. RESPONSIBILITIES

Governance, Risk Management and Internal Control

- 6.1 The Committee shall review the establishment and maintenance of an effective system of integrated governance, risk management and internal control, across the whole of the organisations activities (both clinical and non clinical) that supports the achievement of the organisations objectives.

In particular, the Committee will review the adequacy and effectiveness of:

- All risk and control related disclosure statements (in particular the Annual Governance Statement, Board memoranda and self-certification statement to the Regulator, declarations of compliance with the Essential Standards of Quality and Safety), together with any accompanying Head of Internal Audit Opinion, external audit opinion and other appropriate independent assurance, prior to endorsement by the Board.
- The statements contained within the Quality Account, together with review of associated external audit assurance opinion as directed by NHS Improvement.
- The underlying assurance processes that indicate the degree of the achievement of corporate objectives, the effectiveness of the management of principal risks, and the appropriateness of the above disclosure statements.
- The policies for ensuring compliance with the relevant regulatory, legal and code of conduct requirements.
- The policies and procedures for all work related to fraud and corruption as set out by NHS Counter Fraud Authority.
- Arrangements by which staff of the Trust may raise, in confidence, concerns about the service in matters of financial reporting and control, clinical quality, patient safety or other matters, with the aim of ensuring that arrangements are in place for the proportionate and independent investigation of such matters and for appropriate

follow up action.

- 6.2 In carrying out this work the Committee will primarily utilise the work of Internal Audit, External Audit and other assurance functions, but will not be limited to these sources. It will also seek reports and assurances from directors and managers as appropriate, concentrating on the overarching systems of integrated governance, risk management and internal control, together with indicators of their effectiveness. This will be evidenced through the Committee's use of an effective Assurance Framework to guide its work and that of the audit and assurance functions that report to it.

Internal Audit

- 6.3 The Committee shall ensure that there is an effective internal audit function established by management that meets the mandatory NHS Internal Audit Standards and provides appropriate independent assurance to the Audit Committee, Chief Executive and the Board. This will be achieved by:-

- Consideration of the provision of Internal Audit service, the tendering procedure for any change in audit provider, the cost of the audit and any questions of resignations and dismissal.
- Review and approval of the Internal Audit strategy, operational plan and more detailed programme of work, ensuring that this is consistent with the audit needs of the organisation as identified in the Assurance Framework.
- Consideration of the major findings of internal audit work and management response thereto and ensure coordination between Internal and External auditors to optimise audit resource.
- Ensuring that the Internal Audit function is adequately resourced and has appropriate standing within the organisation.
- Annual review of the effectiveness of Internal Audit.

External Audit

- 6.4 The Committee shall review the work and findings of the External Auditor and consider the implications and management responses to their work, this will be achieved by:-

- Considering the appointment and performance of the External Auditor, as far as the national guidelines permit.
- Discussion and agreement with the External Auditor, before audit commences, of the nature and scope of the audit as set out in the Annual Plan, and ensure coordination as appropriate, with other External Auditors in the local health economy.

- Discussion with External Auditors of their local evaluation of audit risks and assessment of the Trust and associated impact on the audit fee.
- Review all external audits reports, including agreement of the annual audit letter before submission to the Board and any work carried outside the Audit Plan, together with the appropriateness of the management response.
- Development and implementation of a policy on the engagement of the External Auditor to supply non-audit services, taking into account relevant ethical guidance and in context of the role of the Auditor Panel to advise the Board on the selection and appointment of the External Auditor.

Other assurance functions

6.5 The Audit Committee shall review the findings of other significant assurance functions. These will include but are not limited to:-

- Any reviews by the Department of Health Arm's Length Bodies or Regulators/Inspectors, e.g. the Care Quality Commission, NHS Improvement.
- Professional Bodies with the responsibility for the performance of staff e.g. Royal Colleges, accreditation bodies etc.

The Committee will review the work of other committees in the organisation, whose work can provide relevant assurance to the Audit Committee's own scope of work including, in particular, the Finance & Investment Committee and the Quality Committee. The Audit Committee will look to the Quality Committee to provide assurance regarding the adequacy and effectiveness of Clinical and Workforce Governance, Risk Management and Audit.

Management

- 6.7 The Committee will request and review reports and assurances from directors and managers on the overall arrangements for governance, risk management and internal control.
- 6.8 It may also request specific reports from individual functions within the organisation as it may deem to be appropriate to the overall arrangements.

Financial reporting

- 6.9 The Audit Committee will monitor the integrity of the financial statements of the Trust and any formal announcements relating to the Trust's financial performance.

The Committee will ensure that the systems for financial reporting to the Board, including those of budgetary control, are subject to review as to the completeness and accuracy of the information provided to the Board.

The Committee will review the Annual Report and Financial Statements before submission to the Board, focusing particularly on:

- The wording in the Annual Governance Statement and other disclosures relevant to the terms of reference of the Committee.
- Changes in, and compliance with, accounting policies, practice and estimation techniques.
- Unadjusted misstatements in the financial statements.
- Significant judgements made in the preparation of the financial statements.
- Significant adjustments resulting from the audit.
- The letter of management representation.
- Qualitative aspects of financial reporting.

- 6.10 Standing Orders and Standing Financial Instructions. The Committee will:

- Seek assurance regarding compliance with Standing Orders and Standing Financial Instructions.
- Consider any proposed changes to Standing Orders and Standing Financial Instructions, prior to presentation to the Board.

- 6.11 Review schedules of losses and special payments and make recommendations to the Board.

- 6.12 Review retrospectively every decision to suspend Standing Orders.
- 6.13 At least once every 12 months, review the Register of Members Interests maintained by the Chief Executive.
- 6.14 If so directed by the Board, conduct a detailed review of annual or period budgets including proformas prepared for the Department of Health, but these are to be returned to the Board for approval.
- 6.15 Receive reports at each meeting from the Charitable Funds Committee regarding governance, risk management, control, audit and financial reporting matters.
- 6.17 Consider any other matters of financial accountability, probity, compliance and/or value for money as and when requested by the Board.
- 6.18 Other matters may be considered when directed to do so by the Board.

7. ATTENDANCE

- 7.1 The members of the Committee are expected to attend each meeting unless prior approval of absence is obtained from the Chair of the Committee.
- 7.2 The Chief Executive and other Executive Directors should be invited to attend, particularly when the Committee is discussing areas of governance, risk or control that is the responsibility of that director.
- 7.3 Where reports of the internal auditors reflect 'no' or 'limited assurance' the relevant director should assume their attendance at the next meeting of the Committee is required.
- 7.4 The Chief Executive must be invited to attend meetings to discuss with the Audit Committee the process for assurance that supports the Annual Governance Statement, to review each year's draft internal audit plan and the draft annual accounts.
- 7.5 At least once a year the Committee will meet with each of the External and Internal Auditors without any Executive Director of the Board present.

8. REPORTING

- 8.1 The Minutes of the Audit Committee meetings will be formally recorded and submitted to the Board. The Chair of the Committee will draw the

attention of the Board to issues that require disclosure to the full Board or require Executive action.

- 8.2 The Committee will report to the Board by means of an Annual Report on its work in support of the Annual Governance Statement, specifically commenting on the fitness for purpose of the assurance framework, completeness of risk management systems in the organisation, the integration of governance arrangements, and the appropriateness of the self-assessment against the Essential Standards of Quality and Safety and any other assurance matters identified by the Committee or the Board. The Annual Report will be accompanied by a schedule of attendance at the meetings held during the year.
- 8.3 Where the Audit Committee feel there is evidence of ultra vires transactions, evidence of improper acts, or if there are other important matters that the Committee wish to raise, the Chair of the Audit Committee will raise the matter at a full meeting of the Board. Exceptionally, the matter may need to be referred to the NHS Improvement, or successor body (via the Executive Director of Finance in the first instance).

9. ADMINISTRATION

- 9.1 The Executive administrative team will support the administrative function of the Committee, including:-
- Agreement of the Agenda with the Chair and attendees and collation of papers.
 - Ensuring support for minute taking and for tracking of actions and issues to be taken forward.
 - Advising the Committee on pertinent areas of an administrative nature.
- 9.2 The Head of Corporate Affairs will, upon request, provide advice and support to the Committee Chair and members.

10. FREQUENCY

- 10.1 Meetings will normally be held quarterly with the addition of a fifth meeting to review the Trust's Annual Accounts. The Committee Chair and the External Auditor or Head of Internal Audit may request an additional meeting if they consider this necessary, with the agreement of the Trust Chair.

10.2 Additional meetings will be convened by the Committee Chair as necessary. The Committee Chair will ensure that, if an additional meeting(s) are held virtually, these must be recorded and the minutes reviewed and approved by the Board.

11. MONITORING AND REVIEW

11.1 The Committee will monitor compliance with these Terms of Reference through its Annual Report to the Board and through its Annual Self-Evaluation workshop.

11.2 The Terms of Reference will be reviewed annually, or as requested by the Committee Chair or the Trust Chair.

Author:	Head of Corporate Affairs
Board Approved:	TBC July 2021
Date of Next Review:	April 2022



TERMS OF REFERENCE FOR 2020/21

REMUNERATION COMMITTEE

Date of Revision	Reason for Revision	Reviewed /Approved by
27 March 2019		Board Approval
16 February 2020	<p>Inclusion of an additional section at 6.3 h to provide clarity around the Committees responsibilities in relation to approval of settlement agreements relating to employment matters for all staff.</p> <p>suggested change to meeting frequency to align with requirements of work plan</p>	Reviewed by Remuneration Committee 9 July 2020
30 July 2020		Board Approval

Author: Director of Workforce and Organisational Development
 Board Approved: TBC July 2021
 Date of Next Review: April 2022

REMUNERATION COMMITTEE

1. PURPOSE

The Remuneration Committee [the Committee] is constituted as a standing committee of the Board of Directors. Its Constitution and Terms of Reference have been established in line with the Codes of Conduct and Accountability [EL (94) 40] and the Trust's Standing Orders and Standing Financial Instructions as set out below.

The Committee is authorised by the Board of Directors [the Board] to act within its Terms of Reference. All members of staff are directed to co-operate with any request made by the Committee.

The Board is accountable for all decisions on remuneration and terms of service for the Trust's Very Senior Managers (VSMs) for which it has delegated decision making to this Committee.

VSMs are defined as the:

- i. Chief Executive Officer;
- ii. Executive Directors, i.e. those with voting rights;
- iii. other Directors reporting directly to the Chief Executive (non-voting);
- iv. interim Directors reporting directly to the Chief Executive (whether voting or not);
- v. any other manager(s) not covered by Agenda for Change Pay Terms and Conditions whose remuneration is broadly in line with VSM, howsoever procured, contracted, hired or otherwise engaged to provide services to the Trust.

The Committee is authorised by the Board to instruct professional advisors and request the attendance of individuals and authorities from outside the Trust with relevant experience and expertise if it considers this necessary for or expedient to the exercise of its functions.

The Committee is authorised to obtain such internal information as is necessary and expedient to the fulfilment of its functions.

2. CONSTITUTION

The Board hereby resolves to establish a committee of the Board to be known as the Remuneration Committee [the Committee]. The Committee is a non-executive committee of the Board and has no executive powers, other than those specifically delegated in these Terms of Reference.

3. RELATIONSHIPS

The Committee will provide a written report to the Board (private session) at least x2 per annum to the Committee's meetings which will record the basis of deliberations and decisions. The Board will remain accountable for the decisions made. The minutes of the Board will reflect that it has received an update from the Committee and noted the decisions and recommendations of the Committee.

4. MEMBERSHIP AND QUORUM

4.1 The Committee will comprise:

- The Chairman of the Board of Directors; and
- All the Non-Executive Board members.

4.2 The Chief Executive will be in attendance at the Committee save for items in which they are conflicted in which case they will withdraw from the meeting and have no further participation for a relevant item(s).

4.3 The Committee will be supported by:

- The Director of Workforce and Organisational Development (or their Deputy); and
- The Head of Corporate Affairs

These officers will service the Committee and provide specialist advice and information for the Committee to make their decisions.

4.4 The composition of the Committee will be reported in the Trust's Annual Report.

4.5 The Committee will be quorate when any three of the voting members of the Committee are present.

4.6 Should a vote be taken on any item the Chair of the Committee will have a second vote if the number of votes cast for and against the proposition is equal.

4.7 Exceptionally at the discretion of the Chair, a 'virtual' meeting would take place to deal with urgent business.

4.7.1 A virtual meeting is defined as one where voting members, or their nominated deputy, of the Committee must be either in attendance or able to participate by using video, telephone, web link or other live and uninterrupted conferencing facilities.

4.8 The Chair of the Committee and one of the other members, in consultation together, may also act on urgent matters arising between meetings of the Committee.

5. AUTHORISATION

5.1 The Board has delegated powers to the Committee to receive and approve VSM nominations for appointment, approve appropriate remuneration and terms of service for VSMs and monitor performance of the Chief Executive, Executive Directors and other Directors reporting directly to the Chief Executive.

5.2 The Committee is authorised by the Board to instruct professional advisors and request the attendance of individuals and authorities from outside the Trust with relevant experience and expertise if it considers this necessary for or expedient to the exercise of its functions.

- 5.3 The Committee is authorised to obtain such internal information as is necessary and expedient to the fulfilment of its functions.

6. RESPONSIBILITIES

The remuneration and terms of service for posts not specified within these Terms of Reference will remain the operational responsibility of the Chief Executive and the Board's Executive Directors.

The remuneration and terms of appointment of the Chairman and Non-Executive Directors are not within the remit of this Committee but are determined by the Secretary of State for Health delegated as appropriate to the NHS Improvement Agency.

- 6.1 The role of the Committee is to review and approve VSM:

- Nominations
- Remuneration
- Performance

6.2 Nominations

The duties of the Committee are categorised as follows:

- a. Before a VSM appointment is made, evaluate the balance of skills, knowledge and experience on the Board, and, in the light of this evaluation, receive assurance of the appropriate description of the role and capabilities required for a particular appointment. In identifying suitable candidates the Committee shall direct, as appropriate the use of open advertising or the services of external advisers to facilitate the search, consider candidates from a wide range of backgrounds, and consider candidates on merit against objective criteria.
- b. Approve VSM nominations for appointment and that appropriate approval of the NHS Improvement Agency (NHSI) is sought where necessary.
- c. Approve for new appointments, VSM remuneration and terms of service including salary package (including vehicles and other financial benefits), and that appropriate approval of the NHSI is sought where necessary.
- d. As appropriate give full consideration to succession planning to ensure continuity in the executive team, including the chief Executive, taking into account the challenges and opportunities facing the Trust and the skills and expertise particularly needed on the Board in the future.

6.3 Remuneration

The duties of the Committee are broadly:

- a. To consider relevant benchmarking, policy and guidance about appropriate remuneration and terms of service for VSMs and make decisions on remuneration packages including vehicles and other financial benefits as appropriate to the Trust context.

- b. The Committee will also make decisions on any residual local pay arrangements covered by national terms.

The duties of the Committee are categorised as follows:

- a. **Determining basic salaries**
On an annual basis, to ensure that the appropriate salary is applied for the VSMs and that appropriate approval of the NHSI is sought where necessary.
- b. **Contractual arrangements**
To ensure the appropriate contractual arrangements in respect of the VSMs and that appropriate approval of the NHSI is sought where necessary.
- c. **Development pay for Executive Directors**
To ensure any development pay for newly appointed VSMs is in place through a robust business case and that appropriate approval of the NHSI is sought where necessary.
- d. **Performance rewards scheme**
To review applications for any performance rewards scheme for VSMs and that appropriate approval of the NHSI is sought where necessary.
- e. **Local contracts**
To make recommendations on pay awards for any staff who remain on local contracts.
- f. **Exit schemes and extra contractual payments**
 - i. To have strategic oversight of exit schemes and appropriate approval of the NHSI is sought where necessary;
 - ii. To agree extra contractual payments, taking account of national guidance and ensuring that there are robust supporting business cases and appropriate approval of the NHSI where necessary.
- g. **Severance payments**
To consider and recommend to the NHSI for approval of any severance payments for the VSMs and for other staff any contractual severance payment of £100k or more.
- h. **Non Contractual Payments (including Settlement/Compensation agreements)**
To consider recommendations for approval of settlement agreements, of less than £100k, relating to employment matters for all staff where HM Treasury approval need not be sought¹, and where the Committee is satisfied that settlement is in the best interests of the Trust and represent value for money.

¹ HM Treasury approval is not required in the following circumstances:

a) Where there is no question that any compensation paid would amount to a severance payment, and the case being considered is not one that: (i) Involves important questions of principle, (ii) raises doubts around effectiveness of existing systems, (iii) contains lessons learned which are of wider interest, (iv) may create a precedent for other departments, or (v) arises because of obscure or ambiguous instructions issued centrally. **b)** The amount of any settlement would be well within the delegated limits.

Note: any payments of £100k or more, or where there criteria is not met, should be considered and recommended to HM Treasury for approval.

i. **Other remuneration issues**

To make decisions on remuneration issues where a variation in pay, terms and conditions is required in regard to pay terms and conditions, such as Clinical Excellence.

6.4 Performance

The duties of the Committee are categorised as follows:

- a. Approve the Chief Executive, Executive Directors' and other Directors reporting directly to the Chief Executive, annual objectives and a personal development plan (PDP) *before the end of Quarter 1 of each financial year*.
- b. Approve the Chief Executive, Executive Directors and other Directors reporting directly to the Chief Executive, *mid-year* review of performance against delivery of their objectives and PDP.
- c. Approve the Chief Executive, Executive Directors and other Directors reporting directly to the Chief Executive, *end-of-year* review of performance against delivery of their objectives and PDP.
- d. Approve any matter relating to the continuation in office of any VSM including the suspension or termination of service of an individual.
- e. Deliver an annual review to the Board, of the Chief Executive, Executive Directors and other Directors reporting directly to the Chief Executive of their remuneration, package and terms and conditions based on NHSI Guidance on pay for VSMS, relevant benchmarking information, and delivery of personal objectives including quality and financial sustainability.
- f. Review and receive assurance from the Director of Workforce and Organisational Development regarding process and value for money in relation to *all* Trust proposals for redundancy and the mutually agreed retirement scheme (MARS) involving any member of staff of the Trust.

7. ATTENDANCE

- 7.1 The Chair will preside at all meetings. In extraordinary circumstances where the Chair cannot attend, the Committee Members present will nominate one of the other Non-Executive Directors (NEDs) to act as Vice Chair.
- 7.2 If any member has a pecuniary interest in any matter and is present at the meeting at which the matter is under discussion, (s) he will declare that interest as early possible and shall not participate in the discussions. The Chair will have the power to request that member to withdraw until the Committee's consideration has been completed.
- 7.3 Apologies must be received by the Chair in advance of the meetings. All members will be required to attend **a minimum** of two thirds of all meetings held annually.

- 7.4 The Committee may invite YAS' Officers to attend. Further attendees may be invited to contribute to key business as required. These officers and additional attendees will not have voting rights.
- 7.5 The Chief Executive and any other manager acting in an advisory capacity should not be present for discussions about their own remuneration or terms of service without the prior agreement of the Committee, which will be recorded in the Minutes, but may attend meetings to support other items.
- 7.7 Exceptionally at the discretion of the Chair, a virtual meeting would take place to deal with urgent business.
- 7.8 The Chair of the Committee and one of the other members, in consultation together, may also act on urgent matters arising between meetings of the Committee.

8. REPORTING

- 8.1 The Committee provide a written report to the Board in its private session at least twice per annum recording its deliberations and decisions.
- 8.2 The Committee will produce an annual report, an annual self-assessment against its Terms of Reference and Workplan and submit these to these to the Board (in private session) for assurance.

9. ADMINISTRATION

- 9.1 The Committee will receive appropriate administrative support as follows:

The Director of Workforce and OD will:

- a) develop with the Chair the Committee's annual workplan;
- b) prepare with the Chair the agenda, and circulate the agenda and papers to members;
- c) maintain accurate records of attendance;
- d) issue necessary action logs within ten working days of the meeting;
- e) maintain a database of any documents discussed and / or approved and recall them to the Committee when due;
- f) organise future meetings;
- g) file and maintain records of the work of the Committee; and
- h) advise the Committee on pertinent areas.
- i) working with the Chair of the Committee and Head of Corporate Affairs review the TOR and undertake an annual self-assessment of the Committee for submission to the Committee for review

The Head of Corporate Affairs will ensure appropriate support from the Executive administrative team to:

- a) draft minutes for circulation to the Chair within five working days of the meeting;
- b) maintain accurate records of key discussion points and decisions taken;
- c) follow up necessary points on the action log before the next meeting of the

Committee.

- d) Ensure, at least twice per annum, that a written report is submitted to private board recording deliberations and decisions of the Committee.

10. FREQUENCY

- 10.1 Meetings shall be held regularly in line with the Committee's annual workplan with an expectation of a minimum of three meetings a year. Additional meetings may be called at the Chair's discretion.

11. MONITORING AND REVIEW

- 11.1 The Committee will review its compliance with these terms of reference through its annual report to the Board and annual self-evaluation.
- 11.2 The Terms of Reference of the Committee will be reviewed by the Committee and submitted for approval by the Board at least annually.

Author:	Director of Workforce and Organisational Development
Board Approved:	TBC July 2021
Date of Next Review:	April 2021

Annex 1a

YAS BOARD MEMBERS AND NON-VOTING DIRECTORS
Declaration of Interests for the Financial Year 2020-2021

Name/Dates	Paid / Unpaid Employment <i>(specify)</i>	Directorships of Commercial Companies	Shareholdings	Elected Office	Trusteeships or participation in the management of charities and other voluntary bodies	Public Appointments (paid or unpaid)	Membership of professional bodies/trade association or bodies
Kathryn Lavery Chairman 1 July 2016	Non-Executive Director Navigo, North East Lincolnshire Consultant to Hull University (retained contract) Advisory Board Member Agencia Consultancy, Hessle (unpaid)	Director Kath Lavery Associates	80% shareholding in K Lavery Associates Ltd,	None	Chairman Humber Business Week Board member Johnnie Whitely Foundation Director/Trustee Hull Kingston Rovers Community Trust	Member of Northern Ambulance Alliance Board Chair of the Yorkshire and Humber Panel of the ACCE (Advisory Committee on Clinical Excellence Awards) for which I do receive a fee for marking the award applications.	
Andrew Chang NED & Chair of the Audit Committee 22 Oct 2020	Bradford District Care NHS Foundation Trust: NED	None	None	None	Governor: Leeds City College Vice Chairman of the Audit Committee of the Luminare Education Group Trustee at Chartered Institution of Water and Environmental Management	None	Fellow of Chartered Institute of Management Accountants Member of Chartered Institution of Water and Environment

Name/Dates	Paid / Unpaid Employment <i>(specify)</i>	Directorships of Commercial Companies	Shareholdings	Elected Office	Trusteeships or participation in the management of charities and other voluntary bodies	Public Appointments (paid or unpaid)	Membership of professional bodies/trade association or bodies
<p>Anne Cooper NED & SID</p> <p>18 Jan 2019</p>	<p>Non-Salaried Director Ethical Healthcare Consulting CIC, 19 Park Crescent East, North Shields, NE30 2HQ (paid for any delivery work)</p> <p>Associate mHabitat, Leeds and York Partnership FT, 2150 Century Way, Thorpe Park, Leeds (Paid)</p> <p>Self-Employed, Anne Cooper, 46, WF14 9JE</p>	None	None	None	None	None	Nursing and Midwifery Council Registration
<p>Tim Gilpin Deputy Chairman</p> <p>1 August 2018</p> <p>Associate NED 31 Jan 2017 to 31 July 2018</p>	Managing Director of TGHR Ltd.	Managing Director of TGHR Ltd.	None	None	None	School Governor Dixons Multi Academy Trust	Member Chartered Institute of Personnel and Development

Name/Dates	Paid / Unpaid Employment <i>(specify)</i>	Directorships of Commercial Companies	Shareholdings	Elected Office	Trusteeships or participation in the management of charities and other voluntary bodies	Public Appointments (paid or unpaid)	Membership of professional bodies/trade association or bodies
John Nutton NED 5 June 2015	Self-employed Corporate Finance practitioner, Springwell Corporate Finance in association with Cattaneo LLP	The Carbis Beach Apartments Management Company Limited The Marque Management Company (Cambridge) Limited	None	None	Member of The Wakefield Grammar School Foundation Clayton Hospital Site Fund Raising Committee	None	Fellow Institute of Chartered Accountants in England & Wales
Jeremy Pease NED 14 February 2019	Green Oak Associates Ltd Paid Employment (providing consultancy – including for the NHS)	Director Green Oak Associates Ltd	None	None	None	None	None
Rod Barnes Chief Executive Officer 6 May 2015	None	None	None	None	Trustee of CATCH (Community Action To Create Hope) (from July 2020)	Member of Northern Ambulance Alliance Board Member of the Ambulance Improvement Programme NHSE/NHSI SRO for West Yorkshire and Harrogate ICS Urgent and Emergency Care Board	Chartered Institute of Management Accountants

Name/Dates	Paid / Unpaid Employment <i>(specify)</i>	Directorships of Commercial Companies	Shareholdings	Elected Office	Trusteeships or participation in the management of charities and other voluntary bodies	Public Appointments (paid or unpaid)	Membership of professional bodies/trade association or bodies
<p>Kathryn Vause Interim Executive Director of Finance</p> <p>In post from 1 August 2020</p> <p>(Joined the Trust in June 2017)</p>	None	None	None	None	None	None	Member of Chartered Institute of Public Finance & Accountancy
<p>Dr Julian Mark Executive Medical Director</p> <p>1 October 2013</p>	None	None	None	None	None	<p>Chair National Ambulance Service Medical Directors (NASMeD) (Ended March 2021)</p> <p>Urgent and Emergency Care Clinical Lead Yorkshire & Humber Digital Care Board</p> <p>Co-chair of the National Advisory Board 'The Circuit ' (from Sept 2020)</p>	<p>General Medical Council</p> <p>Medical Protection Society</p> <p>Faculty of Medical Leadership and Management British Medical Association</p>

Name/Dates	Paid / Unpaid Employment <i>(specify)</i>	Directorships of Commercial Companies	Shareholdings	Elected Office	Trusteeships or participation in the management of charities and other voluntary bodies	Public Appointments (paid or unpaid)	Membership of professional bodies/trade association or bodies
Steve Page Executive Director of Quality, Governance and Performance Assurance (previously titled Standards and Compliance) 1 October 2009	None	None	None	None	None	Care Quality Commission Well Led Reviewer	Nursing & Midwifery Council Registration
Nick Smith Executive Director of Operations 12 November 2018	None	None	None	None	None	None	None
ASSOCIATE NON-EXECUTIVE DIRECTORS (Non-Voting)							
Phil Storr Associate Non-Executive Director 27 November 2018 Non-Executive Director/Deputy Chairman 1 April 2018 – 26 November 2018 Associate Non-Executive Director 31 Jan 2017 to 31 March 2018	NHS Interim Management & Support (NHS IMAS) NHS England East of England Region Member- Advisory Committee for Clinical Excellence Awards Committee (Yorkshire & Humber)	MRL Environmental Ltd Burn Grange Properties Ltd	None	Member of Burn Parish Council	Committee Chair – Yorkshire Ambulance Service Charity	None	Associate – Emergency Planning Society Health & Care Professions Council Member of the College of Paramedics Member Institute of Healthcare Management

Name/Dates	Paid / Unpaid Employment <i>(specify)</i>	Directorships of Commercial Companies	Shareholdings	Elected Office	Trusteeships or participation in the management of charities and other voluntary bodies	Public Appointments (paid or unpaid)	Membership of professional bodies/trade association or bodies
NON-VOTING DIRECTORS (OFFICERS)							
Suzanne Hartshorne Acting Director of Workforce and Organisational Development In post from 1 January 2020 <i>(Joined the Trust in January 2017)</i>	None	None	None	None	None	None	Member Chartered Institute of Personnel and Development
Karen Owens (nee Warner) Interim Director of Urgent Care and Integration 23 April 2019	None	None	None	No	No	None	Nursing & Midwifery Council Registration 86Y243OE
Stan Hardy NED 18 March 2019 to 8 October 2020	Non-Executive Director, Local Care Direct (LCD) – resigned on 7 March 2019, the resignation will be formally recorded at the LCD AGM on 10 June 2019	None	None	None	Trustee Duke of Yorks Community Initiative President Leeds Royal British Legion Council Member of the Yorkshire and Humberside Reserve Forces & Cadets Association		Fellow Institute of Directors

Name/Dates	Paid / Unpaid Employment <i>(specify)</i>	Directorships of Commercial Companies	Shareholdings	Elected Office	Trusteeships or participation in the management of charities and other voluntary bodies	Public Appointments (paid or unpaid)	Membership of professional bodies/trade association or bodies
Mark Bradley Executive Director of Finance 1 March 2017 to 8 November 2020	None	None	None	None	None	None	Chartered Institute of Management Accountants Healthcare Financial Managers Association (HFMA)
Christine Brereton Director of Workforce and Organisational Development 1 Nov 2017 to 31 December 2020	None	None	None	None	None	None	Fellow Member of the Chartered Institute of Personnel and Development
Leaf Mobbs Director of Urgent Care and Integration 1 November 2017 to 7 November 2020* *on secondment to NHSE from 1 December 2018 to November 2020	None	None	None	None	None	None	None

Name/Dates	Paid / Unpaid Employment <i>(specify)</i>	Directorships of Commercial Companies	Shareholdings	Elected Office	Trusteeships or participation in the management of charities and other voluntary bodies	Public Appointments (paid or unpaid)	Membership of professional bodies/trade association or bodies
(Joined the Trust in June 2016)							

Annex 1b

**YAS STAFF AT OR ABOVE AGENDA FOR CHANGE BAND 8D
Declaration of Interests for the Financial Year 2020-2021**

Name	Role Title	Other Paid Employment	Directorships of Commercial Companies	Shareholdings	Elected Office	Trusteeships or participation in the management of charities and other voluntary bodies	Public Appointments (paid or unpaid)	Membership of professional bodies/trade association or bodies
Clare Ashby July 2013	Deputy Director of Quality & Nursing	None	None	None	None	None	None	NMC
Ms Catherine Bange ⁶ March 2018	Regional General Manager – Urgent Care & Integration	None	None	None	None	None	None	None

⁶ Currently on secondment to NHSE/I

Name	Role Title	Other Paid Employment	Directorships of Commercial Companies	Shareholdings	Elected Office	Trusteeships or participation in the management of charities and other voluntary bodies	Public Appointments (paid or unpaid)	Membership of professional bodies/trade association or bodies
Mr Alan Baranowski June 2015	Regional General Manager	None	None	None	None	None	None	HCPC PA03367
David Beet January 2020	Senior Programme Lead for Clinical Advice Service Integration	None	I am the Managing Director of Workable Wellbeing Ltd	I am a 50% shareholder in Workable Wellbeing Ltd	None	None	Magistrate in Bristol	Chartered Institute for Personnel and Development (Associate Member) Health Professions Council (Paramedic) Association for Coaching

Name	Role Title	Other Paid Employment	Directorships of Commercial Companies	Shareholdings	Elected Office	Trusteeships or participation in the management of charities and other voluntary bodies	Public Appointments (paid or unpaid)	Membership of professional bodies/trade association or bodies
Ms Jacqueline Cole March 2017	Head of Operations – South Yorkshire	None	None	None	None	Partner Governor for Sheffield Children’s Hospital	none	Health Care Professionals Council (HCPC)
Arifa Chakera July 2020	IUEC Senior Programme Manager	Crystal Clear Management Solutions-Owner/Director	None	None	None	None	None	None
Dr Eithne Cummins September 2017	GP, Clinical Director Integrated and Urgent Care	All are ad hoc sessions None are technically employed. 1. STH- Sheffield GP Collaborative. 2. NHSE- GP appraiser.	None	None	None	None	None	GMC –full registration, GP list No 4043050 BMA-member
Mr Chris Dexter November 2015	Managing Director of PTS	None	None	None	None	None	None	Chartered Member of Institute of Transport & Logistics.
Dr Steven Dykes 1 October	Deputy Medical Director		None	None	None	Trustee West Yorkshire Medic	None	Member of the British Medical Association

Name	Role Title	Other Paid Employment	Directorships of Commercial Companies	Shareholdings	Elected Office	Trusteeships or participation in the management of charities and other voluntary bodies	Public Appointments (paid or unpaid)	Membership of professional bodies/trade association or bodies
2013						Response Team		Registered with a licence to practise with the General Medical Council Member of the Faculty of Medical Leadership and Management
Dr Phillip Foster June 2018	None	None	None	None	None	Chair of Aurora Charity Bassetlaw	None	None
Mrs Jeevan Gill February 2018	Associate Director of Operations	None	Optimas Properties Limited	None	None	None	None	None

Name Date commenced employment with YAS	Role Title	Other Paid Employment	Directorships of Commercial Companies	Shareholdings	Elected Office	Trusteeships or participation in the management of charities and other voluntary bodies	Public Appointments (paid or unpaid)	Membership of professional bodies/trade association or bodies
Mr Claus Madsen November 2016	Associate Director of Education and Learning	None	None	None	None	None	None	Member of the Academy of Management Chartered Fellow of the CIPD
Mr John McSorley December 2017	Head of Operations – West Yorkshire	None	None	None	None	None	None	HCPC PA05434 College of Paramedics CP017975
Mr Mark Millins August 2013	Associate Director of Paramedic Practice	None	None	None	None	None	None	HCPC (PA5300) College of Paramedics
Mr Paul Mudd January 1987	Divisional Commander	None	None	None	None	None	None	None

Name	Role Title	Other Paid Employment	Directorships of Commercial Companies	Shareholdings	Elected Office	Trusteeships or participation in the management of charities and other voluntary bodies	Public Appointments (paid or unpaid)	Membership of professional bodies/trade association or bodies
Mr Graham Norton ⁷ March 2020	NAA Digital Transformation Lead	None	None	None	None	None	None	None
David O'Brien July 2019	Associate Director of Performance Assurance and Risk	None	Ex Officio Board Member, AuditOne,	None	Foundation Trust Public Governor, Leeds and York Partnership NHS Foundation Trust	Governor Knavesmire Primary School, York Charity Trustee, The Knavesmire County Primary School Fund, York	Independent Member (unpaid), Audit Committee, North Yorkshire Fire and Rescue Service	Member, The Chartered Governance Institute
Mr David Sanderson December 2018	Associate Director of Estates, Fleet and Facilities	None	None	None	None	Member of the Northern Training Advisory Group (Not for profit training organisation providing Estates & Facilities Training to NHS staff)	None	Fellow of the Institute of Leadership & Management Certified Member of Institute of Workplace and Facilities Management

⁷ Shared post via Northern Ambulance Alliance

Name	Role Title	Other Paid Employment	Directorships of Commercial Companies	Shareholdings	Elected Office	Trusteeships or participation in the management of charities and other voluntary bodies	Public Appointments (paid or unpaid)	Membership of professional bodies/trade association or bodies
								Member of the Health Estates Facilities Management Association Member of the Institute of Healthcare Engineers & Estates Managers
Mr Matthew Sandford October 2016	Associate Director of Business Development	None	None	None	None	None	None	Member of the Chartered Management Institute (MCMI)
Mr Stephen Segasby June 2017	Deputy Director of Operations	None	None	None	None	None	None	Health & Care Professions Council PA16463
Miss Keeley Joanne Townend	NHS 111 Associate	None	None	None	None	None	None	None

Name	Role Title	Other Paid Employment	Directorships of Commercial Companies	Shareholdings	Elected Office	Trusteeships or participation in the management of charities and other voluntary bodies	Public Appointments (paid or unpaid)	Membership of professional bodies/trade association or bodies
December 2006	Director and Urgent Care							
Ms Carol Weir February 2019	NAA Managing Director (on 12 month secondment from YAS Hub & Spoke Programme Manager)	Northern Ambulance Alliance – Managing Director – secondment from YAS ICS Group Health & Wellbeing Consultant	None	None	None	None	None	None
Mandy Wilcock April 2019	Associate Director of Corporate Affairs	None	None	None	None	None	None	None

Annex 2

Summary Board Members' Expenses 2020-21

Name	Total
Kathryn Lavery	£84.00
Tim Gilpin	£44.80
Anne Cooper	£11.20
John Nutton	£30.80
Phil Storr	£0.00
Jeremy Pease	£28.00
Stan Hardy	£65.52
Rod Barnes	£21.00
Steve Page	£5.96
Julian Mark	£0.00
Mark Bradley	£0.00
Christine Brereton	*£222.93
Nick Smith	£39.39
	£0.00

*includes Claim from November 2019 made Q2

Annex 3

Summary application of the Trust Seal Yorkshire Ambulance Service 2020-2021

Month and Reason
March 2020
Hull PTS Lease
North Lincolnshire PTS Lease
May 2020
Park Lodge Doncaster Lease
Supplemental Agreement: Bramham House
July 2020
Edington Stand By Unit - Land
August 2020
Carparking Lease (unit M)
Disposal of Bramham Ambulance Station
September 2020
Horsforth Lease Renewal
Adwick Le Street: Fire Station
November 2020
Hatfeild Doncaster Hub: Lease
Wayleave Agreement: Hatfeild Doncaster
December 2020
Swift Ultra – Unit 2& 3 Trinity Business Park Wakefield