

HMCS Board

8 June 2007

Report title: Governance – committee terms of reference & processes; dates of Board meetings

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Purpose of report: To note the appointment of non-executive Board members and further consider committee terms of reference and operating arrangements.

Recommendation:

1. The terms of reference of committees be approved;
2. The operating protocol at appendix 5 be agreed;
3. Board meetings generally be held quarterly on the third Friday of the month

Attachments: Appendix 1 – 5 terms of reference of the Audit, Change Governance, Corporate Services, Executive and Operational committees;
Appendix 6 –operating protocol for committees.

1. Background/reason for report

1.1 The Board agreed changed the committee structure at their last meeting and asked the new committees to review their terms of reference and executive powers.

2. Non-executive Board members

2.1 The four non-executive Board members appointed from 1 April 2007 are Faith Boardman, Kevin King, Kenneth Ludlam and Maggie Semple. Kenneth Ludlam has been appointed as Chair of the Audit Committee and Kevin King as a member of that committee.

2.2 The appointments are for a period of 3 years, with possible extension to 6.

3. Board and decisions structure

- 3.1 Discussions continue to see how best to cater for the Ministry of Justice changes in the Board's membership and operating arrangements. The current position will be discussed at the meeting.
- 3.2 The terms of reference proposed by each of the committees are at appendices 1 – 4. The Corporate Services Committee meets after this agenda is finalised and any changes to their terms of reference will be reported at the meeting. Members will see that they have established an Asset Management Committee and propose that it should have executive powers. The Board will need to agree any delegation of powers. The Operational Committee will review their terms of reference in July and any changes will be reported to the next Board meeting. In order to achieve consistency between committees, the operating protocol at appendix 5 was considered by the Executive Committee and the Board are asked to approve it.
- 3.3 Annual progress reports will be submitted to the Board from the committees, phased so that the Board would receive one report each quarter. An annual report will also be submitted on workforce issues. The forward agenda plan later in the agenda shows when these are programmed. The agenda plan will be included in future agenda and the Board are invited to comment on the scheduling for reports, and particularly on any others they wish to see included.
- 3.4 The Board asked to see the committees' sub-structure and work is proceeding on this. The work undertaken to date has highlighted that the HMCS governance structure needs further clarification, especially the inter-relationships. The Executive Committee will consider this further and a report will be submitted to the next meeting.

4. Board meetings

- 4.1 The sequencing of meetings is important to ensure that the Board receive timely input from their committees and to avoid work being unnecessarily delayed. The Executive Committee meet generally at the beginning of the month so that they can receive monthly finance reports as soon as they are available. They will also consider the agenda for Board meetings and commission reports where necessary. In order for this to work, Board meetings need to be held generally in the third week of the month. This would lead to Board meetings being held on 21 September 2007, 14 December 2007 and 28 March 2008.

5. Conclusion

- 5.1 Decisions are needed on committee terms of reference and operating protocol, and on changed dates for Board meetings.