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<p><b>Nature of the Committee</b></p>	<p><b><u>Clinical Oversight Committee</u></b></p> <p>A Governor and Trustee Group reporting to the Governing and Trustee Boards.</p> <ul style="list-style-type: none"> <li>• Provide an in-depth insight into             <ul style="list-style-type: none"> <li>○ the clinical operation of residential care for children and young adults</li> <li>○ the partnership with Chailey Clinical Services &amp; SCFT</li> </ul> </li> <li>• Advise on clinical issues and relationships with the NHS</li> <li>• Monitor the quality of the service</li> <li>• Oversee and support improvement in clinical practice</li> <li>• Feedback to Governor and Trustee Boards their views on the impact of clinical practice within CHF and CCS on the safety and well-being of children and adults receiving CHF services</li> </ul> <p><b>Knowledge and Experience</b></p> <p>Group members will have an understanding of all or some of the following:</p> <ul style="list-style-type: none"> <li>• Clinical practice, particularly complex medical / high health needs and the requirement of services to support these.</li> <li>• Paediatric neuro-disability and/or complex medical / health needs and their management outside hospital settings and the requirements of services to support these.</li> <li>• Nursing standards</li> <li>• The regulatory framework for inspection of children and adult's residential care and/or clinical services</li> <li>• Clinical commissioning for continuing health care and general practice</li> <li>• Safeguarding</li> <li>• Management of health services and the operation of NHS</li> </ul> <p>Where additional specialist knowledge of a sector or skill is needed, the group may - with the approval of the Chair of the Committee and Chair of Governors - co-opt an individual to be a member of the group for all or part of its life.</p> <p><b>Role and Responsibility of Members</b></p> <p>The role of group members is to use their experience to advise and challenge management to promote</p> <ul style="list-style-type: none"> <li>• Clinical safety, best practice and governance</li> <li>• Good working relationships with Clinical Services and other parts of the NHS</li> <li>• Alternative clinical service delivery models if required</li> </ul> <p><b>1. Medicines and Clinical Practice</b></p> <p>a) For School and Residences</p> <ul style="list-style-type: none"> <li>i. To receive feedback on issues from meetings relevant to medicines and to offer advice and support in securing safe practice</li> </ul>
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## TERMS OF REFERENCE: TRUSTEES' & GOVERNORS' JOINT COMMITTEES

- ii. To keep under review arrangements for clinical training, assessment and sign off for CHF staff
- iii. To oversee the implementation of new systems of medicines and clinical procedures including the MSOP

b) For Community Services - LSC, Pathways, The Hub

- i. To be part of the clinical governance arrangements for CHF's community services and ensure that appropriate arrangements are in place for the professional supervision and support of the clinical lead
- ii. To oversee the implementation of new systems of medicines and clinical procedures and approve the CHF MSOP for Community Services and any in year changes
- iii. To ensure that the clinical practice in Community Services is of a high quality and follows, as far as practicable, NHS good practice support
- iv. To oversee the implementation of the clinical elements of the Social Care Improvement Plan

**Way of Working**

Group members will undertake, at least annually, visits to services with a specific focus/ theme determined by the Group.

Group members have on-going responsibilities to support and challenge but will have an evaluative role and will advise / make recommendations to the Governing and Trustee Boards and must therefore maintain an element of detachment while offering support and advice.

**Distribution of Committee Minutes**

The minutes of the Clinical Oversight Committee will be distributed to both the Governing Body and Trustee Board.

In addition, The Chair of the Clinical Oversight Committee will give a verbal summary report to the Trustee Board, and similarly a Governor delegate of the Committee will report to the Full Governing Board.

## TERMS OF REFERENCE: TRUSTEES' & GOVERNORS' JOINT COMMITTEES

<b>Link Manager</b>	<b>Director of Social Care</b>
<b>Scope of Responsibilities</b>	All CHF services but especially those provided in partnership with Chailey Clinical Services i.e. children's home, school & Futures
<b>Membership</b>	<p>This group may co-opt individuals with specialist skills or knowledge to join the group on a permanent or short-term basis.</p> <p><b>Core Members</b></p> <ul style="list-style-type: none"> <li>• Governors / Trustees with relevant clinical / regulatory experience</li> </ul> <p><b>CHF Managers</b></p> <ul style="list-style-type: none"> <li>• Chief Executive</li> <li>• Director of Social Care</li> <li>• Deputy Headteacher – Children and Families</li> <li>• Acting Deputy Headteacher</li> <li>• Quality Improvement Manager – Clinical</li> <li>• Acting Head of Quality</li> </ul> <p>The Committee may invite other CHF managers to attend all or part of the meeting as necessary</p>
<b>Meetings</b>	<ul style="list-style-type: none"> <li>• Meetings will be convened as required but at least 3 times a year</li> <li>• Meetings will usually be face to face but may be virtual e.g. by phone or internet</li> <li>• Decisions may also be made using email or video/phone calls</li> </ul>
<b>Standing Items</b>	<ul style="list-style-type: none"> <li>• Monitoring Reports including information and analysis of: <ul style="list-style-type: none"> <li>○ Medication Errors</li> <li>○ Clinical related <ul style="list-style-type: none"> <li>▪ Accident and Incidents</li> <li>▪ Safeguarding incidents</li> <li>▪ Incidents reported to Ofsted / CQC</li> <li>▪ Complaints</li> </ul> </li> </ul> </li> <li>• Clinical Training,</li> <li>• Such other data as the Committee specify including any changes in legislation.</li> </ul>
Autumn	None
Spring	None
Summer	None

<b>Members 2023-24</b>	<b>Name</b>	<b>Role</b>
<b>Trustees &amp; Governors</b>	Helen Britton	Trustee & Chair <sup>1</sup>

<sup>1</sup> HB member of TFRC

## TERMS OF REFERENCE: TRUSTEES' & GOVERNORS' JOINT COMMITTEES

	Elizabeth Green ( <i>retired Dec 2023</i> )	Trustee
	Jenny Clark	Chair of Governors/ Trustee <sup>2</sup>
	Deirdre Power	Governor <sup>3</sup>
<b>Attended by</b>	Dee Anand	Director of Social Care
	Sarah Otway	Deputy Headteacher - Children and Families
	Emma Dewe	Acting Deputy Headteacher
	Claire Bailey	Quality Improvement Manager - Clinical
	Karen Bailey	Acting Head of Quality
	Gareth Germer	Chief Executive

<sup>2</sup> JC member TFC, GFC, PPP, Estates, Education and Social Care Committees

<sup>3</sup> DP member of the Safeguarding, Social Care, and PPP Committees

## TERMS OF REFERENCE: TRUSTEES' & GOVERNORS' JOINT COMMITTEES

### Trustees' and Governors' Finance Committees

<b>Nature of the Committee</b>	TFC and GFC Committees meet jointly but have different levels of responsibility	
<b>Link Manager</b>	Director of Finance	
<b>Membership</b>	Trustees' Finance Committee	Governors' Finance Committee
	3 Trustees plus up to 2 co-opted Trustees	3 Governors including the Chair of the Governing Board  Trustee members of TFC attend the Governors' Finance Committees as an observer and adviser
<b>Attendance by</b>	Chief Executive Director of Finance Professional Advisers	Director of Finance Headteacher or Deputy Head Director of Social Care
<b>Quorum <sup>4</sup></b>	Two Trustees	Two Governors

Chailey Heritage Foundation is a charity and a company limited by guarantee and is governed by the Trustees. The Trustees are responsible for and oversee the management and administration of the Charity and all its services. The Trustee Board makes the final decisions on all finance and property matters. Fundraising falls within the remit of the Board of Trustees.

The Governing Board is effectively a sub-committee of the Trustee Board and operates under a scheme of Scheme of Delegation approved by the Trustee Board. This Scheme defines the powers of the Governing Board and sets out its relationship to the Board of Trustees.

The Governing Board has its own Articles of Government which define the composition of the Board, its procedures and specific responsibilities in line with the Non Maintained Schools (England) Regulations 2015.

The two Finance Committees frequently meet together because of common interests. Their default position is joint responsibility.

<sup>4</sup> A Trustee may be both on the Governors' and Trustees' Committee

**TERMS OF REFERENCE: TRUSTEES’ & GOVERNORS’ JOINT COMMITTEES**

<p>Scope of Responsibilities</p>	<p><b>TFC</b></p> <p>Annual Budget setting and 3 year budget planning for the charity including</p> <ul style="list-style-type: none"> <li>• capital budget for 3 years</li> <li>• fundraising budget</li> <li>• setting and monitoring the Trustees’ operating budget</li> </ul> <p>The Charity’s financial performance and cash flow</p> <p>Donated monies and grants from public fund in restricted and designated funds</p> <p>Financial Risks</p> <p>The Charity’s assets and reserves, investments and management thereof</p> <p>Annual Report and Accounts Procurement of Financial Services (audit, investment management and banking)</p> <p>Oversight of insurances ensuring that the insurance cover is appropriate to the level of risk, the range of services and the Charity’s buildings, grounds and equipment and provides good value.</p> <p>Audit arrangement</p> <p>Trading Company</p> <p>Due Diligence</p>	<p><b>GFC</b></p> <p>Annual Budget setting and 3 year budget planning for the Services</p> <p>Monitoring of operational financial performance</p> <p>Management of identified financial risk</p> <p>Data Protection and Data Security</p> <p>Management of financial controls</p>
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## TERMS OF REFERENCE: TRUSTEES' & GOVERNORS' JOINT COMMITTEES

<p>Scope of Common Responsibilities</p>	<ul style="list-style-type: none"> <li>• Briefing the Board on financial solvency, reserves and investments</li> <li>• Guidance and assistance to senior managers</li> <li>• Financial KPIs</li> <li>• Financial systems and internal controls included procurement</li> <li>• Finance Department Operational Plan</li> <li>• Adequacy and capacity of the Finance Function</li> <li>• Application of new statutory / regulatory financial duties</li> <li>• Fiduciary and regulatory compliance</li> <li>• Securing good value for money</li> <li>• Financial implications of the business continuity process</li> </ul>	
<p>Specific Responsibilities</p>	<p><b>TFC: Approval of</b></p> <ul style="list-style-type: none"> <li>• The annual report and accounts</li> <li>• Letter of representation to the Auditors</li> <li>• Authorisation of signatories to bank accounts</li> <li>• Writing off major debts<sup>5</sup></li> <li>• Major Strategic Capital Budgets</li> <li>• Approval of Pension arrangements for staff</li> <li>• To approve recommendation of the rephasing between operational and / or capital budgets between financial years</li> <li>• To approve recommendation of the Chief Executive's Reserve</li> </ul>	<p><b>GFC: Approval of</b></p> <ul style="list-style-type: none"> <li>• High value expenditure and contracts as defined in financial procedures</li> <li>• Key statutory/regulatory policies</li> <li>• Business continuity processes and plan</li> <li>• Data Protection Policy and Procedures</li> <li>• Teachers' Pension Audit (TPA)</li> <li>• Charging policies</li> <li>• Statutory/regulatory policies relating to finance</li> <li>• IT and communications systems: ensuring they are robust, secure, sustainable, sufficient and compliant with relevant Data Protection regulations</li> </ul>

<sup>5</sup> As identified in the Finance Manual



## TERMS OF REFERENCE: TRUSTEES' & GOVERNORS' JOINT COMMITTEES

	<p><b>Recommendations from TFC to Trustee Board on:</b></p> <ul style="list-style-type: none"> <li>• The level of the Trustee Operating budget for the Charity by August each year</li> <li>• The level of the Fundraising Budget</li> <li>• Investment advisors and investment policy</li> <li>• Disposal of major assets including property<sup>6</sup></li> </ul>	<p><b>Recommendations from GFC to TFC on:</b></p> <ul style="list-style-type: none"> <li>• Cash flow and cash requirements</li> <li>• Annual pay levels and awards</li> <li>• The rephasing between operational and /or capital budgets between financial years</li> <li>• The Chief Executive's Reserve</li> </ul>
	<p><b>TFC Monitoring and scrutinising</b></p> <ul style="list-style-type: none"> <li>• The annual audit process and output</li> <li>• Auditor's annual management letter</li> <li>• Investment performance against agreed benchmarks</li> <li>• The adequacy of the arrangements for insurance</li> <li>• The financial and regulatory affairs of the Charity including tax</li> <li>• The Charity's compliance with regulatory and good practice requirements</li> </ul>	<p><b>GFC Monitoring and scrutinising<sup>7</sup></b></p> <ul style="list-style-type: none"> <li>• The implementation of financial systems and internal controls</li> <li>• The register of Governors' pecuniary interests</li> <li>• The Risk Register and the identification and management of financial risks</li> <li>• Data Protection and Data Security</li> </ul>

<sup>6</sup> As identified in the Finance Manual

<sup>4</sup> Including unscheduled audits

## TERMS OF REFERENCE: TRUSTEES' & GOVERNORS' JOINT COMMITTEES

	<p><b>TFC Liaison with</b></p> <ul style="list-style-type: none"> <li>• Governors' Strategy Group (via Chair's Biannual Meeting)</li> <li>• Trustees' Strategy Committee</li> </ul>	<p><b>GFC Liaison with</b></p> <ul style="list-style-type: none"> <li>• People Performance and Pay Committee</li> <li>• Estates and Environmental Safety Committee</li> <li>• Education and Social Care Committees, including relevant Ad Hoc committees</li> </ul>
<p>Joint Responsibilities</p>	<p><b>Recommendations on:</b></p> <ul style="list-style-type: none"> <li>• The operating budget for the Charity and its constituent services by August each year.</li> <li>• The capital budget for the Charity by August each year</li> <li>• The rolling 3 year financial projections on operating and capital budgets considering their feasibility, associated risks and implications for the Charity's finances and sustainability.</li> <li>• Actions relating to financial performance to the Governing Board and / or Trustee Board.</li> <li>• Levels of financial delegation to managers</li> </ul> <p><b>Approval of:</b></p> <ul style="list-style-type: none"> <li>• Fee increases</li> <li>• Finance CHOP (operating plan)</li> </ul> <p><b>Monitoring and scrutinising:</b></p> <ul style="list-style-type: none"> <li>• Financial performance – actual against operating and capital budgets</li> <li>• Implementation of the Finance CHOP</li> <li>• Value for money and efficiencies</li> </ul> <p><b>Liaison with:</b></p> <ul style="list-style-type: none"> <li>• Governors Strategy Committee</li> </ul>	

**TERMS OF REFERENCE: TRUSTEES' & GOVERNORS' JOINT COMMITTEES**

	<b>TFC</b>	<b>GFC</b>
<b>Standing Items</b>	<p>Risk Register</p> <p>Financial Performance YTD</p> <p>Finance related KPIs</p> <p>Finance CHOP / Update</p> <p>Investment Report</p> <p>Reserves Report</p> <p>Legacies Report</p> <p>Fundraising Report</p> <p>Vision Fund Report</p>	<p>Risk Register</p> <p>Financial Performance YTD</p> <p>Finance related KPIs</p> <p>Finance CHOP /Update</p> <p>Financial implications from other Committees</p> <p>Required Policies relating to Finance or Data Protection suite of policies</p> <p>Impact</p> <p>Data Protection Update</p>
	<b>TFC</b>	<b>GFC</b>
<b>Autumn</b>	<p>Audit arrangements</p> <p>Update on capital Allocation</p> <p>Draft Annual Report &amp; Accounts</p> <p>Annual Review of investment performance (report on meeting with investment manager)</p> <p>Agree level of Designated Reserves at year end</p> <p>Agree final level of CE Development Fund for financial year</p>	<p>Occupancy Update &amp; Analysis School /Residential /Futures/ LSC/Hub</p>

## TERMS OF REFERENCE: TRUSTEES' & GOVERNORS' JOINT COMMITTEES

<p><b>Spring</b></p>	<p>Annual Audit and Auditor's Management Letter (dealt with in a separate meeting in January)</p> <p>Report on Renewal of Insurances (support of budget)</p>	<p>Annual Data Protection and Data Security Report</p> <p>Agreement for Fees<sup>8</sup></p>
<p><b>Summer</b></p>	<p><b>Budget Meeting</b></p> <p>Financial Performance YTD</p> <p>Annual Budget Proposals including any fee and salary changes and insurance requirements</p> <p>Capital Budget</p> <p>Rolling 3 year operating and capital projections and 3 year cashflow</p>	
<p><b>Summer</b></p>	<p><b>Other Business Meeting</b></p> <p>Review availability and options for borrowing</p>	<p>Occupancy Projection for budget School /Residential /Futures/ LSC/Hub</p> <p>Annual Terms of Reference</p>

	Name	Role
<p><b>Members</b> <b>2023-24</b></p>	<p>Alan Loader</p>	<p>Chair of GFC and Trustee Appointed Governor</p>
	<p>Andrew Hodson**</p>	<p>Chair of TFC and Trustee</p>
	<p>Jenny Clark**</p>	<p>Trustee Appointed Governor, and Trustee</p>
	<p>Alison Grover**</p>	<p>Trustee Appointed Governor, and Trustee</p>

<sup>5</sup> Increased each April from 2016

## TERMS OF REFERENCE: TRUSTEES' & GOVERNORS' JOINT COMMITTEES

	Denise Garland **	Trustee
	Mike Atkinson **	Trustee
	Lawrence Mudford	Trustee Appointed Governor
<b>Attended by</b>	Gareth Germer	Chief Executive **
	Jane Cope	Director of Finance **
	Richard Green	Deputy Head
	Dee Anand	Director of Social Care

\*\* Trustees' Finance Committee