

## Observing Board Assurance Committees – Guidance for Governors

### Aim

Governors are invited to observe Board Assurance Committees

- a. to support the Council of Governors' general duty to hold the non-executive directors (NEDs), individually and collectively, to account for the performance of the Board.
- b. To provide assurance (additional evidence) to the Council at its meetings in public as a standing item.

### The role

Following the Council's annual effectiveness review in 2025, some minor changes have been made to this process. The Council agreed that this was an important element of the Council's role and therefore, if a governor agrees to observe a Committee, they will need to commit to attending meetings.

Governors are observers at the meetings and are not participants. This means that, in normal circumstances, they should not expect to be invited to participate in the discussions at Committee; nor should they seek to do so.

This is an important role, enabling governors to be party to detailed and confidential discussion on a range of Trust issues. As governors have this opportunity – and not all Trusts offer this – it is important to ensure attendance wherever possible. Up to two governors can join each meeting in line with the Committee Terms of Reference/ General Orders. Three governors may be identified to ensure sufficient attendance at every meeting.

NED Chairs are likely to offer an induction to the Committee and Terms of Reference will be shared. Directly after the meeting, they will seek feedback on the discussions, and any comments that a governor wishes to make. This will support the NED Chair with their ongoing review of the Committee's performance and delivery of its Terms of Reference.

To ensure continuity, and to develop understanding of the subject matter, nominated governors will attend the same Committee for at least 12 months.

Dates are agreed on an annual schedule, and meeting invitations will be provided to the governors well ahead of the meeting date. If three governors have been identified it will be for those governors to agree between them who will attend each meeting. It will be the responsibility of governors to confirm the two attendees to the relevant Committee Secretary. To make best use of the resource we have available, ideally this would be for all scheduled dates rather than month by month, and at the latest by the Friday prior to the meeting.

The agenda and meeting papers will be circulated to relevant governors at least two days prior to the meeting to ensure awareness of the items due for discussion. The agenda includes approximate timings to provide an indication of where most of the debate is required, agreed as part of the agenda setting process.

**This important role is about observing - so listening to the discussion, watching the interactions between members and attendees and the behaviours displayed, and how the NED Chair manages the meeting. This will enable you to feed back your views and to report to the Council in public. The role is not about getting involved in the operational detail, and papers can be lengthy, so please don't feel you need to read them all.**

A Key Issues Report will be provided from each Board Committee to the Board of Directors to ensure public accountability.

## Prompts to support feedback to Council

Board Committees are confidential meetings, and care should be taken when reporting to Council that matters remain confidential, and particularly if the public account of the meeting has not been reported to the Board.

This form may be useful for governors to make notes during the meeting and a copy will be provided for future use. It may make it easier to update the Council at a future date.

### Observing Board Assurance Committees – Template for governors’ own use

<b>Meeting observed:</b>	
<b>Date:</b>	
<b>Governors in attendance:</b>	
	<b>Notes</b>
<b>Effective chairing:</b>	
Did the chair lead the meeting and were they clear in their instructions on the agenda/timing/how papers would be presented?	
Was the agenda clear and was sufficient time allowed for consideration of all items?	
Was the time available used appropriately?	
Were clear decisions made and actions identified with leads/timeframes?	
<b>Participation</b>	
Were members well prepared and had they clearly read the papers prior to the meeting?	
Were all members enabled to contribute?	
Was constructive challenge and questioning evident, within Trust values, and reflecting NEDs’ external experience?	
Was challenge focussed on priority issues or was too much time taken on potentially trivial details?	
Did responses to questions indicate that reports had been well thought through and received sufficient internal debate prior to presentation?	
Were there areas where the meeting discussed more operational detail than seemed appropriate?	
If you were disappointed in the level of challenge or participation offered by Committee members, can you say why?	

	Notes
<b>Assurance</b>	
The agenda items (indicated/assured/contributed to/ investigated/clarified*) the current (concerns/ developments/progress/issues/safety/new treatments*) that the Committee is responsible for?	* some suggestions
Were reasonable decisions made for Board alert/ escalation of issues of concern or where concerns had not yet been resolved?	
<b>In summary – for report to Council in public</b>	
Was there sufficient debate and were there clear decisions made?	
Was this a good meeting?  Constructive, well debated, in a situation of mutual trust, with candid exchanges, appropriate discussion and involvement of all members, effective decision-making and further action agreed – with no group think noted (the situation where NEDs and executives are complacent and everyone starts to behave in the same way)	
I feel able/unable to provide the Council with assurance/confidence that the Committee is effectively contributing to Trust governance as required by the Board	
Any additional comments/learning that you would suggest?	