

Terms of reference	
Name of governance body	Governor Steering Committee (GSC)
Constitution	The Governor Steering Committee (“the committee”) is a standing and permanent committee of the Council of Governors established in accordance with paragraph 25 of the Trust’s constitution.
Accountability	The committee is accountable to the Council of Governors for its performance and effectiveness in accordance with these terms of reference.
Authority	The committee is authorised by the Council of Governors to form working groups to facilitate the work of the committee, and to support any recommendations they may make to the Council of Governors.
Purpose	<p>The purpose of the committee is to:</p> <ul style="list-style-type: none"> • Support and facilitate the work of the Council of Governors and make recommendations to it on any aspects of its work • Facilitate communication between the Council of Governors and the Board of Directors • Provide advice and support to the Trust Chair, chief executive and the company secretarial team • Initiate appropriate reviews and reports on matters within the remit of the Council of Governors • Actively engage governors in adding value to the Trust.
Responsibilities and duties	<p>Responsibilities</p> <p>On behalf of the Council of Governors, the committee shall be responsible for:</p> <ul style="list-style-type: none"> • Supporting the work of the Council of Governors in order that it might better fulfil its statutory duties, particularly: <ul style="list-style-type: none"> • Holding the Trust’s non-executive directors to account for the performance of the Board of Directors • Representing the interests of members and the public • Developing and maintaining close and effective working relationships with the Trust Chair, company secretarial team and Senior Independent Director. <p>Duties</p> <p>The committee has a duty to consult with and represent the interests of governors and members to:</p> <ul style="list-style-type: none"> • Set the agenda for Council of Governors meetings held in public • Influence the agenda and planning of the annual general meeting and annual members’ meeting • Identity themes and objectives for governor forum meetings.

Meetings
<p>Meetings of the committee shall be formal, compliant with the relevant codes of conduct and action notes will be recorded.</p> <p>The committee will meet quarterly in advance of each ordinary meeting of the council of governors. The committee Chair may cancel, postpone or convene additional meetings as necessary for the committee to fulfil its purpose and discharge its duties.</p>
Chairing
<p>The committee shall be chaired by the lead governor</p> <p>If the Chair is absent or has a conflict of interest which precludes his or her attendance for all or part of a meeting, the committee shall be chaired by the Trust Chair.</p>
Secretariat
<p>The deputy company secretary shall be the secretary to the committee and shall provide administrative support and advice to the Chair and membership. The duties of the secretary shall include but not be limited to:</p> <ul style="list-style-type: none"> • Preparation of the draft agenda for agreement with the Chair. • Organisation of meeting arrangements, facilities and attendance • Collation and distribution of meeting papers • Taking action notes and keeping a record of matters arising and issues to be carried forward • Maintaining the committee's work programme.
Membership
<p>Members</p> <ul style="list-style-type: none"> • Lead governor (Chair) • Trust Chair • Senior independent director • Up to four public governors • One stakeholder governor • One staff governor <p>Attendees</p> <ul style="list-style-type: none"> • Company secretary • Deputy company secretary • Any other individuals as the committee considers appropriate
Quorum
<p>For any meeting of the committee to proceed the Chair or lead governor must be present along with two other governors.</p>
Attendance
<p>Members and attendees are expected to attend all meetings or to send apologies to the Chair and committee secretary at least five clear days* prior to each meeting.</p>
Papers
<p>Meeting papers shall be distributed to members and individuals invited to attend at least five clear days prior to the meeting.</p>

Reporting
Action notes shall be approved formally by the committee at its next meeting. The committee shall report to the Council of Governors as required.
Review
These terms of reference shall be reviewed by the committee annually or more frequently if necessary. The review process should include the company secretarial team. The Council of Governors shall be required to approve all changes. The next scheduled review of these terms of reference will take place in January 2024.
* Definitions
<ul style="list-style-type: none">• In accordance with the Trust's constitution, 'clear day' means a day of the week not including a Saturday, Sunday or public holiday.