

**Council of Governors Meeting: Tuesday 20 November 2018**  
**CoG2018.38**

<b>Title</b>	<b>Membership of Council of Governors Committees</b>
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<b>Purpose</b>	For information.
<b>History</b>	

## Executive Summary

1. This paper outlines the current memberships of the three established committees of the Council of Governors, highlights those areas where volunteers to become members would be of particular assistance in maintaining their effectiveness and invites governors to express an interest in joining them.

### 2. Recommendation

The Council of Governors is asked:

- i. To **note** the functions and current memberships of the Council's committees; and
- ii. To **consider** whether or not they might wish to volunteer to join the membership of any committee, which they should do in the first instance by email to the [governors@ouh.nhs.uk](mailto:governors@ouh.nhs.uk) email address.

## Membership of Council of Governors Committees

### 1. Background

- 1.1. It is a requirement that all Councils of Governors establish a committee for remuneration and appointments and the OUH Council of Governors has in place a Remuneration, Nominations and Appointments Committee [RNAC].
- 1.2. In addition the Council has also chosen to establish two further committees. These are the Patient Experience, Membership and Quality Committee [PEMQ] and the Performance, Workforce and Finance Committee [PWF]. These broadly shadow the two relevant Board committees: the Quality Committee and the Finance and Performance Committee. The chairs of these committees regularly report to the equivalent governor committees on their activities.
- 1.3. The terms of reference of each of the governor committees are appended to this paper for information (Appendices 1-3).
- 1.4. Governors will note that the membership of each committee is determined by the Chairman of the Council of Governors from amongst those members of the Council who express an interest in joining it.
- 1.5. This paper outlines the current memberships of the three committees, highlights those areas where volunteers to become new members would be of particular assistance in maintaining their effectiveness and invites governors to express an interest in joining them.

### 2. Committee Memberships

#### Patient Experience, Membership and Quality Committee

- 2.1. The terms of reference for this committee are provided at Appendix 1. Its primary purpose is to consider, for the Council of Governors, matters concerning the development and maintenance of an active membership; the experience of patients using OUH services and how the Trust's Board of Directors gains assurance about this; and measures of the quality of services provided by the Trust and how its Board of Directors gains assurance about this.
- 2.2. The current membership of the Committee is as outlined below:

Sally-Jane Davidge [Chair]	Public Governor for Buckinghamshire, Berkshire, Gloucestershire & Wiltshire
Arthur Boylston	Public Governor for South Oxfordshire
Jill Haynes	Public Governor for Vale of White Horse
Anita Higham	Public Governor for Cherwell
Jules Stockbridge	Clinical Staff Governor
Cllr Lawrie Stratford	Nominated Governor for Oxfordshire County Council

- 2.3. It is noted that it has also been agreed that this committee will lead initial work on behalf of the Council to generate recommendations following review of the Trust's Constitution.
- 2.4. This committee has lost one member following the recent governor elections and an additional one or two governors volunteering to join its membership would be welcome.

#### Performance Workforce and Finance Committee

- 2.5. The terms of reference for this committee are provided at Appendix 2. Its primary purpose is to consider, for the Council of Governors, matters concerning the performance of the Trust against key standards and how the Trust's Board of Directors obtains assurance about this; matters concerning the planning and development of the Trust's workforce and how the Trust's Board of Directors obtains assurance about this; and matters concerning the Trust's financial position and planning and how its Board of Directors obtains assurance about this.
- 2.6. The current membership of the Committee is as outlined below:

Cecilia Gould [Chair]	Public Governor for Oxford City
John Harrison	Public Governor for Oxford City
Martin Havelock	Public Governor for Vale of White Horse
Tommy Snipe	Non-Clinical Staff Governor

- 2.7. It is noted that membership of this committee is currently low and governors would be particularly welcome to volunteer to strengthen the membership of this committee.

#### Remuneration, Nominations and Appointments Committee

- 2.8. The terms of reference for this committee are provided at Appendix 3. The Committee's primary purposes are to make recommendations to the Council of Governors regarding the remuneration and appointment of non-executive directors and the Trust Chairman.
- 2.9. The current membership of the Committee is as outlined below:

Dame Fiona Caldicott [Chair]	Trust Chairman
Anthony Bagot-Webb	Public Governor for Northamptonshire and Warwickshire
Arthur Boylston	Public Governor for South Oxfordshire
Simon Brewster	Clinical Staff Governor

Sally-Jane Davidge	Public Governor for Buckinghamshire, Berkshire, Gloucestershire & Wiltshire
Cecilia Gould	Public Governor for Oxford City
Martin Havelock	Public Governor for Vale of White Horse
Rosemary Herring	Public Governor for Northamptonshire and Warwickshire
Anita Higham	Public Governor for Cherwell
Martin Howell	Nominated Governor for Oxford Health NHS FT
Astrid Schloerscheidt	Nominated Governor for Oxford Brookes University
Jules Stockbridge	Clinical Staff Governor

2.10. This committee is felt to be well constituted to fulfil its purpose and no further additions to its membership are recommended at this stage.

### 3. Recommendation

The Council of Governors is asked:

- i. To **note** the functions and current memberships of the Council's committees; and
- ii. To **consider** whether or not they might wish to volunteer to join the membership of any committee, which they should do in the first instance by email to the [governors@ouh.nhs.uk](mailto:governors@ouh.nhs.uk) email address.

Paper prepared by:

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Deputy Head of Corporate Governance

November 2018

## Appendix 1

### **Membership, Patient Experience and Quality Committee Terms of Reference**

#### **1. Authority**

- 1.1. The Membership, Patient Experience and Quality Committee (the Committee) is constituted as a standing committee of the Council of Governors. The Terms of Reference can only be amended with the approval of the Council of Governors.
- 1.2. The Council of Governors may commission work from the Committee within its scope, taking account of paragraph 5.4 of Annex 6 of the Constitution which states that “the Council of Governors shall not delegate to any committee any of the powers or responsibilities which are to be exercised by the Council of Governors.”
- 1.3. The Committee is authorised to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

#### **2. Purpose of Committee**

- 2.1. The remit of the Committee is to consider, for the Council of Governors, matters concerning the development and maintenance of an active membership; the experience of patients using OUH services and how the Trust’s Board of Directors gains assurance about this; and measures of the quality of services provided by the Trust and how its Board of Directors gains assurance about this.

#### **3. Membership**

- 3.1. The membership of the Committee shall be determined by the Chairman of the Council of Governors from amongst those members of the Council of Governors who express an interest in joining it. The composition of the Committee should be considered in respect of required skills and experience, and of ensuring an appropriate balance between public, staff and stakeholder governors relevant to the work of the Committee.
- 3.2. Only members of the Council of Governors may be members of the Committee although other individuals may be invited to attend meetings and participate in the work of the Committee with the agreement of its membership as noted in paragraph 1.3 above.
- 3.3. The Chairman of the Council of Governors may at any time suggest additional governors to join the Committee. The existing membership of the Committee is entitled to be consulted in advance of any additions to the membership.
- 3.4. The Committee will review its membership annually and may make recommendations at any time to the Chairman of the Council of Governors for the addition or removal of governors from the Committee.

#### **4. Attendance and Quorum**

- 4.1. A governor chosen by the members of the Committee from amongst its membership shall act as chair of the Committee and shall preside over any meetings of the Committee. If the

chair is absent from the meeting or is absent temporarily on the grounds of a declared conflict of interest, a chair the governors that are present shall appoint, shall preside.

- 4.2. No business shall be transacted at a meeting unless at least three members of the Committee are present, at least two of whom should be public governors.
- 4.3. Meetings of the Committee should be attended by the Chair of the Board's Quality Committee though they are not a member of the Committee and do not have a vote.
- 4.4. The chair of the Committee may request attendance by relevant staff at any meeting.
- 4.5. The Chairman and Vice-Chairman, if not members of the Committee, may choose to attend any meeting of the Committee.

## **5. Frequency of meetings**

- 5.1. Meetings of the Committee should take place with a frequency to be agreed by its membership as appropriate to fulfil its agreed purpose.
- 5.2. The chair of the Committee may at any time convene additional meetings of the Committee to consider business that requires urgent attention.
- 5.3. Meetings of the Membership, Patient Experience and Quality Committee shall be set at the start of the calendar year.

## **6. Specific Duties**

- 6.1. The Membership, Patient Experience and Quality Committee shall:
  - Liaise with the office of the Medical Director regarding the development of the Quality Account and Quality Priorities and be in a position to make a recommendation to the Council of Governors regarding its choice of Quality Priority on an annual basis.
  - Receive feedback on the Council's chosen Quality Priority and to report on this to the Council of Governors.
  - Consider issues regarding recruitment of the Trust's membership and involvement of members, making relevant recommendations to the Council of Governors.
  - Consider requests for advice by the Membership Office regarding the arrangements for any elections or by-elections that are to be held for governors.
  - Consider specific issues in relation to Patient Experience as agreed with the Council of Governors in line with the Council's overall priorities, making relevant recommendations to the Council of Governors as required.
  - Undertake an annual review of the Membership Strategy.
  - Undertake any other responsibilities as delegated by the Council of Governors.

## **7. Administrative Support**

- 7.1. The Committee will be supported administratively by the office of the Head of Corporate Governance.
- 7.2. The agenda for meetings will be drawn up and circulated by the office of the Head of Corporate Governance in consultation with the chair of the Committee. Members of the Committee will be invited to submit items to be taken into account in preparing the agenda.
- 7.3. The minutes of the proceedings of a meeting shall be drawn up by the office of Head of Corporate Governance and submitted for agreement at the next ensuing meeting.

**8. Accountability and Reporting arrangements**

- 8.1. The Committee shall be directly accountable to the Council of Governors and will agree work priorities with the Council of Governors on an annual basis.
- 8.2. The Committee should provide a verbal update on its work to each meeting of the Council of Governors through a nominated member of the Committee. Written reports on specific areas of work should be provided as required by the Council of Governors.
- 8.3. The minutes of the Committee meetings shall be formally recorded and submitted to the next meeting of the Council of Governors following the production of the minutes.

**9. Conflicts of Interest**

- 9.1. If a governor is present at a meeting of the Committee and has an interest of any sort in any matter which is the subject of consideration, s/he shall at the meeting and as soon as practicable after its commencement disclose the fact. The Chair of the Committee shall determine whether the governor should take part in the consideration or discussion of the matter.

**10. Monitoring Effectiveness and Compliance with Terms of Reference**

- 10.1. The Committee will carry out an annual review of its effectiveness and provide an annual report to the Council on its work in discharging its responsibilities, delivering its objectives and complying with its terms of reference.

**11. Review of Terms of Reference**

- 11.1. The Terms of Reference of the Committee shall be reviewed at least annually by the Membership, Patient Experience and Quality Committee and approved by the Council of Governors.



## **Appendix 2**

### **Performance, Workforce and Finance Committee Terms of Reference**

#### **1. Authority**

- 1.1. The Performance, Workforce and Finance Committee (the Committee) is constituted as a standing committee of the Council of Governors. The Terms of Reference can only be amended with the approval of the Council of Governors.
- 1.2. The Council of Governors may commission work from the Committee within its scope, taking account of paragraph 5.4 of Annex 6 of the Constitution which states that “the Council of Governors shall not delegate to any committee any of the powers or responsibilities which are to be exercised by the Council of Governors.”
- 1.3. The Committee is authorised to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

#### **2. Purpose of Committee**

- 2.1. The remit of the Committee is to consider, for the Council of Governors, matters concerning the performance of the Trust against key standards and how the Trust’s Board of Directors obtains assurance about this; matters concerning the planning and development of the Trust’s workforce and how the Trust’s Board of Directors obtains assurance about this; and matters concerning the Trust’s financial position and planning and how its Board of Directors obtains assurance about this.

#### **3. Membership**

- 3.1. The membership of the Committee shall be determined by the Chairman of the Council of Governors from amongst those members of the Council of Governors who express an interest in joining it. The composition of the Committee should be considered in respect of required skills and experience and of ensuring an appropriate balance between public, staff and stakeholder governors as relevant to the work of the Committee.
- 3.2. Only members of the Council of Governors may be members of the Committee although other individuals may be invited to attend meetings and participate in the work of the Committee with the agreement of its membership as noted in paragraph 1.3 above.
- 3.3. The Chairman of the Council of Governors may at any time suggest additional governors to join the Committee. The existing membership of the Committee is entitled to be consulted in advance of any additions to the membership.
- 3.4. The Committee will review its membership annually and may make recommendations at any time to the Chairman of the Council of Governors for the addition or removal of governors from the Committee.

**4. Attendance and Quorum**

- 4.1. A governor chosen by the members of the Committee from amongst its membership shall act as chair of the Committee and shall preside over any meetings of the Committee. If the chair is absent from the meeting or is absent temporarily on the grounds of a declared conflict of interest, a chair the governors that are present shall appoint, shall preside.
- 4.2. No business shall be transacted at a meeting unless at least three members of the Committee are present, at least two of whom should be public governors.
- 4.3. Meetings of the Committee should be attended by the Chair of the Board's Finance and Performance Committee though they are not a member of the Committee and do not have a vote.
- 4.4. The chair of the Committee may request attendance by relevant staff at any meeting.
- 4.5. The Chairman and Vice-Chairman, if not members of the Committee, may choose to attend any meeting of the Committee.

**5. Frequency of meetings**

- 5.1. Meetings of the Committee should take place with a frequency to be agreed by its membership as appropriate to fulfil its agreed purpose.
- 5.2. The Chair of the Committee may at any time convene additional meetings of the Committee to consider business that requires urgent attention.
- 5.3. Meetings of the Performance, Workforce and Finance Committee shall be set at the start of the calendar year.

**6. Specific Duties**

- 6.1 The Performance, Workforce and Finance Committee shall:
  - Liaise with the office of the Director of Planning and Information regarding the development of the Trust Business Plan.
  - Work with the Audit Committee to prepare recommendations for the Council of Governors as required to fulfil the Council's statutory duties in relation to the appointment of the Trust's external auditors.
  - Consider specific issues in relation to Workforce, including matters related to the recruitment and retention of staff, as agreed with the Council of Governors in line with the Council's overall priorities, making relevant recommendations to the Council of Governors as required.
  - Undertake any other responsibilities as delegated by the Council of Governors.

**7. Administrative Support**

- 7.1. The Committee will be supported administratively by the office of the Head of Corporate Governance.
- 7.2. The agenda for meetings will be drawn up and circulated by the office of the Head of Corporate Governance in consultation with the chair of the Committee. Members of the Committee will be invited to submit items to be taken into account in preparing the agenda.
- 7.3. The minutes of the proceedings of a meeting shall be drawn up by the office of Head of Corporate Governance and submitted for agreement at the next ensuing meeting.

**8. Accountability and Reporting arrangements**

- 8.1. The Committee shall be directly accountable to the Council of Governors and will agree work priorities with the Council of Governors on an annual basis.
- 8.2. The Committee should provide a verbal update on its work to each meeting of the Council of Governors through a nominated member of the Committee. Written reports on specific areas of work should be provided as required by the Council of Governors.
- 8.3. The minutes of the Committee meetings shall be formally recorded and submitted to the next meeting of the Council of Governors following the production of the minutes.

**9. Conflicts of Interest**

- 9.1. If a governor is present at a meeting of the Committee and has an interest of any sort in any matter which is the subject of consideration, he shall at the meeting and as soon as practicable after its commencement disclose the fact. The Chair of the Committee shall determine whether the governor should take part in the consideration or discussion of the matter.

**10. Monitoring Effectiveness and Compliance with Terms of Reference**

- 10.1. The Committee will carry out an annual review of its effectiveness and provide an annual report to the Council on its work in discharging its responsibilities, delivering its objectives and complying with its terms of reference.

**11. Review of Terms of Reference**

The Terms of Reference of the Committee shall be reviewed at least annually by the Performance, Workforce and Finance Committee and approved by the Council of Governors.

### **Appendix 3**

#### **Terms of reference**

#### **THE COUNCIL OF GOVERNORS'**

#### **REMUNERATION, NOMINATIONS AND APPOINTMENT COMMITTEE ["RNAC"]**

Please note that all references in these terms of reference to non-executive directors are to be taken to include the Chairman, unless specifically indicated otherwise.

#### **1. Authority**

- 1.1. The Council of Governors' Remuneration, Nominations and Appointment Committee (the Committee) is constituted as a sub-committee of the Council of Governors. Its constitution and terms of reference shall be as set out below, subject to amendment at future meetings of the Council of Governors.
- 1.2. The Committee is authorised by the Council of Governors to act within its terms of reference. All members of staff are requested to co-operate with any request made by the Committee.
- 1.3. The Committee (and any Appointment Panel established under the provisions of section 4.9 *et seq* below) is authorised by the Council of Governors, subject to funding approval by the Trust Board, to request professional advice 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.
- 1.4. The Committee is also authorised to request such internal information as is necessary and expedient to the fulfilment of its functions.

#### **2. Conflicts of interest**

- 2.1. The Chairman of the Trust, or any non-executive director present at Committee meetings, will withdraw from discussions concerning their own re-appointment, remuneration or terms of service.

#### **3. Remuneration role**

The Committee will:

- 3.1. Periodically review and make recommendations to the Council of Governors in respect of a remuneration and terms of service policy for non-executive directors, taking into account the views of the Chairman (except in respect of his or her own remuneration and terms of service) and the views of the Chief Executive and any external advisers.
- 3.2. In accordance with all relevant laws and regulations, make recommendations to the Council of Governors in respect of the remuneration and allowances, and the other terms and conditions of office, of the non-executive directors.
- 3.3. In adhering to all relevant laws and regulations the Committee's recommendations to the Council of Governors should seek to establish levels of remuneration for non-executive directors which:

- 3.3.1. are sufficient to attract, retain and motivate non-executive directors of the quality and with the skills and experience required to lead the Trust successfully, without paying more than is necessary for this purpose, and at a level which is affordable for the Trust;
  - 3.3.2. reflect the time commitment and responsibilities of the roles;
  - 3.3.3. take into account appropriate benchmarking and market-testing, while ensuring that increases are not made where Trust or individual performance do not justify them; and
  - 3.3.4. are sensitive to pay and employment conditions elsewhere in the Trust.
- 3.4. Oversee other related arrangements for non-executive directors.

#### 4. Nomination role

The Committee will:

- 4.1. Periodically review the balance of skills, knowledge, experience and diversity of the non-executive directors and, having regard to the views of the board of directors and relevant guidance on board composition, make recommendations to the Council of Governors with regard to the outcome of the review;
- 4.2. Periodically review the time commitment requirement for non-executive directors;
- 4.3. Give consideration to succession planning for non-executive directors, taking into account the challenges and opportunities facing the Trust and the skills, knowledge, experience and diversity needed on the Board of Directors in the future.
- 4.4. Make recommendations to the Council of Governors concerning plans for succession, particularly for the key role of Chairman.
- 4.5. Keep the leadership needs of the trust under review at non-executive director level to ensure the continued ability of the trust to operate effectively in the health economy.
- 4.6. Keep up to date and be fully informed about strategic issues and commercial changes affecting the Trust and the environment in which it operates.
- 4.7. Advise the Council of Governors in respect of the re-appointment of any non-executive director. Under the terms of the OUH NHS Foundation Trust's Constitution<sup>1</sup>, re-appointment upon first renewal may be made without a process of open competition, if the Committee considers that this is appropriate. Re-appointment for any term beyond six years must be subject to a particularly rigorous review.
- 4.8. Advise the Council of Governors in regard to any matters relating to the removal from office of a non-executive director.

In respect of the Committee's role in nomination to a specific vacancy that arises for a non-executive director, the Committee will:

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<sup>1</sup> Found at <http://www.ouh.nhs.uk/about/foundation-trust/documents/constitution.pdf> Section 2.3

- 4.9. Adhere to the requirements of the OUH NHS Foundation Trust's Constitution<sup>2</sup> to convene an Appointment Panel/Nominations Committee (hereafter to be referred to as an "Appointment Panel") to make a recommendation to the Council of Governors for appointment to a vacancy in the post of non-executive director;
- 4.10. In the case of the Appointment Panel for non-executive directors other than the Chairman, membership must comprise<sup>3</sup>:
- The Trust's Chairman (who will chair the committee);
  - Two elected public governors;
  - One elected staff governor; and
  - One appointed governor.
- 4.11. In the case of the Appointment Panel for the Chairman, membership must comprise<sup>4</sup>:
- The Vice Chairman (who will chair the committee);
  - Two elected public governors;
  - One elected staff governor; and
  - One appointed governor.
- 4.12. It is expected that membership of the Appointment Panel for any specific vacancy that arises for a non-executive director (including the Chairman) will be drawn from the membership of the Remuneration, Nominations and Appointment Committee, by agreement of the Committee members.
- 4.13. If the number of governors wishing to serve in any category is greater than the number of places available in that category, then selection is to be determined by secret ballot of all members of the Committee.
- 4.14. In the case of deadlock, the Chairman of the Appointment Panel will have a casting vote.
- 4.15. In the event that there are not sufficient volunteers from amongst the membership of the Committee, then expressions of interest will be invited from other governors to join the Appointment Panel. If, in that case, the number of governors wishing to serve in any category is greater than the number of places available in that category, then selection is to be determined by secret ballot of all members of the Council of Governors.
- 4.16. Each of the members of the Appointment Panel shall have one vote on making a recommendation to the Council of Governors as to potential candidates for appointment. The Chairman of the Appointment Panel will have a casting vote.
- 4.17. The Chief Executive may attend at request of the Appointment Panel in an advisory capacity only, and it is expected that the Appointment Panel will be supported by the Director of Workforce, or equivalent.

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<sup>2</sup> Found at <http://www.ouh.nhs.uk/about/foundation-trust/documents/constitution.pdf>

<sup>3</sup> Ibid, section 2.9

<sup>4</sup> Ibid, section 2.8

- 4.18. In coming to its recommendation to the Council of Governors on the appointment of a non-executive director, the Appointment Panel shall take into account the views of members of the Board on the qualifications, skills and experience required for each position.
- 4.19. For each vacancy in the post of non-executive director, the Appointment Panel shall prepare a description of the role and capabilities and expected time commitment required.
- 4.20. For each vacancy in the post of non-executive director, the Appointment Panel shall make a recommendation on the appointment to be made by the Council of Governors.
- 4.21. Upon recommending appointment to a vacancy in the post of non-executive director, the Appointment Panel shall
  - 4.21.1. ensure that a proposed non-executive director's other significant commitments are disclosed to the Council of Governors before appointment and that the proposed appointee understands that any changes to his or her commitments should be reported to the Council of Governors as they arise;
  - 4.21.2. ensure that the proposed appointee discloses any business interests that may result in a conflict of interest prior to appointment and understands that any future business interests that could result in a conflict of interest must be reported;
  - 4.21.3. ensure that on appointment non-executive directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside attendance at meetings of the Trust Board.

## **5. Membership**

- 5.1. The membership of the Committee shall consist of governors appointed by the Council of Governors.
- 5.2. The term of membership should be specified upon appointment.
- 5.3. The Lead Governor will be a member of the Committee.
- 5.4. Membership must include at least
  - Two elected public governors;
  - One elected staff governor; and
  - One appointed governor.
- 5.5. The Committee will normally be chaired by the Trust Chairman. Where the Chairman has a conflict of interest, for example when the Committee is considering the Chairman's re-appointment or remuneration, the Committee will be chaired by the Senior Independent Director.
- 5.6. A quorum shall be three members, two of whom must be public governors.

## **6. Secretary**

- 6.1. Secretariat support to the Committee shall be provided through the office of the Head of Corporate Governance and Trust Board Secretary.

**7. Attendance**

- 7.1. Only members of the Committee have the right to attend Committee meetings.
- 7.2. At the invitation of the Committee, meetings shall normally be attended by the Director of Workforce or equivalent.
- 7.3. Other persons, including the Chief Executive, may be invited by the Committee to attend a meeting so as to assist in deliberations.

**8. Frequency of meetings**

- 8.1. Meetings shall be held as required, but at least twice in each financial year.

**9. Minutes and reporting**

- 9.1. Formal minutes shall be taken of all Committee meetings and once approved by the Committee these will be circulated to all members of the Council of Governors, subject to redaction where required to maintain confidentiality.
- 9.2. The Committee will report to the Council of Governors after each meeting.
- 9.3. The Council shall receive and agree a description of the work of the Committee, its policies and all non-executive director emoluments in order that these are accurately reported in the required format in the Trust's annual report.

**10. Performance evaluation**

- 10.1. The Committee shall review annually its collective performance.

**11. Review**

- 11.1. The terms of reference of the Committee shall be reviewed by the Council of Governors at least annually.