Oxford University Hospitals
NHS Foundation Trust

Cover Sheet

Council of Governors: Thursday 24 September 2026

CoG2026.13

Title:	**New Board Committee Structure: Future Model and Transitional Arrangements**
Status:	**For Discussion**
History:	Approved by the Trust Board on 29 July 2026; discussed by the Governors' Patient Experience, Membership and Quality Committee on 14 September 2026
Board Lead:	**Trust Chair**
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Confidential:	**No**
Strategic Pillar:	**Patients, People, Partnerships, Performance**

Executive Summary

1. This paper updates the Council of Governors on the revised Board committee structure approved by the Trust Board on 29 July 2026 and invites discussion on the implications for governor committee arrangements.
2. The agreed model removes the Integrated Assurance Committee in the final structure and redistributes assurance responsibilities across clearer portfolio-based Board committees, including Quality and Performance; Finance; People; Investment, Digital and Estates; Audit and Risk; and Remuneration and Appointments.
3. The rationale for the change is to support more focused scrutiny, clearer accountability, better escalation to the Board and more effective use of Board time, while preserving Board-level triangulation of principal risks and other cross-cutting issues.
4. For governors, the changes should provide clearer and more structured relationships with the Non-Executive Directors who chair the Board's assurance committees. Relevant Board committee chairs will in future be regular attendees at governor committees, enabling governors to hear directly from those leading Board-level assurance. A review of governor committee arrangements will be needed to ensure that these relationships, information flows and committee remits work effectively in practice.
5. The proposals were discussed by the Governors' Patient Experience, Membership and Quality Committee on 14 September 2026. Members welcomed the opportunity to consider the changes and highlighted the need to maintain meaningful governor visibility of non-executive scrutiny, avoid duplication and excessive meeting burden, preserve triangulation across quality, finance, workforce and risk, and review governor committee arrangements so that they align effectively with the revised Board assurance structure.

Recommendations

6. The Council of Governors is asked to:
    - note the revised Board committee structure approved by the Trust Board on 29 July 2026;
    - note the benefits for governor engagement, including regular reporting from relevant Board committee chairs and the review of governor committee arrangements needed to support this effectively; and
    - note the discussion at the Governors' Patient Experience, Membership and Quality Committee on 14 September 2026 and the further work

required to align governor committee arrangements with the revised Board committee structure.

1. Purpose

1.1. This paper updates the Council of Governors on the revised Board committee structure approved by the Trust Board on 29 July 2026.

1.2. It sets out the future model agreed by the Board, the rationale for the changes and the implications for governor committees, particularly the opportunity to establish clearer, regular relationships between governor committees and the Non-Executive Directors who chair the Board's assurance committees.

1.3. The paper also summarises the discussion held by the Governors' Patient Experience, Membership and Quality Committee on 14 September 2026 and invites the Council to consider the implications for governor committees more generally.

2. Background

2.1. The current committee structure has provided an important framework for Board assurance but recent discussions with Board members and senior leaders have identified concerns about the effectiveness of current arrangements. In particular, the Integrated Assurance Committee has a wide remit and receives a substantial volume of reporting, while leaving limited time for detailed scrutiny within individual domains.

2.2. The proposed model responds to these concerns by moving towards a clearer portfolio-based committee structure. This is intended to support more focused scrutiny, stronger accountability, clearer escalation to the Board and more strategic use of Board time. It should also help reduce duplication between Board and committee business and clarify which issues require detailed committee scrutiny and which should be reserved for Board judgement.

2.3. The model has been developed in the context of the Trust's need to maintain and evidence clear, effective and integrated governance in line with CQC well-led expectations. It also needs to support the strategic shifts facing the NHS, including the move from analogue to digital, from acute hospital care to more community-based models of care, and from treatment of sickness to prevention. These issues do not sit neatly within a single committee portfolio and so the model needs to retain Board-level triangulation and avoid creating silos.

2.4. The approach is also explicitly aligned with NHS England's *The Insightful Provider Board*, which stresses that effective governance arrangements

are essential to the timely flow of information to and from the Board, that committees should support detailed scrutiny without duplicating Board discussion, that reports should be concise and focused on issues, risks and mitigating actions and that Boards should use meaningful information to triangulate signals and focus attention on the matters requiring Board-level judgement.

3. Proposed future committee structure

3.1. The most significant proposed change is the removal of the Integrated Assurance Committee in the final model and the redistribution of its functions across the revised committee structure including the Board. This reflects the view that, while the Integrated Assurance Committee has provided an important forum for drawing together quality, performance, finance, workforce and risk information, it has become a large and resource-intensive meeting and has not consistently enabled sufficiently deep scrutiny within individual domains.

3.2. The proposed future structure comprises an Audit and Risk Committee; Quality and Performance Committee; Finance Committee; People Committee; Investment, Digital and Estates Committee; and the existing Remuneration and Appointments Committee. The committees would be standing committees of the Trust Board, with no executive powers other than those specifically delegated through their Terms of Reference.

3.3. Under this model, detailed scrutiny would sit with committees, while the Board would retain responsibility for strategy, principal risks, significant decisions, matters requiring collective judgement and triangulation across portfolios. This is intended to allow the Board to operate more effectively, with lighter agendas and more time for discussion and scrutiny of the issues that most require the collective attention of Executive and Non-Executive Directors. Audit and Risk Committee would retain independent oversight of the overall assurance architecture and the effectiveness of systems of governance, risk management and internal control, without becoming the forum for operational management of all risks.

Portfolio committee roles

3.4. The new structure creates dedicated forums for quality and performance, finance and people with changes to the scope of the current Audit and Investment Committees.

3.5. The **Quality and Performance Committee** will provide detailed assurance on quality, patient safety, clinical effectiveness, patient experience, access, operational delivery, operational risk, research and safe staffing.

3.6. The **Finance Committee** will focus primarily on financial performance, the robustness of financial data, financial planning, cash, accounts and the testing and challenge of performance against budget.

3.7. The **People Committee** will provide dedicated assurance on workforce planning, workforce numbers and costs, training, staff wellbeing, engagement, culture, organisational development, equality, diversity and inclusion, speaking up, education and workforce-related risks.

3.8. The **Investment, Digital and Estates Committee** would advise on investments and provide assurance on major transformation programmes, capital prioritisation, estates, digital transformation, innovation, research translation, commercial opportunities and benefits realisation.

3.9. The **Audit and Risk Committee** would maintain independent oversight of governance, risk management, internal controls, financial reporting, audit, counter fraud, compliance and the overall assurance architecture.

3.10. The existing **Remuneration and Appointments Committee** would continue as currently constituted and operating.

Meeting timing and reporting cycle

3.11. The proposed future schedule moves the Board back to the second Wednesday of each month. This would allow the Quality and Performance Committee and Finance Committee to meet towards the end of the month, using up-to-date performance and financial information, with sufficient time for committee chairs and the Corporate Governance team to prepare and agree Alert, Advise, Assure reports for the Board approximately a fortnight later.

3.12. For these purposes, **Alert** will mean significant issues requiring escalation or matters that the Board needs to be alerted to; **Advise** will mean areas where there is some assurance but where further work is required and the Board should therefore be advised of the position; and **Assure** will mean areas where the Committee is satisfied that it has received sufficient assurance and can therefore assure the Board.

3.13. These proposals also supplement the existing bimonthly Board meetings by adding additional confidential Board time on a monthly basis. This will provide more regular opportunities for timely collective Board discussion on sensitive, strategic or emerging issues, including triangulation of outputs from committees and oversight of strategic risk, reducing reliance on ad hoc meetings and Chair's Actions.

Triangulation and Board effectiveness

3.14. These proposals are intended to make more effective and strategic use of Board time. The desired outcome is a Board agenda that is lighter, less

duplicative and more focused on discussion, scrutiny, cross-cutting judgement and triangulation of risks and issues. This should be supported through concise Alert, Advise, Assure reports from committees to the Board.

3.15. An important design requirement is that the revised model must avoid the creation of portfolio silos. Proposed safeguards include receipt of the full Board Assurance Framework and Corporate Risk Register by each committee, with committees focusing scrutiny on the risks and controls most relevant to their remit; a deliberate blend of Non-Executive Director skills and committee memberships to provide alternative lenses on committee business; Chief Officer deputy arrangements to support cross-portfolio awareness; and a formal mechanism for direct referral of matters between committees where consideration by another committee is required.

Time commitments

3.16. A proposed 2027/28 schedule indicates that under these proposals formal meetings would increase from 36 to 59 per year, with total scheduled meeting hours increasing from 87.5 to 111. These figures need to be interpreted with care because individual commitments depend on final agreed committee memberships.

3.17. The increase in formal meetings will need to be managed carefully and should be justified by clearer committee remits, reduced duplication at Board, more focused reporting and improved quality of assurance. For the majority of individuals, however, the revised model is not expected to require an increase in meeting hours, unless Chief Officers elect to attend additional committees beyond their core committee responsibilities.

4. Discussion at Governors' Patient Experience, Membership and Quality Committee

4.1. The revised committee structure was discussed by the Governors' Patient Experience, Membership and Quality Committee on 14 September 2026. The Committee noted the rationale for replacing the Integrated Assurance Committee with a clearer portfolio-based Board committee structure and welcomed the opportunity to consider the likely implications for governor engagement before wider consideration by the Council of Governors.

4.2. Members emphasised the importance of maintaining effective links between governors and non-executive directors under the new arrangements. In particular, the Committee supported the principle of clearer reporting from the non-executive directors who chair the Board's assurance committees and noted that further work would be required to

align governor committee remits, information flows and agendas with the revised Board committee structure.

4.3. The Committee also discussed potential risks arising from the new model, including the possibility of increased meeting commitments, duplication of material across committees, reduced opportunities for governors to observe non-executive director scrutiny, and the need to avoid siloed consideration of issues that cut across quality, finance, workforce and risk. Members noted the proposed mitigations, including standardised Alert, Advise, Assure reporting, referral routes between committees, Board-level triangulation and the planned review of the revised arrangements in September 2027.

4.4. The Committee noted that the proposals would be considered further by the Council of Governors and that discussion would continue with the Trust Chair and relevant committee chairs on the future alignment of governor committees and the scope for governors to observe the work of the new Board committees in a similar way to previous observation of the Integrated Assurance Committee.

5. Implementation and transitional arrangements

5.1. Implementation is being taken forward on a phased basis. The Finance Committee first met in September 2026. Initial meetings of the Quality and Performance Committee and People Committee are planned during October and November 2026. The transitional period will provide an opportunity to test committee remits, reporting templates, forward plans and escalation routes, while ensuring that any remaining business previously considered through the Integrated Assurance Committee is appropriately managed.

5.2. A formal review of the revised arrangements is intended to be undertaken in September 2027, with findings reported back to the Board. This review should assess whether the new structure has reduced duplication, improved the focus and quality of committee assurance, enabled lighter and more effective Board agendas, maintained effective Board-level triangulation and proved sustainable for Board members, executives and the Corporate Governance team. It should also confirm whether any further changes are required to committee remits, forward plans, reporting templates, membership or interfaces with executive and governor governance arrangements.

6. Risks and Mitigations

6.1. The principal risks are that the revised structure could increase the number of formal meetings without improving Board effectiveness, create portfolio silos, or place unsustainable demands on Board members, executives or the Corporate Governance team.

6.2. These risks will be mitigated through disciplined forward planning, clear committee remits, concise Alert, Advise, Assure reporting, escalation by exception, deliberate arrangements for Board-level triangulation, appropriate committee membership and deputy arrangements, and a formal review in September 2027.

7. Further areas for development

7.1. Further work will focus on finalising committee remits, membership, quoracy, named deputies, chairing arrangements, forward plans, reporting templates, executive governance interfaces and the future format and destination of the Integrated Performance Report.

7.2. The relationship between Board committees and executive governance will also be clarified so that executive groups remain responsible for delivery, while Board committees receive assurance on progress, risk management, controls and matters requiring escalation.

7.3. For governors, the main development will be clearer regular reporting from the Non-Executive Directors who chair the Board's assurance committees. Governor committee arrangements will need to be reviewed to ensure that these relationships, information flows, agendas and remits work effectively in practice.

8. Conclusion

8.1. The Board-approved model establishes a clearer future committee structure, removes the Integrated Assurance Committee in the final model and reinforces the Board as the primary forum for strategy, principal risks, significant decisions and triangulation across portfolios. The central case for change is to improve Board effectiveness by enabling more focused committee scrutiny, lighter Board agendas and clearer escalation of the matters requiring collective judgement.

8.2. For governors, the principal benefit is the opportunity to develop clearer, regular relationships with the Non-Executive Directors who chair the Board's assurance committees. This should improve visibility of how assurance is being led and escalated across quality, performance, finance, people, investment, digital, estates, audit and risk. The review of governor

committee arrangements should therefore be framed as enabling work to ensure that these relationships operate effectively, that governor committees receive the right information and that there is appropriate alignment with the revised Board assurance structure.

8.3. The Council of Governors is asked to consider the implications of the revised Board committee structure for governor engagement and committee arrangements. The discussion at the Governors' Patient Experience, Membership and Quality Committee on 14 September 2026 highlighted the importance of maintaining governor visibility of non-executive scrutiny, aligning governor committee remits with the new Board structure, avoiding duplication and ensuring that cross-cutting issues continue to be triangulated effectively at Board level.

9. Recommendations

9.1. The Council of Governors is asked to:

- note the revised Board committee structure approved by the Trust Board on 29 July 2026;
- discuss the positive implications for governor engagement, including regular reporting from relevant Board committee chairs and the review of governor committee arrangements needed to support this effectively; and
- note the discussion at the Governors' Patient Experience, Membership and Quality Committee on 14 September 2026 and the further work required to align governor committee arrangements with the revised Board committee structure.