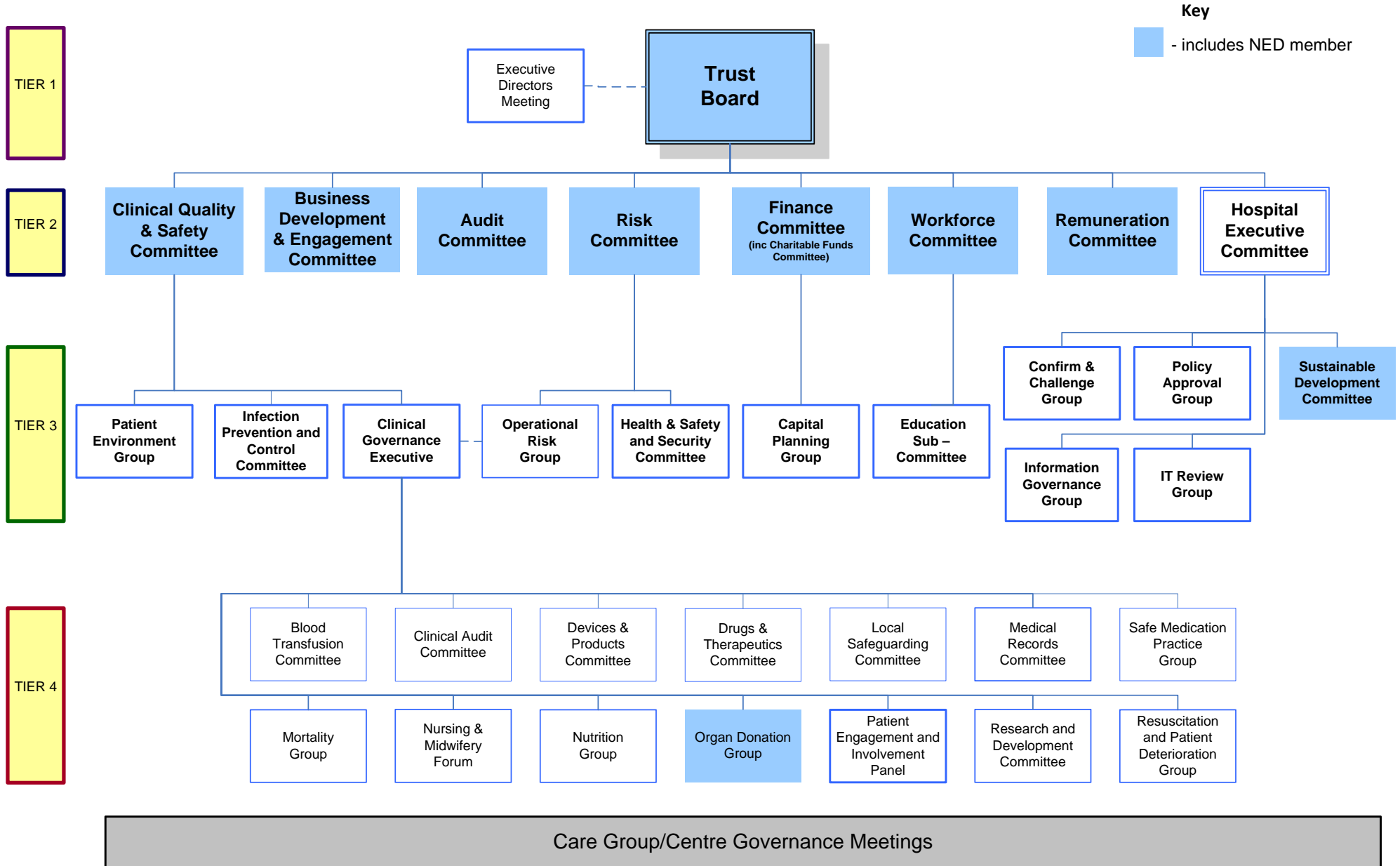


<b>Reporting to:</b>	<b>Trust Board - 24 September 2015</b>
<b>Title</b>	Committee Review
<b>Sponsoring Director</b>	Julia Clarke - Director of Corporate Governance
<b>Author(s)</b>	Tony Holt - Corporate Governance Manager
<b>Previously considered by</b>	Trust Board - November 2014 (Annual Review)
<b>Executive Summary</b>	<p>As recommended in the <i>Foundation Trust Code of Governance</i>, the Trust Board should undertake an annual review of the Trust Board committee structure. Performance of the formal sub-committees of the Board should be appraised to ensure the structure is fit-for-purpose; with clear focus on key strategic imperatives, assurance of systems, the reduction of duplication and delivery against robust plans.</p> <p>The Trust Board continues to receive a short written summary of key issues arising from each Committee, and draft minutes from each Committee are included in the Board members' information pack, which has been identified as best practice by external audit.</p> <p>It was agreed at the Trust Board meeting in November 2013 that the committee structure is to be reviewed annually; <i>and</i> the Terms of Reference (ToR) of all Tier 2 Committees are to be reviewed by the relevant Committee and ratified annually by the Trust Board.</p> <ul style="list-style-type: none"> <li>▪ <b>Appendix A</b> shows the current Committee structure</li> <li>▪ <b>Appendix B</b> details the current membership of Tier 2 Committees</li> <li>▪ <b>Appendix C</b> shows the Trust Board Schedule of Business and meeting dates for 2016</li> </ul> <p><b>Note:</b> Committee ToR and meeting dates are included in the Board Information Pack</p>
<b>Strategic Priorities</b>	
1. Quality and Safety	<input checked="" type="checkbox"/> Reduce harm, deliver best clinical outcomes and improve patient experience. <input checked="" type="checkbox"/> Address the existing capacity shortfall and process issues to consistently deliver national healthcare standards <input checked="" type="checkbox"/> Develop a clinical strategy that ensures the safety and short term sustainability of our clinical services pending the outcome of the Future Fit Programme <input checked="" type="checkbox"/> To undertake a review of all current services at specialty level to inform future service and business decisions <input checked="" type="checkbox"/> Develop a sustainable long term clinical services strategy for the Trust to deliver our vision of future healthcare services through our Future Fit Programme
2. People	<input checked="" type="checkbox"/> Through our People Strategy develop, support and engage with our workforce to make our organisation a great place to work
3. Innovation	<input checked="" type="checkbox"/> Support service transformation and increased productivity through technology and continuous improvement strategies
4. Community and Partnership	<input checked="" type="checkbox"/> Develop the principle of 'agency' in our community to support a prevention agenda and improve the health and well-being of the population <input checked="" type="checkbox"/> Embed a customer focussed approach and improve relationships through our stakeholder engagement strategies
5. Financial Strength: Sustainable Future	<input checked="" type="checkbox"/> Develop a transition plan that ensures financial sustainability and addresses liquidity issues pending the outcome of the Future Fit Programme
<b>Board Assurance Framework (BAF) Risks</b>	<input checked="" type="checkbox"/> If we do not deliver <b>safe care</b> then patients may suffer avoidable harm and poor clinical outcomes and experience <input checked="" type="checkbox"/> If the local health and social care economy does not reduce the <b>Fit To Transfer (FTT)</b> waiting list from its current unacceptable levels then patients

	<p>may suffer serious harm</p> <ul style="list-style-type: none"> <li><input checked="" type="checkbox"/> Risk to <b>sustainability</b> of clinical services due to potential shortages of key clinical staff</li> <li><input checked="" type="checkbox"/> If we do not achieve safe and efficient <b>patient flow</b> and improve our processes and capacity and demand planning then we will fail the national quality and performance standards</li> <li><input checked="" type="checkbox"/> If we do not get good levels of <b>staff engagement</b> to get a culture of continuous improvement then staff morale and patient outcomes may not improve</li> <li><input checked="" type="checkbox"/> If we do not have a clear <b>clinical service vision</b> then we may not deliver the best services to patients</li> <li><input checked="" type="checkbox"/> If we are unable to resolve our structural imbalance in the Trust's <b>Income &amp; Expenditure</b> position then we will not be able to fulfil our financial duties and address the modernisation of our ageing estate and equipment</li> </ul>
<p><b>Care Quality Commission (CQC) Domains</b></p>	<ul style="list-style-type: none"> <li><input type="checkbox"/> Safe</li> <li><input checked="" type="checkbox"/> Effective</li> <li><input type="checkbox"/> Caring</li> <li><input checked="" type="checkbox"/> Responsive</li> <li><input checked="" type="checkbox"/> Well led</li> </ul>
<p> <input type="checkbox"/> Receive    <input checked="" type="checkbox"/> Review  <input checked="" type="checkbox"/> Note        <input checked="" type="checkbox"/> Approve </p>	<p><b>Recommendation</b></p> <p>Trust Board members are asked to:</p> <ul style="list-style-type: none"> <li>- <b>REVIEW</b> and <b>APPROVE</b> the Committee structure</li> <li>- <b>NOTE</b> the membership of each Committee</li> <li>- <b>APPROVE</b> the Board Schedule of Business for 2016</li> </ul>

Appendix A – SaTH Committee Structure



## Appendix B: Membership (Sep-15) – Trust Board (Tier 1) and Committees (Tier 2)

### TRUST BOARD (Frequency: Monthly. Admin: Sarah Matthey)

Mr P Latchford	Chair
Mr H Darbhanga	Non Executive Director
Dr R Hooper	Non Executive Director
Mr D Jones*	Non Executive Director
Mrs D Leeding	Non Executive Director
Mr B Newman	Non Executive Director
Dr S Walford	Non Executive Director
Mr S Wright**	Chief Executive
Mrs S Bloomfield	Director of Nursing & Quality
Dr E Borman	Medical Director
Mrs D Kadum	Chief Operating Officer
Mr N Nisbet	Finance Director
<i>In attendance</i>	
Mrs J Clarke	Director of Corporate Governance/Company Secretary
Miss V Maher	Workforce Director
Mr A Osborne	Communications Director
Mrs D Vogler	Director of Business & Enterprise
<i>Quoracy</i>	<i>One ED (or deputy), one NED and one-third of Board</i>

### CORPORATE TRUSTEES (Frequency: At least twice per year. Admin: Sarah Matthey)

Mr P Latchford	Chair
Mr H Darbhanga	Non Executive Director
Dr R Hooper	Non Executive Director
Mr D Jones*	Non Executive Director
Mrs D Leeding	Non Executive Director
Dr S Walford	Non Executive Director
Mr S Wright**	Chief Executive
Mrs S Bloomfield	Director of Nursing & Quality
Dr E Borman	Medical Director
Mrs D Kadum	Chief Operating Officer
Mr N Nisbet	Finance Director
<i>Quoracy</i>	<i>6 voting Board members or deputy, including one NED</i>

### RISK COMMITTEE (Frequency: Quarterly. Admin: Sarah Matthey)

Mr S Wright**	Chief Executive (Chair)
Mr H Darbhanga	Non-Executive Director
Dr R Hooper	Non-Executive Director
Mrs S Bloomfield	Director of Nursing & Quality
Dr E Borman	Medical Director
Mrs J Clarke	Director of Corporate Governance
Ms C Jowett	Head of Assurance
Mrs D Kadum	Chief Operating Officer
<i>Quoracy</i>	<i>4 members or deputy, including one N</i>

### CLINICAL QUALITY & SAFETY COMMITTEE (Frequency: Monthly. Admin: Louise Allmark)

Dr S Walford	Non Executive Director (Chair)
Mr B Newman	Non-Executive Director
Mrs S Bloomfield	Director of Nursing & Quality
Dr E Borman	Medical Director
Mrs M Fellows	Patient Representative
Mrs D Kadum	Chief Operating Officer
<i>Quoracy</i>	<i>4 members or deputy including one NED and one Executive Director</i>

**REMUNERATION COMMITTEE** (Frequency: Three times per year minimum. Admin: Alison Kerr-Gold)

Prof P Latchford	Chair of the Trust (Chair)
All NEDs	
<i>In attendance</i>	
Mr S Wright**	Chief Executive
Miss V Maher	Workforce Director
<i>Quoracy</i>	<i>4 x NEDs</i>

**FINANCE COMMITTEE & CHARITABLE FUNDS** (Frequency: Monthly. Admin: Amanda Young)

Mr D Jones*	Non-Executive Director (Chair)
Mr H Darbhanga	Non-Executive Director
Mr N Nisbet	Finance Director
<i>Quoracy</i>	<i>One NED and FD or FD's deputy</i>

**AUDIT COMMITTEE** (Frequency: Five times per year. Admin: Marie Devitt)

Dr R Hooper	Non-Executive Director (Chair)
Dr S Walford	Non-Executive Director
Mr D Jones*	Non-Executive Director
<i>In attendance</i>	
Mrs J Clarke	Director of Corporate Governance
Mr N Nisbet	Finance Director
Mrs C Jowett	Head of Assurance
Mr M Owen	Deloitte LLP (Internal Audit)
Ms L Barry	Deloitte LLP (LCFS – min x2 PA)
Mr J Cornett***	KPMG (External Audit to 2014/15)
tbc	Ernst & Young (External Audit from 2015/16)
<i>Quoracy</i>	<i>Two NEDs (and CEO annually)</i>

**WORKFORCE COMMITTEE** (Frequency: Bi-monthly. Admin: Alison Kerr-Gold)

Ms V Maher	Workforce Director (Chair)
Mrs D Kadum	Chief Operating Officer
Mrs D Leeding	Non-Executive Director
Mr P Latchford	Non-Executive Director
Mrs S Bloomfield	Director of Nursing & Quality
Mr A Osborne	Communications Director
Mrs J Price	Deputy Finance Director
<i>Quoracy</i>	<i>Three members or deputy (including one NED)</i>

**HOSPITAL EXECUTIVE COMMITTEE** (Frequency: Monthly. Admin: Barrie Reis-Seymour)

Mr S Wright**	Chief Executive (Chair)
Mrs D Kadum	Chief Operating Officer (Deputy Chair)
Mr E Borman	Medical Director
Mrs S Bloomfield	Director of Nursing & Quality
Mr N Nisbet	Finance Director
Mrs J Clarke	Director of Corporate Governance
Mrs D Vogler	Director of Business and Enterprise
Mr A Osborne	Communications Director
Ms V Maher	Workforce Director
tbc	Care Group Medical Director: Support Services
Mr K Eardley	Care Group Medical Director: Scheduled Care
Mr A Tapp	Care Group Medical Director: Women and Children
Mr M Cheetham	Care Group Medical Director: Unscheduled Care
Mr B McElroy	Care Group Director: Pharmacy
Mrs D Lloyd	Care Group Director: Therapy
Mrs C Smith	Care Group Director: Women and Children
Mrs S Biffen	Assistant Chief Operating Officers (Scheduled Care,
Mr I Donnelly	Unscheduled Care)
tbc	Associate Director of Estates & Facilities Management
tbc	Keele University School of Medicine Undergraduate Dean
Dr Patricia O'Neill	Director of Infection and Prevention & Control
Mrs J Price	Deputy Finance Director

Mrs J Banks	Associate Director of Nursing & Quality
Mrs P Dabbs	Deputy Workforce Director of Workforce
Mr P Hodson	Head of Contracts & Performance
Mr J Cliffe	Chief Information Officer
Mrs T Finch	Head of Planning
Mr N Appleton	Head of IT
Mrs J Yale	Head of Facilities
<i>Quoracy</i>	<i>Three Directors and three Care Group Directors (or deputies)</i>

**BUSINESS DEVELOPMENT & ENGAGEMENT COMMITTEE** (Frequency: Monthly. Admin Astrid Wilde)

Mrs D Vogler	Director of Business & Enterprise (Chair)
Mr A Osborne	Communications Director
Mrs S Biffen	Assistant Chief Operating Officer (Scheduled Care Group)
Mr P Hodson	Head of Contracts & Performance
Mr M Hall	Senior Finance Officer
Mrs S Cook	Head of Business Information
Tbc	NED
Clinical Champions	Care Group representatives (on request)
<i>Quoracy</i>	<i>Three members including Chair or Deputy Chair</i>

**NED LEADS**

Whistleblowing	Mr D Jones*
Medical exclusions	Dr S Walford
Security	Mr D Jones*
Sustainability	Mrs D Leeding
Education and Training	Mr P Latchford
Procurement	Mr B Newman

*\*Dennis Jones' term of service as a NED ends 31 October 2015*

*\*\*Simon Wright commences in post as CEO from 28 September 2015*

*\*\*\*KPMG representation at AC until 2014/15 EA work is concluded*

## Appendix C: Trust Board Schedule of Business 2016

28 Jan 2016, PRH BOARD MEETING	25 Feb 2016, RSH BOARD DEVELOPMENT SESSION	31 Mar 2016, RSH BOARD MEETING	28 Apr 2016, PRH BOARD MEETING	26 May 2016, RSH BOARD DEVELOPMENT SESSION	2 Jun 2016, RSH SPECIAL BOARD MEETING (Accounts)
<p><u>Private Session</u></p> <ul style="list-style-type: none"> <li>Standing items</li> </ul> <p><u>Public Session</u></p> <ul style="list-style-type: none"> <li>Standing items</li> <li>Q3 Business Plan review</li> <li>Charitable Funds Annual Report/Accounts</li> <li>Q3 Complaints update</li> <li>Cycle of Business</li> </ul>	<p>AM - Values Based Recruitment</p> <p>PM - Deep Dives</p> <ul style="list-style-type: none"> <li>Acute Medicine</li> <li>Oncology &amp; Hamatology</li> </ul> <p>Strategic Review</p> <p>Finalise 2 year operating/ business plan objectives</p>	<p><u>Private Session</u></p> <ul style="list-style-type: none"> <li>Standing items</li> <li>Draft Operating Plan</li> </ul> <p><u>Public Session</u></p> <ul style="list-style-type: none"> <li>Standing items</li> <li>Financial Strategy</li> <li>Board Assurance Framework</li> <li>NHS England 6-monthly nurse staffing review</li> <li>Annual review SFIs and Standing Orders</li> </ul>	<p><u>Private Session</u></p> <ul style="list-style-type: none"> <li>Standing items</li> </ul> <p><u>Public Session</u></p> <ul style="list-style-type: none"> <li>Standing items</li> <li>Yr-end Business Plan Review</li> <li>Operating Plan16/17</li> <li>Annual losses &amp; compensations write-offs</li> <li>CQC Staff Survey</li> <li>CQC IMR</li> <li>Use of Corporate seal</li> </ul>	<p>AM- STRATEGY WORKSHOPS WITH CARE GROUPS:</p> <p>WHERE ARE WE NOW? Review /Update</p> <p>PM - Deep Dives</p> <ul style="list-style-type: none"> <li>Head &amp; Neck</li> <li>General Surgery</li> </ul>	<ul style="list-style-type: none"> <li>Annual Governance Statement</li> <li>Adoption of Annual Accts &amp; Approval of Mgt. Rep Letter</li> <li>Head of Internal Audit Opinion</li> <li>Draft Quality Account</li> <li>Annual Report</li> <li>Audit Committee Annual Report</li> </ul>

30 Jun 2016, PRH BOARD MEETING	28 Jul 2016, RSH BOARD DEVELOPMENT SESSION	1 Sep 2016 (Aug meeting) NO MEETING PLANNED	29 Sept 2016, PRH BOARD MEETING	27 Oct 2016, RSH BOARD DEVELOPMENT SESSION	1 Dec 2016, PRH (Nov Meeting) BOARD MEETING	15 Dec 2016, RSH BOARD DEVELOPMENT SESSION
<p><u>Private Session</u></p> <ul style="list-style-type: none"> <li>Standing items</li> </ul> <p><u>Public Session</u></p> <ul style="list-style-type: none"> <li>Standing items</li> <li>Quality account</li> <li>CQC IMR</li> <li>Board Assurance Framework</li> <li>CQC Inpatient survey</li> <li>Senior doctors revalidation statement</li> <li>Annual reports – H&amp;S, Security, Complaints</li> <li>Estates statutory update</li> <li>Q1 complaints report</li> </ul>	<p>AM - STRATEGY WORKSHOPS WITH CARE GROUPS :</p> <p>WHERE DO WE WANT TO BE? Horizon scanning</p> <p>PM - Deep Dives</p>		<p><u>Private Session</u></p> <ul style="list-style-type: none"> <li>Standing items</li> </ul> <p><u>Public Session</u></p> <ul style="list-style-type: none"> <li>Standing items</li> <li>Annual Reports – IP&amp;C, Q&amp;S, Safeguarding, integrated Education, R&amp;D</li> <li>Mid-yr Business Plan Review</li> <li>NHS England 6-monthly nurse staffing review</li> <li>CQC IMR</li> <li>Board Assurance Framework</li> </ul> <p>AGM Annual report &amp; Accounts</p>	<p>AM Well Led Framework - Progress Update</p> <p>Business Planning</p> <ul style="list-style-type: none"> <li>Review of Vision and Strategic Priorities</li> <li>Horizon Scanning</li> </ul> <p>PM - Deep Dives</p>	<p><u>Private Session</u></p> <ul style="list-style-type: none"> <li>Standing items</li> </ul> <p><u>Public Session</u></p> <ul style="list-style-type: none"> <li>Standing items</li> <li>Q2 Complaints update</li> <li>Charitable Funds Budget</li> <li>Committee review &amp; Meeting dates</li> <li>Use of Corporate Seal</li> <li>Annual Single Equality Scheme update (via workforce committee)</li> </ul>	<p>AM - STRATEGY WORKSHOPS WITH CARE GROUPS:</p> <p>HOW DO WE GET THERE?</p> <ul style="list-style-type: none"> <li>Market analysis</li> <li>SWOT</li> <li>LTFM</li> <li>Risk review and downside planning</li> </ul> <p>PM – Deep Dives</p>

### STANDING AGENDA ITEMS:

#### PUBLIC –

Declaration of Interests, Patient Story, Chair's Award, CEO Overview, FutureFit Update, Integrated Performance Report & Self Certification, NHS England incl. Hard Truths Monthly Nurse Staffing Data, HR Policies, Committee Reports. Information Pack

#### PRIVATE – \*

Chief Exec overview, High Risk Report, Workforce Issues, High-level Performance report (4-legged stool), Remuneration Committee minutes/recommendations (when held)

**AUDIT COMMITTEE  
TERMS OF REFERENCE**

**1. Constitution**

- 1.1 The Trust Board resolves to establish a Committee of the Board to be known as the Audit Committee. As a Committee of the Trust Board the Standing Orders of the Trust shall apply to the conduct of the working of the Audit Committee. The Committee is a Non Executive committee of the Board and has no executive powers, other than those specifically delegated in these terms of reference.

**2. Membership**

- 2.1 The Committee shall be appointed by the Board from amongst the Non-Executive Directors of the Trust and shall consist of not less than three members.
- 2.2 One of the members will be appointed Chair of the Committee by the Board. The Chairman of the Trust shall not be a member of the Committee.

**3. Attendance**

- 3.1 The following members of staff and partners will normally be in attendance at every meeting:

Finance Director  
Director of Corporate Governance  
Internal Auditors  
External Auditors

The Counter Fraud Specialist will attend a minimum of two committee meetings a year.

- 3.2 The Chief Executive should be invited to attend and should discuss at least annually with the Audit Committee, the process for assurance that supports the Annual Governance Statement. He should also attend when the Committee considers the draft Annual Governance Statement, the draft Internal Audit Plan and the Annual Accounts.
- 3.3 Other Directors / managers may be invited to attend meetings particularly when the Committee is discussing areas of risk or operation that are the responsibility of that Director / Manager. The Committee has the power to co-opt, or to require to attend, any member of Trust staff, as felt necessary.
- 3.4 At least once a year, the Committee should meet privately with the external and internal auditors. .
- 3.5 The Head of Internal Audit, representative of external audit and counter fraud specialist have a right of direct access to the Chair of the Committee.



3.6 The Director of Corporate Governance will ensure that an efficient secretariat service is provided to the Committee and provide appropriate support to the Chair and Committee members

#### **4. Quorum**

4.1 A quorum shall be two Non Executive Directors.

#### **5. Frequency of Meetings**

5.1 The Committee will meet at least five times per year at appropriate times in the reporting and audit cycle. The Agenda will be circulated with papers at least 5 days before the meeting. The Trust Board, Chief Executive, external auditors or Head of Internal Audit may request a meeting if they consider that one is necessary.

#### **6. Authority**

6.1 The Committee is authorised by the Trust Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee. The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

#### **7. Duties**

The duties of the Committee can be categorised as follows:

##### **7.1 Governance, Risk Management and Internal Control**

7.1.1 The Committee will review the establishment and maintenance of an effective system of integrated governance, risk management and internal control, across the whole of the organisation's activities (both clinical and non clinical), that supports the achievement of the organisation's objectives.

In particular, the Committee will review the adequacy and effectiveness of:

- All risk and control-related disclosure statements (in particular the Annual Governance Statement), together with an accompanying Head of Internal Audit statement, External Audit Opinion or other appropriate independent assurances, prior to endorsement by the Board of Directors.
- The underlying assurance processes that indicate the degree of achievement of corporate objectives, the effectiveness of the management of principal risks and the appropriateness of the above disclosure statements.
- The policies for ensuring compliance with relevant regulatory, legal and code of conduct requirements and related reporting and self certification.
- The policies and procedures for all work related to fraud and corruption as set out in Secretary of State's Directions and as required by NHS Protect (formerly NHS CFSMS).

In carrying out this work the Committee will primarily utilise the work of Internal Audit, External Audit and other assurance functions, but will not be limited to these sources. It will also seek reports and assurances from directors and managers as appropriate, concentrating on the over-arching systems of integrated governance, risk management and internal control, together with indicators of their effectiveness.

This will be evidenced through the Committee's use of an effective Assurance Framework to guide its work and that of the audit and assurance functions that report to it.

As part of its integrated approach, the Committee will have effective relationships with other key committees (for example, the Quality and Safety Committee) so that it understands processes and linkages. However, these other committees must not usurp the Committee's role.

## **7.2 Internal Audit**

7.2.1 The Committee shall ensure that there is an effective Internal Audit function that meets Public Sector Internal Audit Standards, 2013 and provides appropriate independent assurance to the Audit Committee, Chief Executive and Board. This will be achieved by:

- Considering the provision of the Internal Audit service, and the costs involved.
- Reviewing and approving the annual Internal Audit plan and more detailed programme of work, ensuring that this is consistent with the audit needs of the Trust as identified in the Assurance Framework.
- Considering the major findings of Internal Audit work (and management's response), and ensuring co-ordination between the Internal and External Auditors to optimise audit resources.
- Ensuring that the Internal Audit function is adequately resourced and has appropriate standing within the organisation.
- Monitoring the effectiveness of Internal Audit and carrying out an annual review.

## **7.3 External Audit**

7.3.1 The Committee shall review and monitor the external auditor's independence and objectivity and effectiveness of the audit process. In particular, the Committee will review the work and findings of the External Auditors and consider the implications and management's responses to their work. This will be achieved by:

- Considering the appointment and performance of the external auditors, as far as the rules governing the appointment permit.
- Discussing and agreeing with the external auditors, before the audit commences, of the nature and scope of the audit as set out in the Annual Plan,
- Discussing with the external auditors their evaluation of audit risks and assessment of the Trust and associated impact on the audit fee.
- Reviewing all external audit reports, including the report to those charged with governance, (before its submission to the Board) and any work undertaken outside the Annual Audit Plan, together with the appropriateness of management responses.

- Ensuring that there is in place a clear policy for the engagement of external auditors to supply non-audit services.

#### **7.4 Other Assurance Functions**

- 7.4.1 The Audit Committee shall review the findings of other significant assurance functions, both internal and external to the Trust and consider the implications for the governance of the organisation.
- 7.4.2 These will include, but will not be limited to, any review by Department of Health arm's length bodies or regulators/ inspectors (for example, the Care Quality Commission, NHSLA etc) and professional bodies with responsibility for the performance of staff or functions (for example, Royal Colleges, accreditation bodies etc).
- 7.4.3 In addition this Committee will review the work of other Committees within the Trust whose work can provide relevant assurance to the Audit Committee's own areas of responsibility. In particular this will include the Quality and Safety Committee; Workforce Committee, Finance Committee, and Risk Committee.
- 7.4.5 In reviewing the work of the Quality and Safety Committee, and issues around clinical risk management, the Audit Committee will wish to satisfy itself in the narrative of the assurance that can be gained from the clinical audit function

#### **7.5 Counter Fraud**

- 7.5.1 The Committee shall satisfy itself that the organisation has adequate arrangements in place for counter fraud and security that meet NHS Protect's standards and shall review the outcomes of work in these areas.

#### **7.6 Management**

- 7.6.1 The Committee shall request and review reports, evidence and assurances from directors and managers on the overall arrangements for governance, risk management and internal control.
- 7.6.2 The Committee may also request specific reports from individual functions within the organisation (for example, clinical audit).

#### **7.7 Financial Reporting**

- 7.7.1 The Audit Committee shall monitor the integrity of the financial statements of the Trust and any formal announcements relating to the Trust's financial performance.
- 7.7.2 The Committee should ensure that the systems for financial reporting to the Board, including those of budgetary control, are subject to review as to completeness and accuracy of the information provided to the Board.
- 7.7.3 The Audit Committee shall review the Annual Report and financial statements before submission to the Board, focusing particularly on:

- The wording in the Annual Governance Statement and other disclosures relevant to the terms of reference of the Committee.
- Changes in, and compliance with, accounting policies, practices and estimation techniques.
- Unadjusted mis-statements in the financial statements.
- Significant judgements in preparation of the financial statements.
- Significant adjustments resulting from the audit.
- Letter of representation.
- Explanations for significant variances.

## **8. Whistleblowing**

- 8.1 The Committee shall review the effectiveness of the arrangements in place for allowing staff to raise (in confidence) concerns about possible improprieties in financial, clinical or safety matters and ensure that any such concerns are investigated proportionately and independently.

## **9. Reporting**

- 9.1 The Committee shall report to the Board on how it discharges its responsibilities.
- 9.2 The minutes of the Audit Committee meetings shall be formally recorded by the Director of Corporate Governance and submitted to the Board. The Chair of the Committee shall, in summarising the recent work of the Committee, draw to the attention of the Board any material issues that require disclosure to the full Board, or require executive action.
- 9.3 The Committee will report to the Board annually on its work in support of the Annual Governance Statement specifically commenting on
- The fitness for purpose of the Assurance Framework,
  - The completeness and 'embeddedness' of risk management in the organisation,
  - The integration of governance arrangements,
  - The appropriateness of the evidence that shows the organisation is fulfilling regulatory requirements relating to its existence as a functioning business
  - The robustness of the processes behind the quality accounts.
- 9.4 The Annual Report should also describe how the Committee has fulfilled its terms of reference and give details of any significant issues that the Committee considered in relation to the financial statements and how they were addressed.

## **10. Administrative Support**

- 10.1 The Committee shall be supported by the Director of Corporate Governance whose duties in this respect will include:
- Agreement of agendas with Chair and attendees
  - Preparation, collation and circulation of papers in good time
  - Ensuring that those invited to each meeting attend

- Ensuring minutes are taken at the meeting and helping the Chair to prepare reports to the Board
- Keeping a record of matters arising and issues to be carried forward
- Arranging meetings for the Chair – for example with the internal / external auditors for local counter fraud specialist.
- Maintaining records of members' appointments and renewal dates etc
- Advising the Committee on pertinent issues/ areas of interest / policy developments
- Ensuring that action points are taken forward between meetings
- Ensuring that Committee members receive the development and training they need.

## 11. Review

The Terms of Reference will be reviewed annually.

**Terms of Reference  
Business Development and Engagement Committee**

**1. Constitution**

- 1.1 The Trust Board resolves to establish a Committee of the Board to be known as the Business Development and Engagement Committee. As a Committee of the Trust Board, the Standing Orders of the Trust shall apply to the conduct of the working of the Business Development and Engagement Committee. The Committee shall provide guidance and recommendations to the Trust Board

**2. Membership**

- 2.1 The Committee shall be appointed by the Chair of the Trust and shall comprise:

	<b>Member</b>	<b>Nominated Deputy</b>
Director of Business and Enterprise (Chair)	Debbie Vogler	Tricia Finch
Communications Director (Deputy Chair)	Adrian Osborne	John Kirk
Head of Planning	Tricia Finch	Alison Jones
Assistant Chief Operating Officer	Sara Biffen	Ian Donnelly
Head of Contracts & Performance	Paul Hodson	Shaun Taylor
Senior Finance Officer	Martin Hall	Vanessa Biffen
Head of Business Information	Sam Cook	
Trust Advisor	Polly Gibb	
Clinical Champions	Care Group Representatives	

**Attendance by invitation:**

Operational managers and clinical representatives

**3. Quorum**

- 3.1 For the Committee to be quorate, it requires the presence of four members, one of which includes the Chair or Deputy Chair.

**4. Attendance**

- 4.1 Other staff may be required to attend meetings depending upon issues under discussion with the prior approval of the Committee Chair. The Committee has the power to co-opt, or to require to attend, any member of Trust staff as necessary, and to commission input from external advisors as agreed by the Chair.

- 4.2 The Director of Business and Enterprise's Executive Assistant will ensure that an efficient secretariat service is provided to the Committee. Namely:

- that members are aware fully of their responsibilities in the delivery of reports in sufficient time to allow meeting papers to be circulated within the defined timescales.
- that Directors are reminded that papers not circulated in time may not be considered at the meeting.
- to manage the action summary and matters arising to ensure their timely follow through.
- to manage and collate attendance and representation summaries

- 4.3 Members may appoint suitable deputies to represent them. Deputies must attend when required. It is expected that a member or their nominated deputy will attend for a minimum of 75% of meetings in a year. Attendance will be monitored by an attendance matrix

## **5. Frequency of meetings**

- 5.1 The Committee shall meet at least quarterly. Additional meetings may be held at the discretion of the Chair of the Committee.
- 5.2 Meetings will be arranged as much as possible to align with the inputs and outputs necessary to support the strategic business planning cycle
- 5.3 The Agenda will be circulated with papers at least 5 working days before the meeting.
- 5.4 The agenda will be approved by the Committee Chair prior to circulation
- 5.5 Requests for non-routine agenda items are to be forwarded to the Committee Chair normally at least 10 working days prior to the meeting

## **6. Authority**

- 6.1 The Committee is authorised by the Trust Board to investigate any activity within its Terms of Reference and is expected to make recommendations to the full Trust Board. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.
- 6.2 The Committee is authorised by the Trust Board to obtain outside legal or other independent professional advice, and to secure the attendance of others from outside the Trust with relevant experience and expertise, if it considers it necessary. This authority will only be used in exceptional circumstances and prior approval of the Trust Board is required.
- 6.3 The Committee has no executive powers other than those specifically delegated in these Terms of Reference.

## **7. Duties**

- 7.1 The purpose of the Committee is to provide the Board with a strategic analysis of business development and engagement activities and to recommend prioritised points of focus.
- 7.2 The Committee will provide an assurance role that focuses on developing and assuring a market-based strategic and business planning process that is owned and embedded within the organisation.
- 7.3 The Committee shall undertake on behalf of the Trust Board objective scrutiny of the Trust's business development plans and its stakeholder engagement strategy.

The Trust Board may request that the Committee reviews specific aspects of business development where the Board requires additional scrutiny and assurance.

- 7.4 The Committee will operate at a strategic level as the Executive is responsible for the day to day operational delivery and management.

The Committee may, in an advisory role, review and comment on specific proposals but it does not have any responsibilities for approving business cases or business development plans. That remains the responsibility of the Executive

- 7.5 The Committee will regularly receive and review market intelligence information and business development opportunities, identified through horizon scanning, to provide insights for Trust strategy and strategic priorities.
- 7.6 The Committee will evaluate and consider the impact of external factors to inform the Trust's SWOT and PESTLE thus supporting the planning cycle and informing and shaping future business planning.
- 7.7 The Committee will nurture specific exemplar projects to strengthen capability within the organisation e.g. Care Groups.
- 7.8 The Committee will seek assurance that all priority business developments identified through the Trust's planning process have a robust stakeholder analysis and engagement plan.
- 7.9 The Committee through its recommendations will seek to strengthen key relationship interfaces both internal and external that will support effective business development e.g. GPs/Consultants; Communities/Wards.
- 7.10 The Committee will clarify and prioritise the Trust's overall relationship development with key stakeholders. It will also advise Care Groups and assure the Board on effective stakeholder engagement approaches for priority development projects.

## **8. Reporting from the Committee**

- 8.1 The Business Development and Engagement Committee reports to the Trust Board.
- 8.2 The Chair of the Committee will report formally to the next Trust Board meeting on all matters within its duties and responsibilities and bring to the attention of the Board all business risks and opportunities identified by the Committee.
- 8.3 The draft Minutes shall be recorded and circulated to Committee members within 5 working days of the meeting and presented at the next Trust Board meeting for information.
- 8.4 The Committee will make whatever recommendations to the Trust Board it deems appropriate on any area within its remit where action or improvement is needed, or where it has significant concerns.

## **9. Review**

The Terms of Reference will be annually.

Date: November 2014



FINANCE COMMITTEE  
TERMS OF REFERENCE

**1. Constitution**

- 1.1 The Trust Board resolves to establish a Committee of the Board to be known as the Finance Committee. As a Committee of the Trust Board, the Standing Orders of the Trust shall apply to the conduct of the working of the Finance Committee.

**2. Membership**

- 2.1 The Committee shall be appointed by the Chairman of the Trust and shall comprise the following:

2 Non-Executive Directors  
Finance Director

- 2.2 The Committee will be chaired by a Non-Executive Director, appointed by the chairman of the Trust Board. In the absence of the nominated Chairman another NED member shall be elected chairman by the other members of the Committee

**3. Attendance**

- 3.1 The Chief Operating Officer, Workforce Director, Director of Business & Enterprise, Communications Director, Associate Director of Estates, Head of Facilities and the Head of IT, shall also be required to attend some meetings, at the request of the Chairman. If unable to attend a meeting, the Directors/Head of Department may be represented by a nominated deputy, but this must be agreed before the meeting with the Committee Chairman. It is expected that a member or their nominated deputy will normally attend for a minimum of 80% of meetings in a year.
- 3.2 All other members of the Trust Board shall be entitled to attend and receive papers to be considered by the Committee, as agreed with the Committee Chair.
- 3.3 Other managers/staff may be required to attend meetings depending upon issues under discussion with the prior approval of the Committee Chairman. The Committee has the power to co-opt, or to require to attend, any member of Trust staff as necessary, and to commission input from external advisors as agreed by the Chairman.
- 3.4 The Finance Director's Executive Assistant will ensure that an efficient secretariat service is provided to the Committee. Namely
- that Directors are aware fully of their responsibilities in the delivery of reports in sufficient time to allow meeting papers to be circulated within the defined timescales.

- that Directors are reminded that papers not circulated in time may not be considered at the meeting.
- To manage the action summary and matters arising to ensure their timely follow through.

#### **4. Quorum**

- 4.1 A quorum shall be 2 members comprising one Non-Executive Director and the Finance Director (or his deputy).

#### **5. Frequency of meetings**

- 5.1 The Committee will normally meet monthly before the monthly Trust Board Meeting and not less than 8 times per year. The Agenda will be circulated with papers at least 5 working days before the meeting.

The agenda will be approved by the Committee Chairman prior to circulation  
Requests for non-routine agenda items are to be forwarded to the Committee Chairman normally at least 10 working days prior to the meeting

- 5.2 Members will normally be expected to attend at least 80% of the meetings in the year.
- 5.3 Additional meetings may be held at the discretion of the Chairman of the Committee.

#### **6. Authority**

- 6.1 The Committee is authorised by the Trust Board to investigate any activity within its Terms of Reference and is expected to make recommendations to the full Trust Board. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.
- 6.2 The Committee is authorised by the Trust Board to obtain outside legal or other independent professional advice, and to secure the attendance of others from outside the Trust with relevant experience and expertise, if it considers it necessary. This authority will only be used in exceptional circumstances and prior approval of the Trust Board is required.
- 6.3 The Committee has no executive powers other than those specifically delegated in these Terms of Reference.

#### **7. Duties and responsibilities**

The Finance Committee shall undertake on behalf of the Trust Board objective scrutiny of the Trust's financial plans and major investment decisions. The purpose of the Committee is to provide the Board with an objective review of the financial position of the Trust and oversee the delivery of financial performance, including taking any decisions delegated to it. The Committee will operate at a strategic level as the Executive is responsible for the day to day operational delivery and management. Additionally, the Trust Board may request that the Committee reviews specific aspects of financial performance where the Board requires additional scrutiny and assurance. The key responsibility of the Committee is to provide assurance to the Trust

Board on Finance issues utilising best practice metrics that support robust governance processes, including the following:

## **7.1 Strategic and Business Planning**

- 7.1.1 Consider processes for the preparation and the content of Strategic and Business Plans and Annual Revenue, Capital and Workforce Budgets, and test the key assumptions and risks underpinning such plans.
- 7.1.2 Review the Trust Annual Plan and Annual Budgets before submission to the Trust Board.
- 7.1.3 Monitor performance compared with the Annual Plan and Budgets and investigate variances.
- 7.1.4 Review and prioritise capital investment proposals within the Capital Budget.
- 7.1.5 Consider financial aspects of Business Cases for significant revenue or capital expenditure, as defined in the Trust's Standing Financial Instructions and Scheme of Delegation, prior to submission to the Board of Directors.
- 7.1.6 Consider financial aspects of Business Cases retrospectively for return on investment/benefits realisation.
- 7.1.7 Identify and evaluate opportunities for increasing activity/income from market intelligence analyses.
- 7.1.8 Review the development of the Trust's Marketing strategy
- 7.1.9 Review the development of the Trust's Financial Strategy and Long Term Financial Model
- 7.1.10 Develop the Trust's Investment Policy and ensure that it is consistent with best practice.
- 7.1.11 Monitor the implementation of the IT strategy
- 7.1.12 Monitor the implementation of the Estates strategy

## **7.2 Financial Management**

- 7.2.1 Monitor the financial performance and workforce targets of individual Clinical Centres, as well as the complete organisation , and the proposed corrective actions where necessary
- 7.2.2 Consider explanations of significant variances/deviations from Budget by Clinical Centres on a regular basis, and to consider the proposed corrective actions, their envisaged impact and the planned timescale for recovery
- 7.2.3 Develop a strategic approach to managing Cost Improvement Programmes.

- 7.2.4 Consider the Cost Improvement Programme, including the short and medium term prospects, monitor performance against it, and consider any proposed corrective or contingency actions and make recommendations regarding this to the Board.
- 7.2.5 Consider performance against external benchmark performance targets, including those set by the Care Quality Commission, Monitor, and as agreed in legally binding contracts and the proposed corrective actions where necessary.
- 7.2.6 Ensure the development, implementation and maintenance of an effective service line accountability framework.
- 7.2.7 Consider detailed expenditure, cash flow and working capital plans and forecasts.
- 7.2.8 Consider regular financial performance reports and forecasts, focusing particularly on risks and assumptions.
- 7.2.9 Commission and consider various financial reports and analyses, as appropriate.
- 7.2.10 Receive Schedules of losses and compensation (and the circumstances behind them)
- 7.2.11 Receive information on all expenditure items over £100k,
- 7.3 **Legally Binding Contracts with Third Parties**
  - 7.3.1 Consider regular reports of Trust performance in respect of contracts agreed with third party organisations and to take appropriate action.
  - 7.3.2 Ensure that Local Delivery Plans and contracts with Clinical Commissioning Groups and other bodies are determined, managed and delivered.
- 7.4 **Financial Accounting**
  - 7.4.1 Consider the likely impact of technical changes to accounting policy or practices and agree significant changes to accounting practice in advance.
- 7.5 **Business Risks**
  - 7.5.1 Consider the short to medium term impact on current performance of internal and external business risks.
  - 7.5.2 Review Monitor's financial risk rating and instigate appropriate action.
- 7.6 **Charitable Funds**
  - 7.6.1 To be accountable to the Corporate Trustee and ensure the on-going management of Charitable Funds is consistent with the objectives and operational framework set by the Corporate Trustee.

- 7.6.2 To monitor compliance against Corporate Trustee policies, procedures and plans that include:
- Appropriate use of Charitable Funds
  - Appropriate sources of Charitable Funds
  - Investment Policy
  - Expenditure Plans
- 7.6.3 To advise the Corporate Trustee and monitor compliance against the requirements of the Charities Acts and Charities Commission Guidance.
- 7.6.4 To consider the Annual Accounts and Report before submitting to the Corporate Trustee for approval.
- 7.6.5 To monitor compliance against relevant internal audit reports and counter fraud initiatives and to report progress to the Corporate Trustee.
- 7.6.6 To monitor the performance of Charitable Funds investments and report to the Corporate Trustee at least quarterly.
- 7.6.7 To monitor the performance of the Charitable Funds Investment Manager(s) and advise the Corporate Trustee appropriately.
- 7.6.8 To ensure, via the Finance Director and the Finance Department, that Charitable Funds are managed in accordance with the Trust's Standing Financial Instructions.
- 7.6.9 To review the financial implications on any proposal for fund raising activities that the Trust may initiate, sponsor or approve.
- 7.6.10 To co-ordinate and work with the Leagues of Friends, Lingen Davies and other local charities on appropriate projects/schemes.

## **8. Reporting**

- 8.1 The Finance Committee reports to the Trust Board.
- 8.2 The Finance Committee will receive and review proposals and recommendations from Capital Planning Group.
- 8.3 The Committee will routinely receive the following reports:
- Income/expenditure performance in the month and cumulatively, of the Trust.
  - A reconciliation of actual performance against budget together with the proposed corrective actions.
  - Balance sheet performance
  - 12 month rolling income/expenditure forecast
  - 12-month rolling cash forecast
  - Performance against activity plans with proposed corrective actions and timescale for implementation

- Performance against contracts with local CCGs with proposed corrective actions and timescale for implementation
- Investment and charitable funds activity

8.4 The Committee Chair will report formally to the next Trust Board meeting on all matters within its duties and responsibilities.

8.5 The Committee will make whatever recommendations to the Trust Board it deems appropriate on any area within its remit where action or improvement is needed, or where it has significant concerns.

8.6 The draft minutes shall be recorded and circulated to Committee members within 5 working days of the meeting and presented at the next Trust Board meeting for information.

## **9. Review**

9.1 The Terms of Reference of the Committee shall be reviewed at least annually by the Trust Board

Reviewed September 2015  
Review due September 2016

**Terms of Reference  
HOSPITAL EXECUTIVE COMMITTEE**

**Constitution and Purpose**

The Board hereby resolves to establish a Committee of the Board to be known as the Hospital Executive Committee (The Committee).

The Committee is an Executive Committee of the Board.

The primary purpose of the Committee is to ensure, on behalf of the Board, a high performing organisation with an effective and coherent strategy that aims to be at the heart of expert and compassionate healthcare and that is owned and delivered throughout the organisation.

It has delegated powers to:

- inform and implement the Trust's strategy and policy
- advise and inform the Chief Executive as Accountable Officer and other senior decision makers in the exercise of their delegated roles and responsibilities, and
- recommend and oversee delivery of the Trust's Operating Plan and other duties as delegated by the Trust Board.
- Scrutinise Trust performance in relation to quality, finance, activity & productivity and workforce.

The Committee will be required to adhere to the Standing Orders of the Trust.

**Membership**

The Chief Executive will be the Chair of the Committee, with the Chief Operating Officer acting as Chair in their absence.

Core members or their nominated deputy are expected to attend a minimum of 75% of meetings in a year:

<ul style="list-style-type: none"> <li>• Chief Executive (Chair)</li> <li>• Chief Operating Officer (Deputy Chair)</li> <li>• Medical Director</li> <li>• Director of <del>Nursing &amp; Quality</del> <u>Quality &amp; Safety</u></li> <li>• Finance Director</li> <li>• Director of Corporate Governance</li> <li>• Director of Business and Enterprise</li> <li>• Communications Director</li> <li>• Workforce Director</li> </ul>	Directors
<ul style="list-style-type: none"> <li>• Care Group Medical Director: <del>Diagnostics</del> <u>Support Services</u></li> <li>• Care Group Medical Director: Scheduled Care</li> <li>• Care Group Medical Director: Women and Children</li> <li>• Care Group Medical Director: Unscheduled Care</li> <li>• <del>Care Group Director: Pharmacy</del></li> <li>• <del>Care Group Director: Therapy</del></li> <li>• <u>Care Group Director: Women and Children</u></li> <li>• <u>Care Group Director: Support Services</u></li> </ul>	Care Group Medical Directors / Care Group Directors
<ul style="list-style-type: none"> <li>• Assistant Chief Operating Officers (Scheduled Care, Unscheduled Care)</li> <li>• Director of Estates &amp; Facilities Management</li> </ul>	Other Senior Managers

<ul style="list-style-type: none"> <li>• Keele University School of Medicine Undergraduate Dean</li> <li>• Director of Infection and Prevention &amp; Control</li> <li>• Deputy Finance Director</li> <li>• Associate Director of Nursing &amp; Quality</li> <li>• Deputy <u>Workforce</u> Director <del>of Workforce</del></li> <li>• Head of Contracts</li> <li>• Head of Information</li> <li>• Head of Planning</li> </ul>	Previously OPG
<ul style="list-style-type: none"> <li>• Head of Estates</li> <li>• Head of IT</li> <li>• <u>Head of Facilities</u></li> <li>• <u>Head of Assurance</u></li> <li>• <u>Associate Director of Service Transformation</u></li> </ul>	Other Corporate



*Distribution of Papers and Attendance by Invitation:*

The papers of the meeting are also sent to the following individuals, who are notified by the relevant HEC member of agenda items requiring their attendance:

Role	Invited by
<ul style="list-style-type: none"><li>• Clinical Directors</li></ul>	Care Group Medical Director
<ul style="list-style-type: none"><li>• Deputy Medical Director</li><li>• Associate Medical Director (Clinical Quality)</li><li>• Associate Medical Director (IM&amp;T)</li><li>• Head of Assurance</li><li>• Head of Legal Services</li></ul>	Medical Director Director of Corporate Governance

**Quorum**

For the Committee to be quorate, it requires the presence of a minimum of three Directors together with two Care Group Directors.

**Attendance**

Core members may appoint suitable deputies to represent them. Deputies must attend when required. It is expected that a core member or their nominated deputy will attend for a minimum of 75% of meetings in a year. Attendance will be monitored by an attendance matrix.

**Frequency**

The Committee shall meet on a monthly basis, and a minimum of 9 times per annum.

Additional meetings may be held at the discretion of the Chair.

**Authority**

The Committee has delegated powers from the Trust Board to provide leadership, monitor performance and ensure necessary actions are taken to correct any deviations from plans.

**Duties**

Decision Making	<ul style="list-style-type: none"><li>▪ To take such decisions as are delegated by the Trust Board.</li><li>▪ To be responsible for planning, organising, directing and controlling the organisation's systems and resources to achieve service objectives and quality development through implementation of the Trust's Operating Plan.</li><li>▪ To approve and recommend to the Board, and monitor the implementation of, relevant Trust Policies, guidelines and protocols.</li></ul>
Leadership and Advisory	<ul style="list-style-type: none"><li>• To inform and implement the Trust's strategic aims and objectives agreed by the Trust Board by establishing context and setting direction for the organisation.</li><li>• To advise and inform the Chief Executive as Accountable Officer and other senior decision makers in the exercise of their delegated roles and responsibilities.</li></ul>
Co-ordination and	<ul style="list-style-type: none"><li>• To co-ordinate and monitor the significant programmes of work prioritised by the Trust Board and to provide progress reports to the Board on the status of</li></ul>

Monitoring	<p>the agreed programmes.</p> <ul style="list-style-type: none"> <li>• To ensure that the organisation's objectives and standards for service, high level performance and quality set by the Trust Board, are managed and cascaded throughout the entire organisation.</li> <li>• To focus only on those areas that have cross-organisational impact and co-ordinated action and decision-making is required beyond an individual directorate.</li> </ul>
Values and Behaviours	<ul style="list-style-type: none"> <li>• To be relentless in pursuit of the patient's interests, supporting a fully engaged organisation that is action-orientated and embraces constructive challenge.</li> </ul>

### Reporting from the Committee

The Committee will be directly accountable to the Board.

The Chairman of the Committee will report on the proceedings of each meeting to the next meeting of the Trust Board and will draw to the attention of the Trust Board any matters of concern.

### Reporting arrangements to the Committee

The following groups will report to HEC:

- Sustainable Development Management Group
- Information Governance Group
- IT Review Group
- Policy Approval Group (with paper outlining new/changed policies for ratification)
- Executive Directors decisions (for information)

### Support to the Committee

The Committee will be minuted and co-ordinated by the Trust's Hospital Executive Committee Secretary. The Agenda will be approved by the Meeting's Chair.

### Review

The Terms of Reference will be reviewed by the Trust Board at least annually.

Version 4.0, ~~28<sup>th</sup> April 2015~~ ~~7<sup>th</sup> January 2015~~

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QUALITY AND SAFETY COMMITTEE  
TERMS OF REFERENCE

**1. Constitution**

- 1.1 The Trust Board resolves to establish a Committee of the Board to be known as the Quality and Safety Committee. As a committee of the Trust Board, the Standing orders of the Trust shall apply to the conduct of the working of the Quality and Safety Committee.

**2. Membership**

- 2.1 The Committee shall be appointed by the Chairman of the Trust and shall comprise the following:

2 Non-Executive Directors  
Medical Director  
Director of Nursing and Quality  
Chief Operating Officer  
Patient Representative

- 2.2 The Committee will be chaired by a Non-Executive Director on the Committee nominated by the Trust Chairman. In the absence of the nominated Chairman, another NED member shall be elected chairman by the other members of the Committee.

**3. Attendance**

- 3.1 All other members of the Trust Board shall be entitled to attend and receive papers to be considered by the Committee, as agreed with the Committee Chair. If unable to attend a meeting, the Directors may be represented by a nominated deputy, but this must be agreed before the meeting with the Committee Chairman. It is expected that a member or their nominated deputy will normally attend for a minimum of 80% of meetings in a year.

- 3.2 Other managers/staff may be required to attend meetings depending upon issues under discussion with the prior approval of the Committee Chairman. The Committee has the power to co-opt, or to require to attend, any member of Trust staff as necessary, and to commission input from external advisors as agreed by the Chair. The Directors may be represented by a nominated deputy, but this must be previously agreed with the Committee Chairman

- 3.3 The Director of Nursing and Quality's Executive Assistant will ensure that an efficient secretariat service is provided to the Committee. Namely :

- that Directors are aware fully of their responsibilities in the delivery of reports in sufficient time to allow meeting papers to be circulated within the defined

timescales.

- that Directors are reminded that papers not circulated in time may not be considered at the meeting.
- To manage the action summary and matters arising to ensure their timely follow through.

#### **4. Quorum**

- 4.1 A quorum will consist of 4 members, including 1 Non-Executive Director and 1 Executive Director.

#### **5. Frequency of meetings**

- 5.1 The Committee will normally meet monthly and not less than 6 times per year.
- 5.2 The Agenda will be circulated with papers at least 3 working days before the meeting. The Agenda will be approved by the Committee Chairman prior to circulation. Requests for non-routine agenda items are to be forwarded to the Committee Chairman normally at least 10 working days prior to the meeting.
- 5.3 Additional meetings may be held at the discretion of the Chairman of the Committee.

#### **6. Authority**

- 6.1 The Committee has responsibility for leading the Quality Governance Framework and ensuring the Committee receives quarterly updates from the Chief Nurse and prospective processes are in place for validating assurances.
- 6.2 The Committee is authorised by the Trust Board to investigate any Trust activity within its Terms of Reference and is expected to make recommendations to the full Trust Board. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.
- 6.3 With prior consent from the Trust Chairman the Committee Chair is authorised to obtain outside legal or other independent professional advice, and to secure the attendance of others from outside the Trust with relevant experience and expertise, if it considers it necessary. This authority will only be used in exceptional circumstances.
- 6.4 The Committee has no executive powers other than those specifically delegated in these Terms of Reference.

## **7. Duties and responsibilities**

7.1 The Committee will ensure that the Trust has appropriate and effective systems in place that cover all aspects of Clinical Quality and Safety to include the following:

- To ensure that the Trust fulfils its obligations with regard to the Health Act (2009) and, specifically, with regard to the Health Service Regulations (2013), in relation to the preparation of the annual Quality Account.
- To provide assurance to the Trust Board on Clinical Quality and Safety (including Clinical Effectiveness, Patient Safety and Patient Experience).
- Utilising best practice metrics to ensure that the Trust has robust clinical governance processes that deliver safe, high quality and patient centred care.
- To drive an improvement culture to promote best practice in patient care across the domains of Quality and Clinical Effectiveness, Patient Safety and Patient Experience.
- To set clear quality performance expectations and ensure the development of high quality care and continuous improvements through innovation and other quality initiatives such as CQUIN.
- To identify and advise on quality improvement priorities, for example, by commissioning in depth reviews of service areas and receiving exception reports from QIPP workstreams and external reviews of provider services.
- To receive and ensure that the Trust acts upon external reviews from regulatory and advisory organisations.
- To ensure that Risk Screening/Quality Impact Assessments are completed for all Cost Improvement Programmes and reconfigurations of service.
- To maximise organisational learning from alert systems, organisational reviews and quality related data.
- To monitor the performance of all reporting groups, approving Terms of Reference and receiving minutes, action plans and exception reports.

### **7.2 Key Responsibilities for Patient Safety**

7.2.1 To ensure that the Trust is meeting all regulatory and mandated care standards, with robust response and tracking processes in place to meet national alert requirements, national guidelines and relevant external quality and safety standards with a focus on patient sensitive indicators.

7.2.2. To receive an agreed level of patient safety and outcomes data which provides trends and themes from care delivery, utilising clinical metrics to uniform and analyse the range of clinical services across the Trust.

7.2.3. To advise the Trust Board, through the Board Assurance Framework and Corporate Risk Register Framework., about the level of assurance or risks as regards the standards of care provided across the range of Trust services, including actions in place to drive improvements and mitigate risks.

7.2.4. To receive and review regular progress reports for achieving and maintaining compliance against all aspects of the CQC Essential Standards of Quality and Safety and develop a Quality Assurance Framework to support the governance arrangements required as would apply for a Foundation Trust.

### **7.3 Incident Reporting and Investigation**

- 7.3.1 To monitor the effectiveness of the Trust's systems for reporting and investigating Never Events, Serious Incidents (SIs), Near Misses and other incidents.
- 7.3.2 To review the outcomes of investigations and external inspections, ensuring that the information is presented in sufficient detail to enable failings, and positive learning points in patient care to be identified and shared.
- 7.3.3 To receive, review and ensure implementation of action plans and progress reports proposed by management in response to SIs, Near Misses and other incidents.

### **7.4 Key Responsibilities for Patient Experience**

- 7.4.1 To receive assurance regarding the delivery of the Patient Experience strategy across the Trust, overseeing the development, implementation and monitoring of the Patient Experience Strategy and Quality Strategy and associated action plans.
- 7.4.2 To review the findings of Patient Surveys (NHS, external organisations and local) and ensure implementation of the related action plans.
- 7.4.3 To ensure that policies and guidelines relating to Patient and Public involvement are developed, agreed and implemented.
- 7.4.4 To monitor the effectiveness of the Trust's systems for complaints handling, and review trends and themes
- 7.4.5 To monitor the effectiveness of the Trust's system for patient advocacy and the encouragement of feedback from patients and relatives.
- 7.4.6 To receive the Complaints Annual Report.
- 7.4.7 To receive a patient story to be presented at the beginning of the meeting.

### **7.5 Key Responsibilities for Clinical Effectiveness**

- 7.5.1 To review and monitor compliance with new and existing statutory and accreditation standards and legislative requirements in relation to quality and consider recommendations for the timely implementation of guidance.
- 7.5.2 To review the Quality Dashboard and consider the information contained therein to ensure that assurance is received on all quality and safety of patient care matters.
- 7.5.3 To review assurances received on clinical practice and be advised of the progress of any major quality initiatives in the Trust.
- 7.5.4 To receive updates on outcomes being improved in the Trust, eg Patient Reported Outcome Measures (PROMs).

- 7.5.5 To review the effectiveness of the Trust's arrangements for the systematic monitoring of mortality.
- 7.5.6 To receive Clinical Audit reports and the action plans related to these.
- 7.5.7 To review learning from external visits and ensure all necessary recommendations have been implemented to improve the safety and quality of care.
- 7.5.8 To receive updates on Trust participation in national confidential enquiries, ensuring consideration of relevant recommendations and appropriate implementation arising from reports.
- 7.5.9 To receive and comment on exception reports for the implementation and compliance with National Institute for Clinical Excellence (NICE) guidance, and other national guidance.
- 7.5.10 To review compliance and responses to National Patient Safety Alerts (NPSA) ensuring completion of actions.

## 7.6 Key Responsibilities for the Quality Agenda

- 7.6.1 To ensure that there are robust systems in place for the production of an annual Quality Account.
- 7.6.2 To agree the Quality priorities of the Trust following the necessary consultation with Staff, external organisations and representatives from the local population and, in due course, the FT Governors.
- 7.6.3 To receive a quarterly report on the Quality priority targets prior to reporting progress to the Trust Board.
- 7.6.4 To ensure that there are systems in place to ensure that External Audit undertake an assurance exercise of the Quality Account and that action is taken with regard to any recommendations that result from this exercise.

## 8. Reporting

- 8.1 The Quality and Safety Committee reports to the Trust Board. The Committee Chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed or where it has significant concerns.

- 8.2 The Committee receives assurance from the following working groups:

- Clinical Governance Executive
- Infection Control Committee
- Patient Experience and Involvement Panel
- Clinical Audit Committee

8.3 The draft minutes of the Committee shall be circulated to Committee members within 5 working days of the subsequent meeting and presented at the Trust Board following their approval.

**9. Review**

9.1 The Terms of Reference of the Committee shall be reviewed by the Trust Board at least annually.

Last Reviewed: November 2013



## Terms of Reference

### Risk Committee

#### Constitution

The Risk Committee reports to the Trust Board and oversees the ongoing development, implementation and monitoring of the Trust's Risk Management Strategy. This includes overview of the most significant risks to the achievement of the Trust's objectives to ensure there are robust controls and mitigation actions in place.

The Committee will be required to adhere to the Standing Orders of the Trust.

#### Membership

<b>Member</b>	<b>Nominated Deputy</b>
Chief Executive (Chair)	Director of Nursing & Quality (Deputy Chair)
Director of Nursing & Quality	Deputy Director of Nursing & Quality
Medical Director	Deputy Medical Director (Clinical Performance)
Director of Corporate Governance	Head of Assurance
Chief Operating Officer	Assistant Chief Operating Officer – Scheduled Care Assistant Chief Operating Officer – Unscheduled Care
Non-Executive Director	Non-Executive Director
Head of Assurance	Health & Safety Manager
<b>Attendance when required:</b>	
Finance Director	Deputy Finance Director
Workforce Director	Deputy Workforce Director
Director of Communications	Communications Officer
Director of Strategy	Head of Planning

#### Quorum

For the Committee to be quorate, the presence of at least 4 members or their nominated deputy is required.

#### Attendance

Members may appoint suitable deputies to represent them. Deputies must attend when required. It is expected that a member or their nominated deputy will attend for a minimum of 75% of meetings in a year. Attendance will be monitored by an attendance matrix

#### Frequency

The Risk Committee shall meet quarterly. Additional meetings may be held at the discretion of the Chair

#### Authority

Authority for all decisions relating to risk management lies with the Trust Board of the Shrewsbury and Telford Hospital NHS Trust. The Committee has delegated powers from the Trust Board to oversee the risk management arrangements within the Trust and is authorised to investigate any activity within its terms of reference

## **Duties**

- Oversee the implementation and further development of the Trust's Risk Management Strategy ensuring it supports the achievement of the Trust's objectives and business plan
- Provide a clear statement of the risk appetite for the management of risk throughout the organisation.
- Assess and review the composition and ongoing development of the Board Assurance Framework ensuring it provides a robust tool through which the Board can monitor management of the organisation's key strategic risks, ensuring effective control and assurance mechanisms in place and that effective actions are being taken to address gaps in controls and assurance.
- Provide the Trust Board with assurance that a comprehensive Trust wide Risk Register is maintained which will enable the Board to have a shared and clear understanding of the key risks in the Trust; what mitigations are in place to manage risks and which risks are being tolerated
- Identify and validate new strategic risks and consider whether they pose a principle risk to the Trust's strategic objectives and should be included on the Board Assurance Framework
- Ensuring Director risk owners and risk action owners have plans in place to control identified risks and to take necessary action to ensure remedial plans are put into place should mitigation fall behind plan
- Identify potential threats and opportunities that may impact on the achievement of the Trust's objectives

## **Reporting from the Committee**

The Committee will be directly accountable to Trust Board.

The Chairman of the Committee will report on the proceedings of each meeting to the next meeting and will draw to the attention of the Trust Board any matters of concern in relation to the effective management of the organisation's risks

The Chairman of the Committee will ensure that the Trust Board receives the Trust's Board Assurance framework.

The Risk Committee will produce an annual risk management report for the Trust Board

## **Reporting to the Committee**

The Operational Risk Group and Health & Safety and Security Committee will report to the Risk Committee

## **Review**

The Terms of Reference will be reviewed by the Board of Directors annually.

February 2015

V7

WORKFORCE COMMITTEE  
TERMS OF REFERENCE

**1. Constitution**

1.1 The Trust Board resolves to establish a Committee of the Board to be known as the Workforce Committee. As a Committee of the Trust Board, the Standing Orders of the Trust shall apply to the conduct of the working of the Workforce Committee.

**2. Membership**

2.1 The Committee shall be appointed by the Chair of the Trust and shall comprise the following:

- 2 Non Executive Directors
- Workforce Director
- Communications Director
- Chief Nurse
- Deputy Finance Director
- Chief Operating Officer

2.2 The Committee will be chaired by Workforce Director, appointed by the chair of the Trust Board.

**3. Attendance**

3.1 Director of Business and Enterprise, Finance Director and Medical Director shall also be required to attend some meetings, at the request of the Chair. If unable to attend a meeting, the Directors/Head of Department may be represented by a nominated deputy, but this must be agreed before the meeting with the Committee Chair. It is expected that a member or their nominated deputy will normally attend for a minimum of 80% of meetings in a year.

3.2 All other members of the Trust Board shall be entitled to attend and receive papers to be considered by the Committee, as agreed with the Committee Chair.

3.3 Other managers/staff (including Staff Side chair) may be required to attend meetings depending upon issues under discussion with the prior approval of the Committee Chair. The Committee has the power to co-opt, or to require to attend, any member of Trust staff as necessary, and to commission input from external advisors as agreed by the Chair.

3.4 The Workforce Director's Executive Assistant will ensure that an efficient secretariat service is provided to the Committee. Namely:

- that Directors are aware fully of their responsibilities in the delivery of reports in sufficient time to allow meeting papers to be circulated within the defined timescales.
- that Directors are reminded that papers not circulated in time may not be considered at the meeting.
- To manage the action summary and matters arising to ensure their timely follow through.

#### **4. Quorum**

4.1 A quorum shall be 3 members comprising at least one Non-Executive Director.

#### **5. Frequency of meetings**

5.1 The Committee will normally meet monthly and not less than 8 times per year. The Agenda will be circulated with papers at least 5 working days before the meeting. The agenda will be approved by the Committee Chair prior to circulation. Requests for non-routine agenda items are to be forwarded to the Committee Chair normally at least 10 working days prior to the meeting

5.2 Members will normally be expected to attend at least 80% of the meetings in the year.

5.3 Additional meetings may be held at the discretion of the Chair of the Committee.

#### **6. Authority**

6.1 The Committee is authorised by the Trust Board to investigate any activity within its Terms of Reference and is expected to make recommendations to the full Trust Board. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.

6.2 The Committee is authorised by the Trust Board to obtain outside legal or other independent professional advice, and to secure the attendance of others from outside the Trust with relevant experience and expertise, if it considers it necessary. This authority will only be used in exceptional circumstances and prior approval of the Trust Board is required.

6.3 The Committee has no executive powers other than those specifically delegated in these Terms of Reference.

#### **7. Duties and responsibilities**

The Workforce Committee shall undertake on behalf of the Trust Board to seek assurance to the Board on the development, implementation and effectiveness of people related strategies including workforce, organisational development, staff wellbeing, staff engagement and communication in line with best practice to support the Trust's strategy.

In particular the Workforce Committee will assure the Board of the achievement of the key organisational objective relating to Workforce.

#### **8. Reporting**

8.1 The Workforce Committee reports to the Trust Board.

8.2 The Workforce Committee will receive and review proposals and recommendations from Education Committee, Clinical Centres, Trust Negotiation and Consultation Committee, Local Negotiation Committee and Clinical forums such as Nursing and Midwifery Forum.

8.3 The Committee will routinely receive the following reports:

- Progress on the Trusts Workforce Strategy
- Progress on the Trusts Organisational Development Strategy
- Regular Workforce Reports including Statutory and Mandatory training statistics
- Workforce Plans
- Staff Survey and action plans
- Staff Engagement reports
- Organisational Development updates
- Progress on the Trust's Communication and Engagement Strategy in relation to internal / staff communication
- Progress on agreed Communication and Engagement Plans, including NHS Foundation Trust staff membership, communication and engagement

8.4 The Committee Chair will report formally to the next Trust Board meeting on all matters within its duties and responsibilities.

8.5 The Committee will make whatever recommendations to the Trust Board it deems appropriate on any area within its remit where action or improvement is needed, or where it has significant concerns.

8.6 The draft Minutes shall be recorded and circulated to Committee members within 5 working days of the meeting and presented at the next Trust Board meeting for information

## 9. Review

9.1 The Terms of Reference of the Committee shall be reviewed at least annually by the Trust Board

Last Reviewed: 13<sup>th</sup> March 2015