

Reporting to:	Trust Board – 30 March 2017
Title	Committee Review
Sponsoring Director	Peter Latchford – Trust Chair
Author(s)	Julia Clarke - Director of Corporate Governance
Previously considered by	Executive Directors – March 2017
Executive Summary	<p>Performance of the formal sub-committees of the Board are periodically reviewed 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 Chair has observed the Tier 2 Committees of Quality, Sustainability and Workforce, supported by the DCG during January and February 2017.</p> <p>Specific issues will be discussed with the relevant Committee Chair and Lead Director by the Trust Chair and CEO respectively</p> <p>This paper contains some general recommendations and principles which apply to all Committees</p> <p>Appendix A shows the current Committee structure</p> <p>Appendix B shows the proposed membership of Quality, Sustainability and Workforce Committees</p> <p>Appendix C shows the current membership and Terms of Reference for the following tier 2 committees:</p> <ul style="list-style-type: none"> ▪ Audit Committee ▪ Quality Committee ▪ Remuneration Committee ▪ Sustainability Committee ▪ Workforce Committee
Strategic Priorities	
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
Board Assurance Framework (BAF) Risks	<input checked="" type="checkbox"/> If we do not deliver safe care then patients may suffer avoidable harm and poor clinical outcomes and experience

	<input checked="" type="checkbox"/> If we do not work with our partners to reduce the number of patients on the Delayed Transfer of Care (DTOC) lists, and streamline our internal processes we will not improve our 'simple' discharges. <input checked="" type="checkbox"/> Risk to sustainability of clinical services due to potential shortages of key clinical staff <input checked="" type="checkbox"/> If we do not achieve safe and efficient patient flow and improve our processes and capacity and demand planning then we will fail the national quality and performance standards <input checked="" type="checkbox"/> If we do not get good levels of staff engagement to get a culture of continuous improvement then staff morale and patient outcomes may not improve <input checked="" type="checkbox"/> If we do not have a clear clinical service vision then we may not deliver the best services to patients <input checked="" type="checkbox"/> If we are unable to resolve our (historic) shortfall in liquidity and the structural imbalance in the Trust's Income & Expenditure position then we will not be able to fulfil our financial duties and address the modernisation of our ageing estate and equipment
Care Quality Commission (CQC) Domains	<input checked="" type="checkbox"/> Safe <input checked="" type="checkbox"/> Effective <input checked="" type="checkbox"/> Caring <input checked="" type="checkbox"/> Responsive <input checked="" type="checkbox"/> Well led
<input type="checkbox"/> Receive <input type="checkbox"/> Review <input type="checkbox"/> Note <input checked="" type="checkbox"/> Approve	Recommendation The Board is asked to: <ul style="list-style-type: none"> • APPROVE the recommendations made following the review of the Tier 2 Committees

**SHREWSBURY AND TELFORD HOSPITAL NHS TRUST
30 MARCH 2017**

COMMITTEE REVIEW

1. INTRODUCTION

In a system as large and complex as the NHS, it is helpful to have a common understanding of what we mean by good governance and what it takes to be a high-performing board.

The Healthy NHS Board – Principles of Good Governance¹ building on the work of the Intelligent Board publication² reminds us that effective NHS boards demonstrate leadership by undertaking three key roles:

- i. **Strategy** - Formulating strategy for the organisation.
- ii. **Accountability**- Ensuring accountability by holding the organisation to account for the delivery of the strategy and through seeking assurance that systems of control are robust and reliable.
- iii. **Culture** - Shaping a positive culture for the board and the organisation.

Accountability is further defined as

- a) Holding the organisation to account for the delivery of the strategy
- b) Seeking assurance that the systems of control are robust and reliable

Learning from the events at Mid Staffordshire Hospital Foundation Trust, through the Francis report and Keogh reviews has raised further governance challenges³. Governance should help those leading organisations to provide seamless assurance to patients around quality and safety, as well as around the effective stewardship of resources for the taxpayer. The Health and Social Care Act⁴ adds new duties for those leading healthcare organisations. The developing regulation systems in healthcare are largely designed to use the corporate and clinical governance systems as a means by which they test the quality and safety of patient care.

This paper seeks to consider the controls and assurance in place and that there is a clear organisational structure that clarifies responsibility for delivering quality performance from the board to the point of care and back to the board. (This review recognises that the Trust Audit's Committee acts as the senior assurance Committee and undertakes annual self-assessment based on the Audit Committee Handbook⁵ and is independently reviewed by Internal Audit as part of its core risk management audit process).

¹ <http://www.ntda.nhs.uk/wp-content/uploads/2013/04/THE-HEALTHY-NHS-BOARD.pdf>

² Intelligent Board 2010 Dr Foster

³ <http://www.good-governance.org.uk/wp-content/uploads/2015/01/GGH-Main-.pdf>

⁴ www.legislation.gov.uk/ukpga/2012/7/contents/enacted Health and Social Care Act, 2012

⁵ <https://www.hfma.org.uk/docs/default-source/publications/guides>

A key element is the Board Assurance Framework which sets out strategic objectives, identifies risks in relation to each strategic objective along with controls in place and assurances available on their operation. The most effective boards use this as a dynamic tool to drive the board agenda. There needs to be a clear line of sight from the Board Assurance Framework to the programme of internal audit and the work of the Assurance Committees.

2. SaTH COMMITTEE STRUCTURE

In order to enable accountability, boards are statutorily required to establish committees responsible for audit and remuneration.

In addition the boards of NHS organisations have a statutory duty of quality.

Over time NHS organisations have configured board committees in a variety of ways to discharge these functions. For ease of reference, these are described as three core committees.

The three core committees are:

i) Audit Committee: This committee's focus is to seek assurance that financial reporting and internal control principles are applied, and to maintain an appropriate relationship with the organisation's auditors, both internal and external. The Audit Committee offers advice to the board about the reliability and robustness of the processes of internal control. This includes the power to review any other committees' work, including in relation to quality, and to provide assurance to the board with regard to internal controls. The Audit Committee may also have responsibility for the oversight of risk management. Ultimately however the responsibility for effective stewardship of the organisation belongs to the board as a whole. All board committees normally have a nonexecutive chair. Audit Committee members are all non-executive directors with executives in attendance as appropriate. At least one member of the Audit Committee must have a financial background. Checks and balances need to be maintained in committee membership. So, for example, the board chair cannot be a member of the Audit Committee, nor can the Audit Committee chair be the senior independent director. Best practice suggests that the vice chair of the organisation should not chair the Audit Committee in order to avoid potential conflicts of interest.

ii) Remuneration Committee: The duties of this committee are to make recommendations to the board on the remuneration and terms of service for the chief executive and other executive directors; and to monitor and evaluate the performance of the executive directors and to oversee contractual arrangements, including proper calculation and scrutiny of termination payments. The Remuneration Committee should take into account relevant nationally determined parameters on pay, pensions and compensation payments. No director should be involved in deciding his/her own remuneration. The committee may additionally have a role in succession planning for executive level roles.

iii) Quality Committee: Quality Committees enhance board oversight of quality performance by ensuring input from people with quality expertise, such as clinical, nursing, management and non-healthcare domains. This provides a real opportunity to probe and scrutinise performance in relation to quality. However, the ultimate accountability for quality rests with the board. At SaTH this Committee ensures that the Trust has appropriate and effective systems in place that cover all aspects of Clinical Quality and Safety. This includes ensuring 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. It provides assurance to the Trust Board on Clinical Quality and Safety (including Clinical Effectiveness, Patient Safety and Patient Experience) and uses best practice metrics to ensure that the Trust has robust clinical governance processes that deliver safe, high quality and patient centred care. Its role is 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 and receives and ensures that the Trust acts upon external reviews from regulatory and advisory organisations. A key element is to maximise organisational learning from alert systems, organisational reviews and quality related data.

In addition to these three core Committees, SaTH has also established two others, reflecting current priorities (Appendix A)

iv) Sustainability Committee: At SaTH the Sustainability Committee undertakes, on behalf of the Trust Board, objective scrutiny of the Trust's financial plans, major investment decisions and performance. The purpose of the Committee is to provide the Board with an objective review of the financial position and performance of the Trust and oversee the delivery of performance, including taking any decisions delegated to it. Additionally, the Trust Board may request that the Committee reviews specific aspects of 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 and performance issues utilising best practice metrics that support robust governance processes, including the following

- a) Strategic and Business Planning - processes for the preparation and the content of Strategic and Business Plans and Annual Revenue, Capital and Workforce Budgets, and testing the key assumptions and risks underpinning such plans
- b) Financial Management - Monitoring the financial performance and workforce targets of individual Clinical Centres, as well as the complete organisation, and the proposed corrective actions where necessary
- c) Legally Binding Contracts with Third Parties – Considering regular reports of Trust performance in respect of contracts agreed with third party organisations and taking appropriate action.

d) Charitable Funds - accountable to the Corporate Trustee and ensuring the on-going management of Charitable Funds is consistent with the objectives and operational framework set by the Corporate Trustee

v) Workforce Committee: undertakes, on behalf of the Trust Board, objective scrutiny of the Trust's Workforce plans and performance. The purpose of the Committee is to provide the Board with an objective review of the workforce position and performance of the Trust and oversee the delivery of performance, including taking any decisions delegated to it. The Committee operates 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 performance where the Board requires additional scrutiny and assurance. However the ultimate accountability rests with the Board. The key responsibility of the Committee is to provide assurance to the Trust Board on workforce issues utilising best practice metrics that support robust governance processes, including:

- a) Effectiveness of the Trust's People Strategy
- b) People Performance
- c) Organisational Development Plan
- d) Workforce Planning and Transformation
- e) Education and Training
- f) Staff Experience and engagement
- g) Recruitment and Retention
- h) Leadership and Cultural Development
- i) Staff Health and Wellbeing

3) Additional individual NED assurance roles

Responsibility	NED lead
Health & Wellbeing	Chris Weiner
Whistleblowing	Harmesh Darbhanga
Medical exclusions	David Lee
Security	Harmesh Darbhanga
Education and Training	Terry Mingay
Procurement	Harmesh Darbhanga
Social Responsibility	Paul Cronin
Transforming Care Guiding Group lead	Brian Newman

4) **SaTH Committee Review**

During January and February 2017 the Trust Chair undertook a review of the three assurance Committees (Quality, Sustainability and Workforce), supported by the Director of Corporate Governance. General findings are below and Committee-specific issues will be picked up with the individual Chairs and Executive Directors).

a) **Pre-Meeting organisation requirements - clear, manageable agenda, regularity of meetings, membership, timeliness of papers, link with Board Assurance Framework and risk, completeness of outstanding actions, clear plan for the Committee's business for the year**

***General Observations:** Generally the papers were issued in line with Terms of Reference, although some papers were then either submitted late or tabled, which was not good practice. Executive Summaries should be clear about exactly what the Committee is being asked to do.*

Some agenda items were not discussed in the level of depth necessary to give assurance to the Board as they were listed as 'for information'. It was not entirely clear why some items were on the agenda and whether the agenda had been agreed by the Chair before issue.

All but one meeting ran to time and the same meeting did not have clear deadlines for actions and had not met in line with its terms of reference for the past six months There is a lack of clarity over three key metrics for each Committee but these should be agreed following the metrics agreed as part of the Annual Plan.

The Chief Operating Officer was required to attend all three Committees which was onerous and reflected some gaps in the current membership

Workforce Committee had a very clear and focused discussion around the Board Assurance Framework (BAF) and identified some potential gaps that the Care Groups were asked to review. This did not happen at all meetings and should be reviewed at each meeting as the primary assurance framework for the Board. Workforce also took all papers 'as read' which cut down a lot of presentation time and allowed for meaningful debate.

At one meeting an item seemed to present a significant risk that the Board were relatively unsighted upon and some meetings did not always pick up on emerging themes as possible BAF gaps in control or assurance to flag up and plan actions to mitigate. However overall the approach of considering Committee-specific BAF risks worked well and provided the challenge and assurance required by the Board, although the Committee summary presented to the Board did not always reflect these conversations (apart from Workforce Committee).

The current system for access to minutes and papers is not consistent across Committees. The papers should be available in a shared location in the 'Corporate Meetings' folder (with

appropriate access safeguards). The papers should be named and ordered using the same format as the Trust Board papers. This would facilitate tracking of issues when required for governance purposes eg Internal Audits, CQC inspections etc. and would meet the requirements of corporate records management.

The Chairs generally had a very inclusive style and celebrated the positives and directed the meeting. It is important that the Chairs direct the meeting not the supporting Executive Director.

b) During meeting observation requirements - Context – strategic with opportunity for all to contribute; Intelligence – links to and exploration of all aspects of quality, performance and workforce Engagement – analysis of issues to arrive at ‘bigger picture’ view, clearly identified actions with leads and timescales, discussions are strategic with sufficient time to fully consider, Chair ensures all contribute to debate through collective exploration. Mutual respect for differing views in a respectful environment. Members make constructive and penetrating challenges and explore issues until satisfactory response, whilst actively listening and this challenge is met by openness and willingness to listen

General Observations: NED contributions were relevant and generally close attention was paid to understanding the nature and causes of issues, although at times the desire to action things could have got in the way of achieving a strategic diagnosis.

There was not a consistent approach to summarising each item with actions allocated to individuals with clear deadlines, although this worked well in Sustainability Committee as well as close attention to understanding the causes of issues and interrogation of the Trust’s risk approach to gain greater assurance around this aspect.

All the Committees had an inclusive approach and invited contribution but it is important to recognise that the Tier 2 Committees are not a substitute for the more operational Confirm & Challenge meetings, which are not being consistently reported to the Committees. This needs the Care Groups to raise their contribution and focus less on operational issues and more on strategic issues (and at time the NEDs to adopt this approach too).

Committees might benefit from a small number of standing items to ensure all aspects are being considered and careful review of the agenda to ensure that there are not items that would be better delegated to a supporting committee. Another approach would be to structure the agenda around the Terms of Reference to ensure coverage of all aspects of the Committee’s work and a focus on outcomes

Committees with Care Group membership tended to enjoy a higher level of challenge and contribution but this was still relatively muted.

At Quality Committee the meeting was well-managed with careful and considered probing, combined with an open style that encouraged contributions. Observations from the clinical visit to A&E that preceded the meeting were used to good effect

There was also evidence of solutions-based thinking at the meetings and some issues were considered in considerable depth until the meeting was satisfied it had a clear course of action. All the meetings demonstrated a respectful and open approach

c) Post-Meeting Observation requirements – did the meeting reflect the agenda and was it balanced across the issues? Did the meeting run to time? Do the minutes reflect what happened at the meeting?

General Observations: *The meetings generally reflected, but were not constrained by, the agenda. So where issues came to light they were explored in some detail eg TEMS at Quality Committee, Risk Management at Sustainability Committee and DBS Checks at Workforce Committee. However Quality Committee did run significantly over – reflecting the hefty agenda it was trying to cover- some items did not have papers which meant a lengthy explanation from the presenter, which extended item's timings. The minutes do reflect the meetings. However the current archiving system is not coordinated (apart from Sustainability Committee). As previously stated Committee papers should be available in a shared location in the corporate meetings folder (with appropriate access safeguards). The papers should be named and ordered using the same format as the Trust Board papers. This would facilitate tracking of issues when required for governance purposes eg Internal Audits, CQC inspections etc. and would meet the requirements of corporate records management.*

5) Conclusion and Recommendations

Overall the current structure and processes support the Board's governance and provide meaningful assurance. There are some Committee-specific recommendations, which the Trust Chair will pick up directly with the Committee Chair and there are some general recommendations which apply across the Committees, which the Board is asked to **CONSIDER** and **APPROVE**

- i. All meetings should be monthly and held as a minimum 10 times per year, (potentially excluding August and December)
- ii. The agenda for each meeting should be agreed and signed off (electronically is acceptable) by the Chair of the Committee
- iii. ALL papers should be issued three working days before meeting, and not tabled
- iv. Wherever possible, in the interests of time, items should be written for prior reading and at meeting taken as 'read' to reduce presentation time

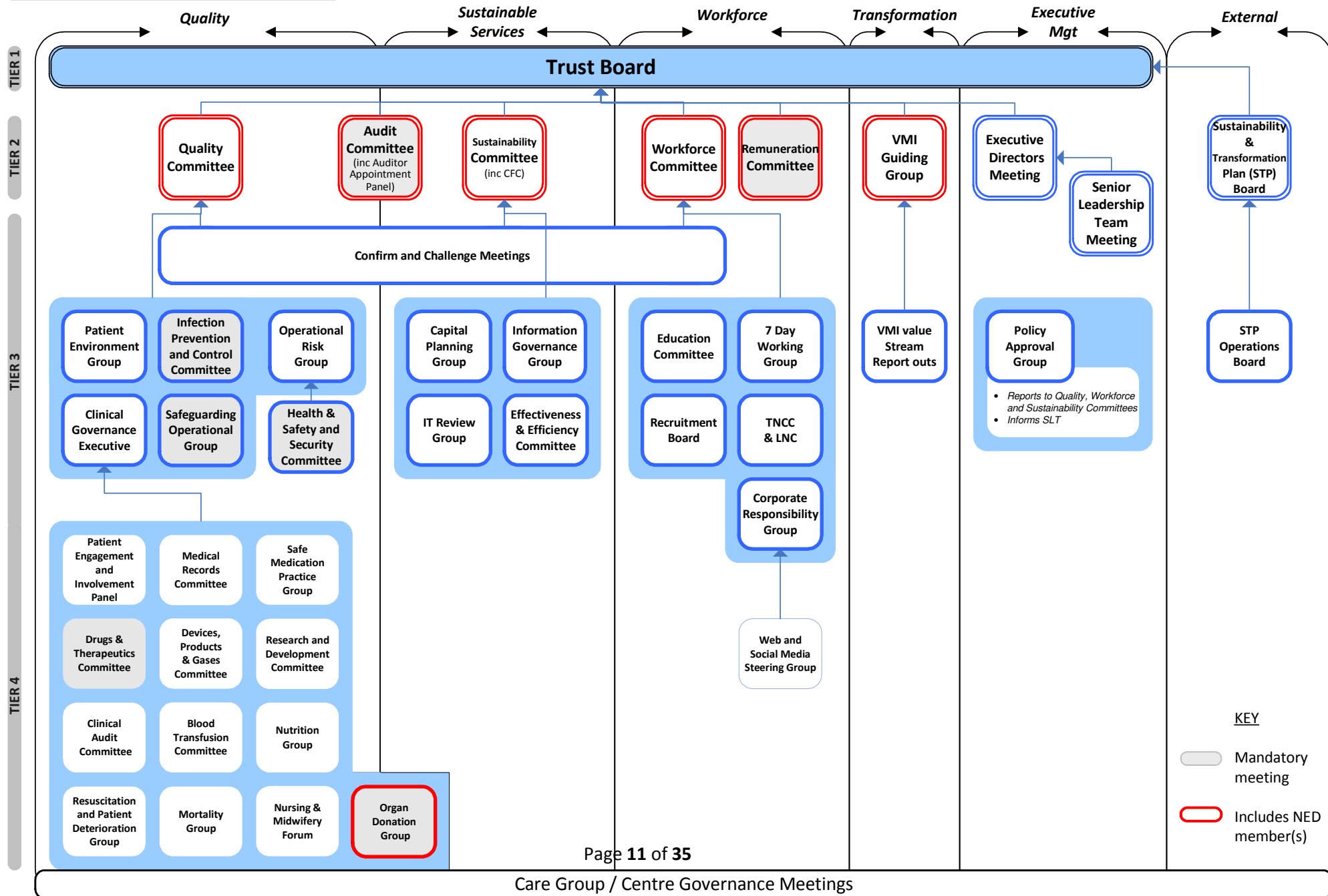
- v. Papers should have an Executive Summary which is clear about what the Committee is being asked to do eg recommend to the Board, approve or review
- vi. The agenda should be structured around the Committee's Terms of Reference to ensure all aspects are covered, with a focus on required outcomes
- vii. Minutes and Matters Arising should be at beginning of each agenda
- viii. Board Assurance Framework should be on each agenda, as item for discussion
- ix. It has previously been agreed that all relevant Internal Audits and Policies will receive final sign-off at the appropriate Tier 2 Committee once approved by Policy Approval Group
- x. Key metrics should be agreed from Annual Plan 2017/18 and reported at each meeting and included in Committee Summary for Trust Board as should the Committee-specific BAF risks
- xi. Committees should have a Forward Plan to ensure all key issues are being considered throughout the year which should come to each meeting for updating
- xii. Each item should be summarised and action with clear lead and timescale recorded (and added to Committee Forward Plan)
- xiii. Committees should try to focus on strategic issues and test assurance with Care Groups, rather than getting involved in operational detail
- xiv. Reflection at the end of the meeting on the meeting itself and issues to include in the Summary to the Board should be added to the agenda
- xv. The Corporate Meetings folder (with appropriate safeguards) should be used to store Committee records
- xvi. The Summary should include the three metrics and an update on review of the BAF risks
- xvii. Membership should be reviewed to ensure no-one individual has an onerous commitment. It is suggested that the following approach be implemented (See Appendix B)

Committee	Core Member	Deputy (named)
Quality	CG Medical Directors	Clinical Lead
Sustainability	CG Manager (Asst COOs)	Centre manager
Workforce	Heads of Nursing	Senior Matron

This means that the Care Group Triumvirate attend only one meeting per month which would not be onerous. Medical Directors are suggested for Quality as currently membership is nurse-centric, Lead Nurses are suggested for Workforce as they are our largest workforce group and not regularly exposed to assurance meetings. This would also relieve the COO of attending every Tier 2 Committee meeting, instead she could just attend Workforce Committee to support Heads of Nursing. Any Deputy should be named and ONLY that person should attend in the absence of the core member to ensure consistency

If these recommendations are approved the current Committees Terms of Reference will need to be updated (Appendix C)

SaTH Committee Structure – Jan 2017



Appendix B

Proposed Committee Membership

Quality Committee	Sustainability Committee	Workforce Committee
<ul style="list-style-type: none"> • Non-executive Directors: David Lee (Chair) Paul Cronin Brian Newman Terry Mingay (NED Designate) • Director of Nursing & Quality • Deputy Director of Nursing & Quality • Deputy Workforce Director • Patient Representative • Care Group Medical Directors*: Unscheduled Care Group Scheduled Care Group Women and Children’s Care Group Support Services Care Group Lead Clinician • Head of Assurance • Head of Complaints 	<ul style="list-style-type: none"> • Non-executive Directors: Clive Deadman (Chair) Harmesh Darbhanga David Lee • Deputy Chief Operating Officer • Deputy Finance Director • Workforce Director • Associate Director of Service Transformation • Care Group Medical Directors*: Unscheduled Care Group Scheduled Care Group Women and Children’s Care Group Support Services Care Group 	<ul style="list-style-type: none"> • Non-executive Directors: Paul Cronin (Chair) Chris Weiner Terry Mingay (NED Designate) • Director of Nursing & Quality • Chief Operating Officer • Deputy Finance Director • Deputy Medical Director • Deputy Workforce Director • Head of OD and Transformation • KPO Lead • Head of Facilities • Care Group Medical Directors*: Unscheduled Care Group Scheduled Care Group Women and Children’s Care Group Support Services Care Group

*or deputy *Quality – named Clinical Director*
Sustainability – named Senior Centre Manager
Workforce – named Senior Nurse of equivalent

AUDIT COMMITTEE

QUALITY COMMITTEE

REMUNERATION COMMITTEE

SUSTAINABILITY COMMITTEE

WORKFORCE COMMITTEE

CURRENT TERMS OF REFERENCE

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

- 2.1.1 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.
- 2.1.2 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.

- 3.2.1 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 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:

- Specifically with regard to the appointment of the External Auditors, the NED members of the Audit Committee will have delegated authority from the Board to convene as the Auditor Appointment panel, responsible for the selection of the external Auditors and recommending their selection for approval by the Board.
- 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, 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 Committee; Workforce Committee, and Sustainability Committee.

7.4.5 In reviewing the work of the Quality 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.

12 Reviewed

September 2016

QUALITY 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:

3 Non-Executive Directors

Medical Director

Director of Nursing and Quality

Chief Operating Officer

Deputy Director of Nursing and Quality

Deputy Workforce Director

Patient Representative

Care Group Medical Director (Unscheduled Care Group)

Care Group Medical Director (Scheduled Care Group)

Care Group Medical Director (Women and Children's Care Group)

Care Group Medical Director (Support Services Care Group)

Head of Assurance

Head of Complaints

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.

- 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.

Draft – under review - Oct-16

REMUNERATION COMMITTEE

TERMS OF REFERENCE

1. Constitution

The Board hereby resolves to establish a Committee of the Board to be known as the Remuneration 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

The membership of the Committee will vary according to the nature of the business to be discharged at a particular meeting, as follows;

2.1 Where a meeting or part-meeting of the Committee is convened for the purpose of considering any question relating to:

- the structure, size and composition of the Board of Directors; succession planning
- the appointment, remuneration and performance of Executive and Corporate Board Directors (other than the Chief Executive)
- organisational development
- the appointment of Non-Executive Directors
- local variations to national terms and conditions and locally-determined pay awards terminations
- any other ad hoc items relating to remuneration, terms and conditions of employment, incentives and reward the Committee shall consist of the Trust Chairman and a minimum of 3 Non-Executive Directors. The Chief Executive will attend as a non-voting member of the Committee.

2.2 Where a meeting or part meeting is convened for the purpose of considering any question relating to the appointment of a Chief Executive, or the remuneration or performance of the Chief Executive the Committee shall consist of the Trust Chairman and a minimum of 3 Non- Executive Directors.

2.3 The Committee will be chaired by the Trust Chairman. In the absence of the Trust Chairman another NED member shall be elected chairman by the other members of the Committee

3. Attendance

3.1 The Workforce Director shall normally attend meetings. If unable to attend a meeting, the Workforce Director 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 Non-executive Directors 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 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 Executive Assistant to the Workforce Director will ensure that an efficient secretariat service is provided to the Committee.
- 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 at least three Non-executive Directors

5. Frequency of meetings

- 5.1 The committee will meet a minimum of three times a year. The Committee will normally meet monthly at the time of the monthly Trust Board Meeting. The Agenda will be circulated with papers at least 5 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 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 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 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

Key Responsibilities

7.1 *Board structure, size and composition*

- Reviewing the structure, size and composition (including the skills, knowledge and experience) required of the Board as a whole compared to its current position;
- Determining any changes and development needs.

7.2 *Succession planning*

- Considering succession planning for Executive Directors and other very senior managers, taking into account the challenges and opportunities facing the Trust and the skills and expertise needed on the Board in the future.

7.3 *Appointment of the Chief Executive, and other Executive and Corporate Board Directors*

- Where a new Chief Executive, Executive or Corporate Board Director is to be appointed, being responsible for the selection and appointment process on behalf of the Board.

7.4 *Board Remuneration*

- Setting the remuneration of all Executive and Corporate Directors, including salary, any performance-related elements/bonuses or allowances and provision for other benefits including cars
- Ensuring the contractual terms of the Executive and Corporate Directors are in accordance with national policy and guidance, particularly in relation to the termination of employment, notice periods and pensions benefits
- Determining whether a proportion of an Executive or Corporate Director's remuneration should be linked to corporate and individual performance and, if so, approving an appropriate scheme of performance - related remuneration
- In developing contractual terms and remuneration packages, the Committee will have:
 - a) a clear statement of the responsibilities of the individual posts and their accountabilities for meeting objectives of the organisation;
 - b) a fair means of assessing the comparative job "weight";
 - c) comparative salary information from the NHS and other sector organisations and other industrial and service organisations.

7.5 *Board Performance*

- Reviewing the performance of the Executive and Corporate Directors, noting the assessments of the Chief Executive

7.6 *Organisational Development*

- Reviewing and advising on major organisational development and reconfigurations proposals.

7.7 *Appointment of Non-Executive Directors*

- Where a new Non-Executive Director is to be appointed, communicating views on the balance of skills, knowledge and experience required on the Board and its description of the role and capabilities required for the particular appointment.

7.8 *Local Pay Awards*

- Sanctioning the parameters for negotiations for all local pay and reward structures.

7.9 *Terminations*

- Reviewing all proposed termination payments to be made to the Chief Executive and other Board Executive and Corporate Directors, prior to submission to other bodies in accordance with the national guidelines in existence at the time
- Reviewing all proposed termination payments to be made to other staff, in accordance with national guidelines in existence at the time.
- The Chief Executive has discretion to approve payments of up to £25,000 in cases where prompt action is required to settle an agreement. The Remuneration Committee and other bodies, as required by national guidance, will be informed in all cases where this discretion has been used.

7.10 *Ad Hoc items*

- Reviewing and scrutinising specific matters relating to remuneration, terms and conditions of employment incentives and reward as the Committee feels appropriate.

8. Reporting

- 8.1 The draft minutes shall be recorded and circulated to Committee members within 5 working days of

the meeting.

- 8.2 The Chairman of the Committee will report to the next meeting of the Board following the Committee, summarising the main issues of the discussion and drawing the Board's attention to any issues that require disclosure to the full Board or require executive action. The approved minutes will be submitted to the Trust Board meeting following their approval.

9. Review

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

Last Reviewed: September 2013

SUSTAINABILITY COMMITTEE

TERMS OF REFERENCE

Constitution

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

Membership

The Committee will be chaired by a Non-Executive Director, appointed by the Chairman of the Trust Board and shall comprise the following:

Two Non-Executive Directors
Finance Director
Chief Operating Officer
Director of Nursing and Quality
Deputy Finance Director
Workforce Director
Associate Director of Service Transformation
Care Group Director – Support Services Care Group
Care Group Director – Women & Children's Care Group
Assistant Chief Operating Officer – Unscheduled Care Group
Assistant Chief Operating Officer – Scheduled Care Group
Attendance when required:
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.

Quorum

For the Committee to be quorate, the presence of a minimum of one Non-Executive Director, one Executive Director together with three Deputies/Care Group Representatives, 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 Sustainability Committee will normally meet monthly before the monthly Trust Board Meeting and not less than 8 times per year.

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

Authority

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.

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.

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

Duties

The Sustainability Committee shall undertake on behalf of the Trust Board objective scrutiny of the Trust's financial plans, major investment decisions and performance. The purpose of the Committee is to provide the Board with an objective review of the financial position and performance of the Trust and oversee the delivery of 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 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 and performance issues utilising best practice metrics that support robust governance processes, including the following:

Strategic and Business Planning	<ul style="list-style-type: none"> • 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. • Review the Trust Annual Operating Plan and Annual Budgets before submission to the Trust Board. • Monitor performance compared with the annual Operating Plan and budgets and investigate variances. • Review and prioritise capital investment proposals within the Capital Budget. • 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. • Consider financial aspects of Business Cases retrospectively for return on investment/benefits realisation. • Identify and evaluate opportunities for increasing activity/income from market intelligence analyses. • Review the development of the Trust's Marketing strategy • Review the development of the Trust's Financial Strategy and Long Term Financial Model. • Develop the Trust's Investment Policy and ensure that it is consistent with best practice. • Monitor the implementation of the IT strategy. • Monitor the implementation of the Estates strategy.
Financial Management	<ul style="list-style-type: none"> • Monitor the financial performance and workforce targets of individual Clinical Centres, as well as the complete organisation, and the proposed corrective actions where necessary. • 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. • Develop a strategic approach to managing Cost Improvement Programmes. • 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. • 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. • Ensure the development, implementation and maintenance of an effective service line accountability framework. • Consider detailed expenditure, cash flow and working capital plans and forecasts. • Consider regular financial performance reports and forecasts, focusing particularly on risks and assumptions. • Commission and consider various financial reports and analyses, as appropriate.
Legally Binding Contracts with	<ul style="list-style-type: none"> • Consider regular reports of Trust performance in respect of contracts agreed with third party organisations and to take appropriate action. • Ensure that Local Delivery Plans and contracts with Clinical

Third Parties	Commissioning Groups (CCGs) and other bodies are determined, managed and delivered.
Charitable Funds	<ul style="list-style-type: none"> • 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. • To ensure Corporate Trustee meetings at least 6 monthly or more frequently as required. • To monitor compliance against Corporate Trustee policies, procedures and plans that include: <ul style="list-style-type: none"> • Appropriate use of Charitable Funds • Appropriate sources of Charitable Funds • Investment Policy • Expenditure Plans • To advise the Corporate Trustee and monitor compliance against the requirements of the Charities Acts and Charities Commission Guidance. • To consider the Annual Accounts and Report before submitting to the Corporate Trustee for approval. • To monitor compliance against relevant internal audit reports and counter fraud initiatives and to report progress to the Corporate Trustee. • To monitor the performance of Charitable Funds investments and report to the Corporate Trustee at least quarterly. • To monitor the performance of the Charitable Funds Investment Manager(s) and advise the Corporate Trustee appropriately. • To ensure, via the Finance Director and the Finance Department, that Charitable Funds are managed in accordance with the Trust's Standing Financial Instructions. • To review the financial implications on any proposal for fund raising activities that the Trust may initiate, sponsor or approve. • To co-ordinate and work with the Leagues of Friends, Lingen Davies and other local charities on appropriate projects/schemes.

Reporting from the Committee

The Committee will be directly accountable to the Board and will prepare a summary of the main actions/points at each meeting for presentation to the Board (plus minutes for the Board Information Pack).

Reporting to the Committee

The Committee will routinely receive the following reports:

Finance Report covering:

- 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

Operational Performance Report covering:

- RTT
- Diagnostics
- Cancer
- A&E
- Quality Standards
- Workforce

The following groups will report to the Sustainability Committee:

- Capital Planning Group
- Effectiveness and Efficiency Group
- Confirm and Challenge

Review

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

Annually the Sustainability Committee will review its performance during the previous year, identify improvement measures and report its conclusions to the board.

REVIEWED AND APPROVED 25.10.16

NN/CD/AJY

To be reviewed Oct 2017

TERMS OF REFERENCE
WORKFORCE COMMITTEE

Constitution

The Workforce Committee reports to Trust Board, the Committee will be required to adhere to the Standing Orders of the Trust.

Aim

The aim of the Workforce Committee is to provide assurance to the Board on issues surrounding workforce assurance, approval and risk, strategic development and progression and transformation. The Committee will ensure that the People Strategy continues to align to the organisational strategy to support delivery of our vision.

Membership

The Committee will be chaired by a Non-Executive Director, appointed by the Chairman of the Trust Board and shall comprise the following:

2 Non Executive Directors
Workforce Director
Director of Nursing and Quality
Chief Operating Officer
Deputy Finance Director
Deputy Medical Director
Deputy Workforce Director
Head of OD and Transformation
KPO Lead
Head of Facilities
Assistant Chief Operating Officer Scheduled Care
Assistant Chief Operating Officer Unscheduled Care
Care Group Director Support Services
Care Group Director Women and Children's Care Group

Attendance when required: 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.

Quorum

For the Committee to be quorate, the presence of a minimum of one Non-Executive Director, One Director together with three Deputies / Representatives.

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 Workforce Committee shall meet monthly before Trust Board Meeting and not less than 8 times a year. Additional meetings may be held at the discretion of the Chair.

Authority

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.

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.

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

Duties

The Workforce Committee shall undertake on behalf of the Trust Board objective scrutiny of the Trust's Workforce plans and performance. The purpose of the Committee is to provide the Board with an objective review of the workforce position and performance of the Trust and oversee the delivery of 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 performance

where the Board requires additional scrutiny and assurance. The key responsibility of the Committee is to provide assurance to the Trust Board on workforce issues utilising best practice metrics that support robust governance processes, including the following:

- Effectiveness of the Trust's People Strategy
- People Performance
- Organisational Development Plan
- Workforce Planning and Transformation
- Education and Training
- Staff Experience and engagement
- Recruitment and Retention
- Leadership
- Cultural Development
- Staff Health and Wellbeing

Reporting from the Committee

The Committee will be directly accountable to the Board and will prepare a summary of the main actions/points at each meeting for presentation to the Board (plus minutes for the Board Information Pack).

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.

Reporting to the Committee

The groups/committees reporting to the Workforce Committee will be

- Integrated Education Committee
- Medical Education Committee
- 7 Day services
- Trust Negotiation and Consultation Committee
- Local Negotiation Committee

Review

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

Reviewed 18-11-16