

## Board of Directors' Meeting: 13 April 2023

<b>Agenda item</b>	045/23		
<b>Report Title</b>	People & Organisational Development Assurance Committee Terms of Reference		
<b>Executive Lead</b>	Anna Milanec, Director of Governance & Communications, Rhia Boyode, Director of People & OD		
<b>Report Author</b>	Deborah Bryce, Interim Governance Consultant		
<b>CQC Domain:</b>	<b>Link to Strategic Goal:</b>		<b>Link to BAF / risk:</b>
Safe	Our patients and community		N/A
Effective	Our people		
Caring	Our service delivery		<b>Trust Risk Register id:</b>
Responsive	Our governance	√	
Well Led	Our partners	√	
<b>Consultation Communication</b>	People & OD Committee, 9 March 2023		
<b>Executive summary:</b>	<p>1. Work has been underway during the last few months to review the effectiveness of the committees of the Board. A People &amp; Organisational Development (OD) Assurance Committee terms of reference has been developed as part of this work to formally establish this committee as a standing committee of the Board, with input from the Director of People &amp; OD. The committee has also considered its draft cycle of business for the year.</p> <p>2. The terms of reference follows the new standard format. Membership of the committee reflects the whole Board membership. It is suggested that assurances from the work of the committee reports into public Board via a 4A report. It is intended that the terms of reference will be reviewed annually.</p>		
<b>Recommendations for the Board:</b>	The Board is asked to consider and approve the People & OD Assurance Committee terms of reference.		
<b>Appendices:</b>	<u>Appendix 1</u> : People & OD Assurance Committee Terms of Reference		

# People and Organisational Development Assurance Committee

## Terms of Reference

(DRAFT v1.4b)

### 1 Constitution

1.1 The Board of Directors hereby resolves to establish a standing committee of the Board to be known as the People & Organisation Development (OD) Assurance Committee (“the Committee”).

1.2 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, or otherwise by the Board of Directors in its Scheme of Delegation.

1.3 As a Committee of the Board the Standing Orders of the Trust shall apply to the conduct of the working of the People & OD Committee.

### 2 Authority

2.1 The Committee is authorised by the Board of Directors to investigate any activity within these terms of reference.

2.2 It is authorised to seek any information it deems relevant to fulfil its duties. All members of staff are directed to co-operate with any request made by the Committee.

2.3 The Committee is empowered by the Board of Directors to seek to obtain external professional advice and to invite external representatives or consultants with relevant experience and expertise to attend, if necessary, subject to Standing Financial instructions, Scheme of Delegation and approval of the Chief Executive and Trust Chair.

2.4 These Terms of Reference can be amended only with the approval of the Board of Directors.

### 3 Purpose

The purpose of the Committee is:

3.1 To undertake on behalf of the Board of Directors objective scrutiny and obtain evidence of assurance of delivery of the NHS eight people promises, including: health and wellbeing of our people, employee experience, inclusion and belonging, supporting and developing the people profession, talent, improvement change and innovation, embedding digital solutions and working and planning for the future which supports the delivery of safe, high-quality patient-centred care.

3.2 Assure the Board of compliance with key national and statutory people/workforce/organisation development requirements, and develop necessary recommendations to Board, as required.

3.3 Provide the Board with an objective review of the position with regard to the culture of the organisation and embedding of the six culture elements: Trust vision and values, goals and performance, learning and innovation, compassion, teamwork and health and wellbeing.

## **4 Committee Membership**

4.1 The membership of the Committee shall be appointed by the Board of Directors and shall consist of not less than five members:

- Committee Chair: Trust Chair
- All members of the Board of Directors.

4.2 The Non-Executive members and Committee Chair shall be appointed by the Board of Directors from amongst its independent Non-Executive Directors.

4.3 In the absence of the nominated Committee Chair, the Trust's Vice Chair will chair the meeting, or in their absence, a nominated Non-Executive Director.

4.4 Only members of the Committee shall attend the meetings, save for those stated in section 5. below.

## **5 Attendees**

5.1 The following may attend meetings, as required:

- Subject area lead/specialist
- Committee Secretary

5.2 Those, who are normally in attendance, may exceptionally send a deputy to the meeting, with prior consent of the Committee Chair.

5.3 It is for the Committee Chair to indicate whether other senior members of the Trust attend, according to the requirements of each agenda. This will vary from meeting to meeting and will depend on whose area of responsibility an agenda item falls within. Directors / managers should be given sufficient notice that their presence is required so that they come fully prepared.

5.4 Relevant Trust Executive Directors and Trust officers will be required by the Committee to provide assurances and explanations to the Committee when discussing reports or other matters within the area of their responsibility.

5.5 Meetings are not open to members of the public.

5.6 Those in attendance do not count towards the quorum except where formal acting status is specifically in place for executive members.

## **6 Quorum**

6.1 The Committee will be deemed quorate to the extent that the following members are present:

- Two Non-Executive Directors and one Executive Director, along with the Director of People & OD (who is a non-voting Director of the Board) or their agreed named deputy with acting status.

6.2 No business shall be transacted by the Committee unless a quorum is present. A quorate meeting shall be competent to exercise all or any of the authorities, powers and duties vested in or exercised by the Committee.

6.3 At the discretion of the Chair of the Committee, business may be transacted through either: a tele/video-conference where an agenda has been issued in advance; or through the signing by two thirds (rounded up to a whole number) of members of a written resolution (including email) sent in advance to members outside of the meeting and recorded in the minutes of the next formal meeting

## **7 Responsibilities of members**

7.1 Identify agenda items for consideration by the Chair and the Committee Secretary at least 15 days before the meeting.

7.2 If unable to attend, send their apologies to the Chair and Committee Secretary with adequate notice prior to the meeting.

7.3 If appropriate, for 'attendees' of the meeting, seek the approval of the Chair to send a deputy to attend on their behalf.

7.4 When matters are discussed in confidence at the meeting, maintain such confidences.

7.5 At the start of the meeting, declare any relevant conflicts of interest/potential conflicts of interest in respect of specific agenda items in order that these can be considered by the committee/chair of the meeting in relation to participation in the agenda item.

## **8 Frequency of Meetings**

8.1 The Committee shall meet at least three times annually.

8.2 The Board or Committee Chair may request an additional meeting(s) if they consider that one is necessary to enable the Committee to discharge all its responsibilities.

## **9 Meeting administration**

9.1 Meetings dates will be agreed by the committee members each year in advance. Notice of additional meetings will be given at least 14 working days in advance unless members agree otherwise.

9.2 The agenda shall be determined by the Committee's agreed annual cycle of business/schedule, the Committee Chair, and the lead executive director (Director of People & OD).

9.3 Agenda papers shall be submitted at least 14 working days prior to the meeting.

9.4 The agenda and papers will normally be circulated at least 6 days prior to the meeting.

9.5 The Committee Secretary, or their nominee, shall record the minutes of the meetings and provide relevant support for agenda setting, action logs and meeting invitations.

## **10 Duties of the Committee**

The duties and responsibilities of the committee are as follows:

### **10.1 People Plan Strategy**

10.1.1 To oversee and scrutinise the implementation of the Trust's People Plan Strategy, sub strategies and annual Workforce Plan.

10.1.2 To receive assurances on the preparation and the content of the People Plan Strategy and sub strategies, recommending these to Board.

### **10.2 Workforce**

10.2.1 To consider reports relating to the creation and delivery of workforce plans aligned to Trust strategies to provide assurance that the Trust has adequate staff with the necessary skills and competencies to meet the current and future needs of patients and service users, linking with education and training governance processes, including chairs' assurance reports from the Operational People Group and Education Group.

10.2.2 To provide assurance to the Board on workforce matters, taking account of local and national agendas and provide a focus on workforce activity in relation to organisational design, development and education, meeting legal and regulatory requirements, employee relations and engagement, and recruitment and retention.

10.2.3 To review and monitor workforce performance data and metrics progress within the Integrated Performance Report and Recruitment Dashboard, along with associated action plans, reporting to Board on an exception basis.

10.2.4 To review the risks and adequacy of assurance that statutory and mandatory training requirements, appraisal rates and revalidation of the clinical workforce are being met.

10.2.5 To receive assurance on trends, issues and progress in relation to employment relations.

10.2.6 To consider relevant progress on system working and system leadership in respect of workforce in line with the Trust's commitment to Shrewsbury, Telford and Wrekin Integrated Care System.

### **10.3 Culture, values and organisation development**

10.3.1 Assess and monitor culture and seek assurance that management has taken corrective action where the committee is not satisfied that policy, practices or behaviour throughout the business are aligned with the trust's vision, values and strategy, reporting assurances on this to the Board of Directors.

10.3.2 With regard to 10.3.1, review the annual staff survey report including narrative comments and consider the findings in terms of the culture of the organisation, ensuring subsequent action plans are being delivered and advising the Board on developments, as required or by exception.

### **10.4 Health and wellbeing**

10.4.1 Seek assurance that action is being taken to invest in, reward and promote the wellbeing of the Trust's workforce.

10.4.2 Monitor and agree the Trust's Health & Wellbeing (HWB) programme and ensure that attention is focused on the health and wellbeing of staff at all times.

10.4.3 Receive periodic assurance updates from the Trust's Wellbeing Guardian and Clinical Psychologist.

### **10.5 Inclusion and belonging**

10.5.1 To receive assurance and monitor reports, and provide assurance on, compliance and improvements with key statutory and NHS specific workforce, equality, diversity and inclusion requirements, monitoring the implementation of statutory obligations under the public sector equality duty (2011), as created by the Equality Act 2010.

10.5.2 To consider and recommend to Board, the Diversity, Equality and Inclusion Strategy and annual report, and monitor progress against the strategy.

## **10.6 Learning and development**

10.6.1 To consider and approve relevant staff education, training and leadership plans and monitor their implementation.

10.6.2 Monitor results, assurances and progress with annual GMC national trainee and trainer survey(s) and receive periodic updates from the Director of Medical Education with regard to the medical workforce.

## **10.7 Policies**

10.7.1 To agree new People/OD policies and procedures following national directive, seeking approval of the Board as per the Scheme of Delegation, following development and review at appropriate sub-committees (e.g. Partnership Forum).

10.7.2 To gain assurance that workforce policies and practices are consistent with the trust's values and support its long-term sustainability.

## **10.8 Risk management**

10.8.1 To review and oversee the strategic risks identified in the Board Assurance Framework that are assigned to the committee and make recommendations to Board on any changes required to the strategic risk profile.

10.8.2 Monitor and oversee emerging significant people and OD risks, escalating to Board and providing assurance and recommendations on their effective control and management, as required.

10.8.3 Commission and consider any relevant risk-based in-depth (deep dive) reviews.

10.8.4 Seek assurances, where appropriate, on any significant system of internal control matters, and associated action plans, in relation to the remit of the committee, reporting into the Audit & Risk Assurance Committee, as required.

10.8.5 The Committee shall also provide information to the Audit & Risk Assurance Committee, the Finance & Performance Assurance Committee and the Quality and Safety Assurance Committee as appropriate to assist those Committees in ensuring good structures, processes, and outcomes across all areas of governance in respect of the Trust's people/workforce.

## **10.9 The Committee receives assurance from the following:**

- Operational People Group
- Education Group

## **11. Reporting**

11.1 The Committee is accountable to the Board of Directors and the Committee Chair will report regularly on the Committee's proceedings in discharging its responsibilities and the effectiveness of systems and processes. The Committee Chair shall bring to the Board's attention significant matters that are under consideration and make necessary recommendations on any area within its remit where executive action or Board decision may be required.

11.2 The minutes of Committee meetings shall be formally recorded and made available to the Board of Directors.

11.3 The Committee will report to the Board at least annually on its work in support of the business of the Board. This 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 and how they were addressed.

11.4 The Committee will refer to the Audit & Risk Assurance Committee any matters requiring review in that forum.

## **12. Monitoring Effectiveness**

12.1 The Committee will conduct an annual review of its effectiveness and provide an annual report to the Board on its work in discharging its duties, delivering its objectives and complying with its terms of reference.

## **13. Status of these Terms of Reference**

13.1 The Committee's Terms of Reference, including membership, will be subject to annual review. Any proposed variations will require approval of the Board of Directors.

**Agreed by People Committee on 9 March 2023**

**Approved by the Board of Directors on [date]**