



Trust Board 31 January 2023

Corporate Governance Structure

Purpose of the report

To outline key changes to the governance structure for formal approval.

Analysis of the issue

Following a review of the level 1 and 2 corporate governance structure, opportunities for further maturity and development were subject to an informal discussion held by the Executive Team in May 2022. This resulted in a number of potential next steps being identified for further exploration. These were subsequently discussed at Trust Board development sessions and the Strategic Executive Board throughout the year. In December 2022, at the Trust Board development session, a number of key changes were agreed, these are outlined in the proposal below for final formal approval.

Proposal

Five key changes are proposed:

1. Introduce a new level 1 'People and Culture Committee' to focus on this consistent area of high risk. To be held on the same day as QAC/FPC with a separate Chair whilst ensuring NED cross cover. We are proposing that Ruth Marchington Chair this Committee and a draft Terms of Reference is provided in Appendix One.

In addition, the Terms of Reference for the Quality Assurance Committee will be revised and reviewed by the Committee in February 2023.

The level 2 Workforce Group and Quality Forum will also receive updated Terms of Reference for review and approval at their next meetings to ensure that the relevant items are feeding into the respective committees.

2. Disband the Policy Committee and re-route policies through the parent level 1 committees to promote accountability and oversight following the relevant level 2/3 sign off and consultation. This forms part of a wider policy improvement programme which is underway.
3. Introduce a level 2 Collaboratives Oversight Group to provide assurance to FPC that leadership of ICS Collaboratives and Provider Collaboratives is delivering safe, caring, responsive, effective care and well led services. This will start to feed into FPC from February 2023.
4. Re-instate the Access Committee. A Terms of Reference has been approved by the Executive Management Board and the new Group will meet in February/March 2023.
5. Renaming of level 1 and 2 groups to emphasise the distinction between assurance committees and delivery groups and the following proposal to rename;
 - The Quality Assurance Committee to become the Quality and Safety Committee
 - The Audit and Assurance Committee to become the Audit and Risk Committee

Decisions required

Approval for the key changes outlined above, and the Terms of Reference for the People and Culture Committee (appendix one)

Appendix One – People and Culture Committee Terms of Reference

People and Culture Committee Terms of Reference

References to 'the Committee' shall mean the People and Culture Committee

Purpose of Committee

The People and Culture Committee is a Level 1 sub-committee of the Trust Board and will exercise its delegated authority in line with the standing orders of the Trust Board and its approved Terms of Reference. Its principal purpose is the provision of assurance to the Trust Board on the mitigation of risks relating to people and culture.

The Committee will assess at each meeting the level of assurance it has received from the reports presented to it and identify if it was assured, partly, or not assured. Areas where insufficient assurance has been received and a brief commentary on actions to be taken as a result will be highlighted to the Board.

The Committee reserves the right to commission further pieces of work to obtain further assurance.

Duties

The Committee will receive highlight reports, and an annual committee review from the level 2 Workforce Group.

It will routinely receive;

- Information on the Organisational Risk Register (ORR) risk relating to people and culture.
- Assurance reports on risks identified on the Organisational Risk Register (ORR) relating to people and culture which are high or significant (ie rated RED).
- Assurance reports on escalations from the level 2 workforce group.
- Statutory reports required as subgroup of the Trust board including;
 - Guardian for Safer Working six monthly report
 - Staff side facilities statement annual report
 - Safe and Effective Staffing Review six monthly report

Membership and Secretary

The members and in attendance membership of the Committee is listed in Appendix 1. Membership of the Committee will be reviewed and agreed annually with the Trust Board.

The Chair of the Committee shall be one of the independent Non-Executive Directors selected by the Chair of the Trust Board. In their absence their place will be taken by another independent Non-Executive Director. NED attendance will provide cross cover with both the Quality Assurance Committee and the Finance and Performance Committee.

The Committee shall be supported administratively by the corporate secretariat. This includes production of the Committee information pack and papers to be circulated within 7 days prior to the meeting, attend the meetings to take the minutes, keep a record of matters

arising and issues to be carried forward and generally provide support to the Chair and members of the Committee.

The agenda will be agreed with the Chair following consultation with the Director of HR and OD.

Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda and supporting papers will be forwarded to each member of the Committee, and any other person required to attend, no later than 5 working days before the date of the meeting.

The agenda for each meeting will include an item 'Declarations of interest in respect of items on the agenda'. Any declarations made will be recorded in the minutes of the meeting.

Minutes of Committee meetings shall be circulated promptly to all members of the Committee.

Quorum

The quorum necessary for the transaction of business shall be three and must include a Non-executive Director and a Director of HR and OD or Deputy. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

Frequency

The Committee shall meet bimonthly (not less than 6 times a year) and at such other times as the Chair of the Committee shall require at the exigency of the business. Members will be expected to attend at least three-quarters (75%) of all meetings.

Annual Review

The Committee shall, at least once a year, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Trust Board for approval.

Membership of the Committee

Workforce Committee	
Membership	<ul style="list-style-type: none"> • NED (chair) • NED x 1 • Director of HR and OD (Executive Lead) • Director of Nursing, AHPs and Quality • Medical Director • Operational Directors • Director of Governance and Risk
In attendance	<ul style="list-style-type: none"> • Deputy Director of Nursing, AHP & Quality • Deputy Director of Governance and Risk • Head of Equality, Diversity and Inclusion • Directorate representation • Other managers will be invited to attend as and when required
Frequency	Not less than 6 times per 12 months
Day and times	The last Tuesday of every other month 12-1pm

Governance table

For Board and Board Committees:	Trust Board 31 January 2023	
Paper sponsored by:	Chris Oakes, Director of Governance and Risk	
Paper authored by:	Kate Dyer, Deputy Director of Governance and Risk	
Date submitted:	23 January 2023	
State which Board Committee or other forum within the Trust's governance structure, if any, have previously considered the report/this issue and the date of the relevant meeting(s):		
If considered elsewhere, state the level of assurance gained by the Board Committee or other forum i.e. assured/ partially assured / not assured:		
State whether this is a 'one off' report or, if not, when an update report will be provided for the purposes of corporate Agenda planning	One off	
STEP up to GREAT strategic alignment*:	High Standards	
	Transformation	
	Environments	
	Patient Involvement	
	Well Governed	Yes
	Reaching Out	
	Equality, Leadership, Culture	
	Access to Services	
	Trust wide Quality Improvement	
Organisational Risk Register considerations:	List risk number and title of risk	n/a
Is the decision required consistent with LPT's risk appetite:	NA	
False and misleading information (FOMI) considerations:	None	
Positive confirmation that the content does not risk the safety of patients or the public	Confirmed	
Equality considerations:	None	