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Trust Board 28 March 2023

Revised Level 1 Committee Terms of Reference

Purpose of the report

To update three Level 1 Committee Terms of Reference

Analysis of the issue

Following approval of changes to the governance structure by the Trust Board on the 31 January 2023, a terms of reference has been developed for the new People and Culture Committee (Appendix A), and revised terms of reference have been provided for the Quality and Safety Committee (Appendix B) and the Finance and Performance Committee (Appendix C) with tracked changes to illustrate the changes made.

Proposal

- Adopt the terms of reference provided in appendices
- Update the relevant level 2 and 3 delivery group terms of reference accordingly

Decision required

Approve the Level 1 Committee terms of reference provided in this report.

Appendix A

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

Appendix B

Quality and Safety Assurance Committee

Terms of Reference

References to “the Committee” shall mean the Quality and Safety Committee

Purpose of Committee

The Quality and Safety Committee is a (Level 1) 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 of effective quality and safety governance arrangements, with a focus on areas related to the Trust’s Step Up To Great Strategy and will work to a plan built around assurance that the Trust delivers services that are safe, effective, caring, responsive and well led and compliant with regulations.

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. Any immediate high risk concerns raised during the meeting will be shared directly with all Board members.

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

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

Duties

The Committee will receive regular highlight reports, and an annual committee review from the level 2 delivery groups committees which are direct reports;

- ~~Strategic Workforce Committee~~ ~~Policy Committee~~ Health and Safety Committee
- Quality Forum
- Safeguarding Group Committee
- Mental Health Act Group ~~Legislative Committee~~

It will also receive assurance over;

Quality

- Receive assurance on the delivery of the quality and safety elements of Step Up To Great
- Receive performance and compliance reports relating to quality and safety measures
- Scrutinise and gain assurances relating to required standards, and the mitigation of risk and substandard quality performance.
- Receive assurance that services are safe, effective, caring, well led and responsive
- Receive assurance on;

- The draft Quality Account and on-going monitoring of quality priority metrics
- Serious incidents and never events
- End of life and Learning from Deaths
- Privacy and dignity
- Single sex accommodation
- Controlled drugs and medicines management
- ~~Workforce, Equality, Diversity and Inclusion~~
- Patient Experience, complaints and compliments

Safety

- Receive assurance on issues of patient safety, patient experience and patient outcomes and promote the involvement of service users, carers and the public;
- Receive assurance on:
 - Health and safety
 - Safeguarding arrangements across the organisation
 - Suicide prevention
 - Sexual Safety
 - Infection Prevention and Control / Flu Plan
 - Mental health act and mental capacity act

Workforce

- ~~Monitor and review key workforce related matters to understand the effects on quality and patient safety;~~
- ~~To oversee delivery of key human resources and organisational development programmes including 'our future our way', leadership behaviours, WRES and WDES~~
- ~~To monitor performance against by Directorate through the dashboard reporting to the Performance Committee;~~
- ~~Receive assurance on;~~
 - ~~Safe Staffing and Guardian of Safe Working Hours~~
 - ~~Nursing and AHP revalidation~~
 - ~~Workforce performance including sickness/absence, appraisal and mandatory training compliance~~

Governance

- Review and receive assurance on compliance with regulatory requirements including CQC and NHSE¹ within the remit of the Committee;
- Ensure the effectiveness of the Trust's quality and safety governance arrangements and advise the Trust Board and Audit & Risk Assurance Committee; it will also liaise with the Finance and Performance Committee and People and Culture Committee as necessary;
- Ensure the effectiveness of the WelImproveQ and arrangements for research and development within the Trust
- Through liaison with the Audit and Risk Committee, be sighted on limited, split

and no opinion quality-related audits commissioned as part of the Internal Audit Plan so that the Committee can assess/ seek assurance over the actions instigated to address the recommendations arising from such audits;

- Oversight of the outcomes of clinical audits for key lines of enquiry to gain assurance in relation to quality and safety, utilising the appropriate level 2 committee to escalate where appropriate.
- External visits log including key outcomes and relevant reports
- Disseminate within the organisation learning from assurances and information, including improvement identified through liaison with Northamptonshire Healthcare NHS Foundation Trust.
- The Quality and Safety Committee to provide a bi-monthly summary of escalated issues to the Integrated Care Board System Quality and Safety Committee

Risk

- Exercise oversight of and assurance on those ORR risks assigned to it in line with the Trust's Risk Management Strategy;
- Where appropriate, commission a deep dive thematic review to undertake greater analysis where level of risk warrants.

Membership

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.

Secretary

The Committee shall be supported administratively by the Corporate Affairs Manager. This includes; production of the Committee information pack 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 Nursing, AHPs & Quality.

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 clinical Executive Director. 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 bi monthly (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.

The Quality and Safety Committee, People and Culture Committee and the Finance and Performance Committee will hold joint workshops for any key joint agenda items where relevant and will report on recommendations separately.

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

	Quality and Assurance Committee
Membership	<ul style="list-style-type: none"> • NED (chair) • NED x 2 (including one who also attends PPC / FPC) • Director of Nursing, AHP & Quality (Executive Lead) • Medical Director • A Service Director • Director of Human Resources & OD • 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 Health and Safety • Head of QI • Head of Equality, Diversity and Inclusion • Directorate representation • Clinical Commissioning Group Representative <u>from the Integrated Care Board</u> • 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 / 9am-11:30am to be extended to Midday where required.

Appendix C

Finance and Performance Committee

Terms of Reference

References to “the Committee” shall mean the Finance and Performance Committee

Purpose of Committee

The Finance and Performance Committee is a (Level 1) 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 of effective governance arrangements, with a focus on areas related to the Trust’s Step Up To Great Strategy and will work to a plan built around assurance over the delivery of key financial strategies, key financial indicators, business development and investment, performance management, estate management and IT management.

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. Any immediate high risk concerns raised during the meeting will be shared directly with all Board members.

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

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

As a Committee of the Board of Directors, it is important that the Finance and Performance Committee minimises areas of overlap with the Audit Committee. Therefore, the following specific areas of responsibility will be excluded from the Finance and Performance Committee Agenda:

- Audit – External and Internal;
- Arrangements for and Subsequent Adoption of Annual Accounts;
- Standing Financial Instructions and Scheme of Delegation;
- Local Counter Fraud Specialist work

Duties

The Committee will receive regular highlight reports, and an annual committee review from the level 2 ~~delivery groups committees~~ which are direct reports;

- Estates and Medical Equipment ~~Group Committee~~
- Transformation ~~and QI Group Committee~~
- ~~IM&T Committee~~
- Data Privacy ~~Group Committee~~
- Capital Management Committee
- ~~Strategic Waiting Times Access Group Committee~~
- ~~Collaborative and Commissioning Group~~

The committee will ensure that the Trust has in place a comprehensive financial and performance management control framework; it will review the requirements for the development of financial and performance reporting systems and will receive assurance over;

Finance

- To review and monitor performance against all statutory and organisational financial targets.
- To review and make recommendations to Board on budgets, strategic plans and long-term investment strategy. This review will include reviewing the Long Term Financial Model (or equivalent planning model) and associated strategies; Cost Improvement Programmes; capital programmes; activity and capacity plans, and Annual Business Plan, and any financial/budgetary arrangements with partners.
- To review and make recommendations to Board on all significant investment and divestment proposals under the Trust's Scheme of Reservation and Delegation, and in line with best practice investment appraisal techniques, the five-year Long Term Financial Model and agreed strategies; and to approve any financing or use of financial instruments within its delegation.
- To ensure there are robust arrangements for overview and scrutiny of;
 - The estates, procurement and IT strategies, and their delivery.
 - Capital development plan
 - The treasury management function
 - Approval of accounting policies and treasury management policy.

Business Development and Contracting

- To ensure an appropriate and robust business development framework is in place and to regularly review its operation.
- To oversee and approve under delegated limits the investment appraisal of business cases and wider business development opportunities
- To review regularly the Trust's performance against tender bids, both successful and unsuccessful
- To ensure an appropriate and robust response is in place for contracting, and that the Trust has timely and accurate costing and activity information to support the process.
- To ensure the Board of Directors is advised of any significant variation in activity and its impact on income and costs.
- Receive assurance on;
 - Joint ventures
 - Operational plan

Performance

- To scrutinise the performance of operational and corporate services in their contribution to the achievement of strategic objectives, KPIs and contractual targets.
- To ensure that an effective performance management and data quality system is in place.
- To ensure that there are effective emergency and business continuity

- arrangements in place for the Trust.
- To ensure the arrangements and performance of the shared facilities management services are adequate and monitored regularly throughout the financial year.
 - To review the performance, business plans and value added contribution from hosted services on a regular basis.
 - To oversee the assessment of benefits realisation and achievement of value for money for areas of delegated responsibility
 - To receive assurance on;
 - Information Governance Toolkit Declaration
 - Data Quality
 - Emergency and Business Continuity Annual Report
 - LPT Major incident plan
 - Premises Assurance Model
 - PLACE
 - Fire Safety
 - Medical Devices
 - Pertinent external visits, reviews, inquiries and investigations
 - Sustainability
 - Hosted services (360 Assurance and LHS)

Governance

- Ensure the effectiveness of the Trust's finance and performance governance arrangements and advise the Trust Board and Audit & Assurance Committee; it will also liaise with the Quality and Safety Assurance Committee, and the People and Culture Committee as necessary;
- Through liaison with the Audit Committee, be sighted on limited, split or no opinion finance and performance-related audits commissioned as part of the Internal Audit Plan so that the Committee can assess/ seek assurance over the actions instigated to address the recommendations arising from such audits;
- Disseminate within the organisation learning from assurances and information, including improvement identified through liaison with Northamptonshire Healthcare NHS Foundation Trust.

Risk

- Exercise oversight of and assurance on those ORR risks assigned to it in line with the Trust's Risk Management Strategy;
- Where appropriate, commission a deep dive thematic review to undertake greater analysis where level of risk warrants.

Membership

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The agenda will be agreed with the Chair following consultation with the Director of Finance, Business and Estates.

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.

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Frequency

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The Quality Assurance Committee and the Finance and Performance Committee will hold joint workshops for any key joint agenda items where relevant and will report on recommendations separately.

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

Quality and Assurance Committee	
Membership	<ul style="list-style-type: none"> • NED (chair) • NED x 2 (including one who also attends QSAC and PCC) • Director of Finance, Business and Estates (Executive Lead) • Director of Strategy and Business Development • A Service Director • The Medical Director or Director of Nursing, AHPs and Quality • Director of Governance and Risk
In attendance	<ul style="list-style-type: none"> • Deputy Director of Finance • Deputy Director of Governance and Risk • 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 /13:00 until 15:30 to be extended to 16:00 where required