

		Agenda item:	15
Date of Meeting:	04 April 2019		

Report Title:	Board Assurance – Committee Terms of Reference Strategic Review			
Status:	Information	Discussion	Assurance	Approval
				x
Prepared by:	Fiona McNeight, Director of Corporate Governance			
Executive Sponsor (presenting):	Fiona McNeight, Director of Corporate Governance			
Appendices (list if applicable):	Appendix 1: Assurance Map Appendix 2: Board Committee revised Terms of Reference			

Recommendation:
Members are asked to consider the analysis and approve the changes to the Terms of Reference as described in section 4. Once approved, the revised terms of reference will be included in the revised Integrated Performance Framework.

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Board Assurance Framework – Strategic Priorities	Select as applicable
Local Services - We will meet the needs of the local population by developing new ways of working which always put patients at the centre of all that we do	
Specialist Services - We will provide innovative, high quality specialist care delivering outstanding outcomes for a wider population	
Innovation - We will promote new and better ways of working, always looking to achieve excellence and sustainability in how our services are delivered	
Care - We will treat our patients, and their families, with care, kindness and compassion and keep them safe from avoidable harm	
People - We will make SFT a place to work where staff feel valued and are able to develop as individuals and as teams	
Resources - We will make best use of our resources to achieve a financially sustainable future, securing the best outcomes within the available resources	

1 Purpose

1.1

Appendix 2: Committee Terms of Reference

Audit Committee Terms of Reference

Document Change Control				
Date of version	Version number	Type of Revision Major/minor	Description of Revisions	Author
April 2018	1	Approved version	Approved by the Trust Board of Directors	
February 2019	2	Major	All sections revised	

Date Adopted	April 2018
Review Frequency	Annual
Terms of Reference Drafting	Director of Corporate Governance
Review and Approval	Audit Committee –
Adoption and ratification of changes	Board of Directors –

1) Purpose and function

The purpose and function of the Committee is to:

- a) Monitor the integrity of the financial statements of the Trust, any formal announcements relating to the Trust's financial performance, and reviewing significant financial reporting judgements contained in them
- b) Assist the Board of Directors with its oversight responsibilities and independently and objectively monitor, review and report to the Board on the adequacy of the processes for governance, assurance, and risk management, and where appropriate, facilitate and support through its independence, the attainment of effective processes
- c) Review the effectiveness of the Trust's internal audit and external audit function; and
- d) In discharging its role and function, the Committee shall provide assurance to the Board of Directors that an appropriate system of internal control is in place to ensure that business is conducted in accordance with the law and proper standards.
- e) Report to the Board as to how it is discharging its responsibilities as a Committee

2) Authority

- a) The Board of Directors hereby resolves to establish a Committee of the Board to be known as the Audit Committee.
 - b) The Committee is a standing committee of the Board of Directors (the Board).
 - c) The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and any such employee will be directed to co-operate with any request made by the Committee.
 - d) 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 or expertise. Should the projected cost of any such external advice exceed £50k, consent of the CEO and Director of Finance should be sought
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- d) The Chair of the Committee shall not be the Senior Independent Director of the Board of Directors.

Quorum

- e) The quorum necessary for the transaction of business shall be two members of the Committee
- f) In the absence of the Chair of the Committee, the Secretary will invite one of the other Committee members to chair the meeting.

Attendance

- g) Meetings of the Committee shall normally be attended by:
 - x The Chief Executive
 - x The Director of Finance, or a nominated Deputy
 - x Representatives from the External (Appointed) Auditors, Internal Auditors and Counter Fraud advisors
 - x The Director of Corporate Governance, or nominated deputy, will act as Secretary to the Committee and will therefore attend all meetings
 - x Financial Controller
 - x Others by invitation – this may include executive sponsors in the case of audit reports

4) Roles and Responsibilities (not delegated unless otherwise stated)

4.1 Financial reporting

The Committee shall:

- a) Ensure the integrity of the annual report and financial statements of the Trust, and any other formal announcements relating to its financial performance, reviewing significant reporting issues and judgements which they contain
- b) Review summary financial statements, significant financial returns to regulators and any financial information contained in other official documents, including the Annual Governance Statement, focusing in particular on:
 - x Any changes in accounting policies and practices
 - x Major judgmental areas
 - x Value for Money considerations
 - x Significant adjustments arising from the audit
 - x The going concern basis
 - x Compliance with accounting standards
 - x Major risks to the Trust
- c) Review the consistency of, and changes to, accounting policies both on a year on year basis and across the Trust.
- d) Review the methods used to account for significant or unusual transactions where

- out. The Head of Internal Audit shall be given the right of direct access to the Chair of the Committee, Chief Executive, Board of Directors and to the Committee
- e) Conduct a review of the Executive's use of internal audit and counter fraud consultancy resources, including an assessment of the effectiveness of these services.

including the Clinical Governance Committee and the Finance and Performance Committee. In reviewing the work of the Clinical Governance Committee, and issues around clinical risk management, the Audit Committee will satisfy itself on the assurance that can be gained from the clinical audit function.

5). Reporting and Accountability

- a) The Committee Chair shall report formally to the Trust Board of Directors through the template escalation report, and make recommendations the Committee deems appropriate on any area within its remit where action or improvement is needed
- b) The Committee shall report to the Trust Board annually on its work in support of the Annual Governance Statement and Accounts
- c) The Committee shall make necessary recommendations to the Council

		Type of Revision	Description of Revisions	Author
April 2018	1	Major/minor		

- x The Director of Corporate Governance shall attend each meeting to provide advice to the Directors and to facilitate the formal evaluation of the Committee's performance.

4. Roles and Responsibilities (not delegated unless otherwise stated)

4.1. The function of the Committee is to ensure:

- 4.1.1. That the Board establishes and maintains compliance with health care standards including, but not restricted to, standards specified by the Secretary of State, the Care Quality Commission and statutory regulators of health care professionals (including NHS Improvement)
- 4.1.2. Provision of assurance that high quality care is provided to patients throughout the Trust, actively engaging with patients, staff and other key stakeholders as appropriate.
- 4.1.3. There is clear accountability for quality of care throughout the Trust including but not restricted to, systems and processes for escalating and resolving quality issues including escalating them to the Board where appropriate
- 4.1.4. Support for the Trust's objective to strive for continuous quality improvement and outcomes, through the Care and Innovation objectives.
- 4.1.5. Consideration of the clinical risks to the Trust's ability to achieve high quality care and continuous quality improvement through review of the Care and Innovation sections of the Board Assurance Framework

4.2. The duties of the committee are described in relation to its assigned area of responsibility under the following headings:

4.2.1. Development and Review

- x Agree the annual quality plan (quality account priorities) and monitor progress.
- x Extend the Board's monitoring and scrutiny of the standards of quality, compliance and performance of Trust services
- x Make recommendations to the Board on opportunities for improvement in the quality of services
- x Support and encourage quality improvement where opportunities are identified
- x Working in conjunction with the Audit Committee, Workforce Committee and Finance and Performance Committee, cross-referencing data and ensuring alignment of the Board assurances derived from the activities of each committee
- x Review the Trust's Annual Quality Report prior to submission to the Trust's Board of Directors for approval
- x Monitor the status of the Trust's quality objectives as set out in the Annual Plan
- x Review the quality indicator report (forming part of the Integrated Performance Report) prior to inclusion in the Trust Integrated Performance Report.
- x Consider relevant regional and national benchmarking statistics when assessing the performance of the Trust

- x Receive Quality Impact Assessment reviews for significant cost improvement schemes and their potential impact on quality, patient experience, and patient safety
- x Provide oversight of relevant Internal Audit recommendations as directed by the Audit Committee

4.2.2. Review of Trust activity in assigned area

Patient Safety:

- x Agree the annual safety plan and monitor progress.
- x Ensure risks to patients are minimised through application of a comprehensive risk management system in accordance with the risk management strategy. Identify areas of significant risk, set priorities and agree actions using the Assurance Framework and Corporate Risk Register process.
- x Monitor and review the clinical risks in the Assurance Framework and corporate risk register as per the risk management strategy and policy.
- x Assure that there are processes in place that safeguard adults and children within the trust and review the annual safeguarding adult and children's reports prior to submission to Trust Board
- x Receive and review bi-annual reports from the Director of Infection Prevention and Control.

Clinical Effectiveness / Clinical Outcomes:

- x Ensure that care is based on evidence of best practice and national guidance.
- x

Clinical Governance Committee

5.9. Reporting arrangements into the Committee from Sub-Committees

The following groups and committees report to the Clinical Governance Committee:

- x Clinical Management Board (Minutes and raising concerns)
- x Infection Prevention and Control Committee (Minutes and raising concerns)
- x Clinical Risk Group (Minutes and raising concerns)
- x Children and Young People's Quality & Safety Board (Minutes and raising concerns)
- x

Finance & Performance Committee

Terms of Reference

Document Change Control				
Date of version	Version number	Type of Revision Major/minor	Description of Revisions	Author
April 2018	1	Approved version	Approved by the Trust Board of Directors	
February 2019	2	Major	All sections revised	

Date Adopted

Terms of Reference Drafting

Director of Corporate Governance

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- x Core members defined in para 3.1 above
- x Deputy Director of Finance
- x Other directors and other staff by invitation
- x Governor observer

The Director of Corporate Governance shall attend each meeting to provide advice to the Directors and to facilitate the formal evaluation of the Committee's performance.

4. Roles and responsibilities

The aim of the Finance and Performance committee is to provide an objective view of the financial and operational performance, and financial strategy of the Trust, together with an understanding of the risks and assumptions within the Trust plans and projections.

The Committee will routinely consider four key reports in detail:

- x The monthly performance report
- x The monthly finance report,(including forecast outturn report quarterly)
- x The monthly contracting monitoring report
- x The monthly savings/transformation report

The duties of the committee can be categorised as follows:

Reporting

- x To oversee the ongoing development of the Integrated Performance Report.
- x To seek assurance that the measures incorporated in the Board report meet the requirements of external stakeholders.
- x To seek assurance that the underpinning systems and processes for data collection and management are robust and provide relevant, timely and accurate information to support operational management of the organisation.
- x Monitor the effectiveness of the Trust's financial and operational performance reporting systems, ensuring that the Board is assured of continued compliance through its annual reporting, reporting by exception where required.
- x To review in detail via a deep dive any major performance variations, in order to obtain assurance on behalf of the Board as to the effectiveness of corrective actions and associated governance arrangements.
- x To consider changes to the Trust reporting requirements under any new regulatory arrangements.

Financial and Operational performance management

- x To undertake high-level, exception based monitoring of the delivery of operational and financial performance to ensure that the Trust is operating in line with its annual

- x Review the process for developing the transformation plan and for the oversight and

Administration

- 5.1. The Corporate Governance Manager shall be Secretary to the Committee
- 5.2. The Committee shall be supported administratively by the Corporate Governance Manager, whose duties in this respect will include:
 - x agreement of agendas with Chair and attendees and collation of papers
 - x taking the minutes
 - x keeping a record of actions, matters arising and issues to be carried forward
 - x advising the Committee on pertinent issues/areas
 - x provision of a highlight report of the key business undertaken to the Board of Directors following each meeting, in the public session where possible in conjunction with the Committee Chair.

Frequency

- 5.3. The Committee must consider the frequency and timing of meetings needed to allow it to discharge all of its responsibilities.
- 5.4. Meetings will be held at least twelve times per year, with additional meetings where necessary.

Notice of meetings

- 5.5. An agenda of items to be discussed will be forwarded to each member of the Committee and any other person required to attend, no later than five working days before the date of the meeting. Supporting papers will be sent to Committee members and to other attendees as appropriate, at the same time
- 5.6. In normal circumstances, a minimum notice period of two weeks must be given for any other meetings of the Committee. Emergency meetings can be arranged, at shorter notice, if this is approved and evidenced as such, by the majority of the members of the Committee.

Reporting

- 5.7. Minutes of Committee meetings will be recorded; and will normally be confirmed as accurate at the next meeting of the Committee.
- 5.8. The Chair of the Committee shall draw to the attention of the Board any issues that require disclosure or escalation to the full Board. The Committee shall also raise any significant concerns in relation to the business undertaken directly with the Board in a timely manner.
- 5.9. The Committee will report annually on the performance of its duties as reflected within its Terms of Reference.

6. Review

- 6.1. These Terms of Reference will be subject to an annual review. The Committee shall conduct an annual self-assessment on the performance of its duties as reflected within its Terms of Reference and report any conclusions and recommendations for change to the Board.

Finance & Performance Committee Terms of Reference

- 6.2. As part of this assessment, the Committee shall consider whether or not it receives adequate and appropriate support in fulfilment of its role and whether or not its current workload is manageable.
- 6.3. These terms of reference were reviewed

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Workforce Committee Terms of Reference

Document Change Control				
		Major/minor	Description of Revisions	Author
April 2018	1	Approved version	Approved by the Trust Board of Directors	
February 2019	2	Major		

1. Purpose and function

1.1 The purpose of the Committee is to ensure that the Trust has a workforce strategy in place that recognises the importance of all of the people who work within the Trust, and that will enable it to recruit and retain sufficient numbers of people with the necessary skills, training and motivation to deliver its clinical objectives. Specifically:

- x That the Trust has a clear understanding of its strategic workforce needs and that plans are in place to deliver these;
- x That the Board receive assurance that all legislative and regulatory requirements relating to the workforce are met;
- x That workforce risks are understood by the Board and that appropriate mitigating actions have been identified and are being implemented.

1.2 To achieve this, the Committee shall:

- x Support the development and monitoring of a workforce strategy
- x Champion workforce issues ensuring adequate oversight of all workforce areas by the Board.

1.3 The Committee shall discharge this function on behalf of the Board of Directors by:

- x Monitoring key workforce metrics to ensure that the expected standards are being delivered
- x Receiving reports to provide assurance around compliance with legislation and regulations
- x Considering workforce plans and improvement plans on behalf of the Board

2. Authority

2.1. The Board of Directors hereby resolves to establish a Committee of the Board to be known as the Workforce Committee (the Committee).

2.2. The Committee is a standing committee of the Board of Directors (the Board).

2.3. The Committee is a Non-Executive Committee and has no Executive powers.

3. Membership and Attendance

Membership

3.1. The Committee shall be appointed by the Board of Directors and shall consist of:

- x Three Non-Executive Directors
- x Director of Organisational Development (OD) & People (Lead Executive)
- x Medical Director
- x Director of Nursing

3.2. A Non-Executive Director shall be appointed as Chair of the Committee.

3.3. The designated members of the committee (or nominated deputies) are expected to attend all meetings. The designated Non-Executive Directors are expected to attend 75% of the scheduled committee meetings as a minimum. Attendance will be monitored and non-attendance of more than 2 meetings will be followed up by the chair.

- 4.5. Oversight and development of actions in response to local and National staff surveys
- 4.6. Monitoring an agreed set of HR related Key Performance Indicators
- 4.7. Receipt and review of the Workforce Report prior to submission to Trust Board as part of the Integrated Performance Report
- 4.8. Oversee the implementation of Internal Audit recommendations as directed by the Audit Committee
- 4.9. To receive and review reports of the Guardian of Safe Working on the Board's behalf
- 4.10. To receive and review reports of the Freedom to Speak up Guardian
- 4.11. To receive and review Safe Staffing reports

5. Conduct of Business

Administration

- 5.1. The PA to the Director of OD and People shall be Secretary to the Committee
- 5.2. The Committee shall be supported administratively by the PA to the Director of OD and People whose duties in this respect will include:
 - x agreement of agendas with Chair and attendees and collation of papers
 - x taking the minutes
 - x keeping a record of actions, matters arising and issues to be carried forward
 - x advising the Committee on pertinent issues/areas
 - x provision of a highlight report of the key business undertaken to the Board of Directors following each meeting, in the public session where possible.

Frequency

- 5.3. The Committee must consider the frequency and timing of meetings needed to allow it to discharge all of its responsibilities.
- 5.4. Meetings will be held at least six times per year, with additional meetings where necessary.

5.9.

Strategy Committee

Terms of Reference

Document Change Control				
Date of version	Version number	Type of Revision Major/minor	Description of Revisions	Author
March 2018	1	Approved version	Approved by the Trust Board of Directors	Director of Corporate Development
March 2019	2	Minor	Inclusion of oversight of the Estates Strategy	Director of Corporate Governance

Date Adopted	March 2018
Review Frequency	Annual
Terms of Reference Drafting	Director of Corporate Development
Review and Approval	Strategy Committee
Adoption and ratification	Board of Directors

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2. Authority

- 2.1. The Board of Directors hereby resolves to establish a Committee of the Board to be known as the Strategy Committee (“the Committee”).
- 2.2. The Committee is a standing committee of the Board of Directors (the Board).

3. Membership and Attendance

Membership

- x 2 Non-Executive Directors
- x Chief Executive Officer
- x Director of Corporate Development
- x Director of Finance
- x Director of Nursing / Medical Director

3.2. A Non-Executive Director shall be appointed Chair of the Committee.

3.3. Two clinical members of staff shall be invited to be in attendance

3.4. Each member must nominate a deputy to attend in their place when they are unable to. These deputies will have voting rights.

Quorum

3.5. Quorum shall be at least half the members being present, including at least one Non-Executive Director.

3.6. Any one member of the committee can request that a matter coming before the committee be referred to the Board for decision.

4. Roles and Responsibilities (not delegated unless otherwise stated)

4.1. The duties of the Committee can be described as follows:

4.1.1. Strategy Development:

- x To oversee the development of the Trust strategy, embracing all matters of long-term, medium-term and short-term planning. To ensure the alignment of all aspects of the Trust's strategy and planning, in relation to operational, financial, technical and human resource planning
- x To consider the impact of major external changes and the possible impact on the organisation's strategy, including the impact of STP-wide developments
- x To monitor strategic risks and assess the degree to which the strategy needs to be adapted to address those risks

4.1.2. Monitoring of Delivery of the Strategy

- x To consider performance against agreed plans KPIs and on a three times a year provide feedback to the Board of Directors on the effectiveness of strategy implementation in meeting the Trust's objectives, linked to presentation of the Board Assurance Framework.

4.1.3. Review of Major Projects

- x To oversee the development of major schemes, linking in with the Finance & Performance Committee and the Outstanding Every Time Board on the transformational aspects of such projects, and advise the Board on progress with those

more integrated with other health and care providers in line with the Trust strategy.

- o Development of the Trust's Digital Strategy and subsequent monitoring of delivery against the strategy

5. Conduct of Business

Administration

- 5.1. The Head of Corporate Governance shall be Secretary to the Committee and shall attend to take minutes of the meeting and provide appropriate support to the Chairman and Committee members.
- 5.2. The Committee shall be supported administratively by the Head of Corporate Governance, whose duties in this respect will include:
 - x agreement of agendas with Chair and attendees and collation of papers
 - x taking the minutes
 - x keeping a record of matters arising and issues to be carried forward
 - x advising the Committee on pertinent issues/areas
 - x provision of a highlight report of the key business undertaken to the Board of Directors following each meeting, in the public session where possible.

Frequency

- 5.3. The Committee must consider the frequency and timing of meetings needed to allow it to discharge all of its responsibilities. Meetings will be held at least six times per year, with additional meetings where necessary.

Notice of meetings

- 5.4. An agenda of items to be discussed will be forwarded to each member of the Committee and any other person required to attend, no later than five working days before the meeting.

- 6.1. These Terms of Reference will be subject to an annual review. The Committee shall conduct an annual self-assessment on the performance of its duties as reflected within its Terms of Reference and report any conclusions and recommendations for change to the Board.
- 6.2. As part of this assessment, the Committee shall consider whether or not it receives adequate and appropriate support in fulfilment of its role and whether or not its current workload is manageable.

Subsidiary governance Committee: Terms of Reference

1. Purpose

The Committee is established to provide the

4. Membership and Attendance

Membership

4.1. The Committee shall be appointed by the Board of Directors and shall consist of:

2 Non-Executive Directors

Independent Chairman of OML and STL

Director of Finance

Director of

6.6.