EXECUTIVE SUMMARY

REPORT TO THE BOARD OF DIRECTORS

HELD ON TUESDAY 21 MAY 2019

Subject	Board Committee Annual Reports 2018/19, Workplans for 2019/20 and Terms of Reference
Supporting TEG Member	Sandi Carman, Assistant Chief Executive
Author	Judith Green, Corporate Governance Manager
Status[1]	A*

PURPOSE OF THE REPORT

The purpose of the report is to formally report on the work of each Board Committee during 2018/19 and indicate their proposed Terms of Reference and workplans for the financial year 2019/20.

KEY POINTS

Each Board Committee is required to present an annual report to the Board of Directors describing how the Committee has discharged responsibilities outlined within its terms of reference.

As part of the committee effectiveness process each annual report notes:

- Details of Committee attendance;
- Details of the work undertaken for the year 2018/19
- Objectives and workplan for 2019/20

Each Committee also reviews its terms of reference annually.

The annual reports have been presented to individual committees as follows:
Human Resources and Organisational Development Committee – 13 May 2019
Finance and Performance Committee – 13 May 2019
Audit Committee – 20 May 2019
Healthcare Governance Committee – 20 May 2019

IMPLICATIONS[2]

AIM OF THE STHFT CORPORATE STRATEGY 2017-2020		TICK AS APPROPRIATE
1	Deliver the Best Clinical Outcomes	✓
2	Provide Patient Centred Services	✓
3	Employ Caring and Cared for Staff	✓
4	Spend Public Money Wisely	✓
5	Deliver Excellent Research, Education & Innovation	✓

RECOMMENDATIONS

The Board of Directors is asked to:

- **RECEIVE** the report and **NOTE** the content of each Committee annual report;
- **APPROVE** the Board Committee 2018/19 Annual Reports, 2019/20 Workplans and Terms of Reference.

APPROVAL PROCESS

Meeting	Date	Approved Y/N
TEG	15 May 2019	
Audit Committee	20 May 2019	
Board of Directors	21 May 2019	

[1] Status: A = Approval
A* = Approval & Requiring Board Approval
D = Debate
N = Note

[2] Against the five aims of the STHFT Corporate Strategy 2017-20

SHEFFIELD TEACHING HOSPITALS NHS FOUNDATION TRUST

Audit Committee Annual Report 2018/19 and 2019/20 Work Plan

1 Introduction

1.1 The purpose of the report is to formally report to the Board of Directors on the work of the Audit Committee during 2018/19 and indicate its work plan for the financial year 2019/20.

1.2 The Audit Committee reviewed and approved its Terms of Reference in May 2019. (Attached at Appendix 1).

2 Meetings

2.1 During 2018/19 the Audit Committee met on five occasions, all meetings were quorate.

2.2 The Committee met privately on two occasions (July 2018 and January 2019).

Attendance by Audit Committee Members

Meeting date	Audit Committee Members			
	John O'Kane (Chair)	Tony Buckham (Vice Chair)	Dawn Moore (Stood down 30.9.18)	Chris Newman
21/05/2018	✓	✓	✓	✓
10/07/2018	✓	✓	x	x
09/10/2018	✓	x	-	✓
09/01/2019	✓	✓	-	✓
12/03/2019	✓	✓	-	x
% attendance	100%	80%	n/a	60%

2.3 The following routinely attended Audit Committee meetings during 2018/19:

- STH: Director of Finance; Deputy Director of Finance (Financial Accounting); Assistant Chief Executive
- 360 Assurance (Internal Audit): Deputy Director; Client Manager; Local Counter Fraud Specialist
- Mazars (External Audit): Engagement Audit Partner, Audit Manager
- Chairs of Board Committees also have a standing invitation to attend meetings of the Audit Committee. The Chair of the Healthcare Governance Committee attended the meeting on 10th July 2018.

2.4 The Audit Committee's Minutes are submitted to the Board of Directors, supported by a verbal report given by the Committee Chair. Items to be highlighted to the Board of Directors, is a standing item on the Audit Committee agenda.

2.5 Chairs of the Board Committees also meet on a regular basis.

3. **Work undertaken 2018/19**

In line with its agreed work plan, the Committee dealt with the following matters:

Statutory Financial Statements and Annual Report

- Statutory Financial Statements and Annual Report and Accounts 2017/18 (including the Quality Report) received and approved by the Committee prior to being submitted to the Board of Directors for final approval (May 2018).
- Internal Audit Annual Report including the Head of Internal Audit Opinion received and noted. The report found significant assurance on the Trust's system of internal controls (May 2018).
- External Audit Annual Governance Report (ISA 260) including the Letter of Representation and Audit Opinion received and noted (May 2018). The report was subsequently presented to the Council of Governors (September 2018).
- External Audit Assurance Report on the 2016/17 Quality Report received and noted (May 2017). The report was subsequently presented to the Council of Governors (September 2018).
- Accounting Policies for completion of 2018/19 Financial Statements paper, including the appropriate accounting treatment for Charitable Funds, received and approved (January 2019).
- Going Concern concept (verbal update given in January 2019 and a paper in March 2019). The Committee agreed that the 2018/19 Annual Accounts be prepared on a "going concern basis".
- Losses and Compensations Report received and noted (May 2018).
- Process and timetable for approval of 2018/19 Financial Statements and Annual Report paper received and approved (January 2019).
- NHS Code of Governance compliance statement (March 2019). The Committee approved this for inclusion in the 2018/19 Annual Report.
- Draft 2018/19 Audit Committee Disclosure Statement (March 2019). The Committee approved this for inclusion in the 2018/19 Annual Report.
- Draft Annual Governance Statement 2018/19. The Committee discussed and noted progress in drafting this for inclusion in the 2018/19 Annual Report.

Counter Fraud Services

- Local Counter Fraud Services progress reports were received and noted (all meetings except May 2018).
- 2019/20 Internal Audit and Counter Fraud Plan (March 2019). The Committee agreed the combined plan.
- The Committee received the 2017/18 Annual Counter Fraud Report (May 2018).
- The Committee noted the results of the Counter Fraud Survey (July 2018)

Internal Audit

- Internal Audit Progress Reports received and noted (all meetings except May 2018).
- The Audit Committee received and approved the combined risk-based Internal Audit and Counter Fraud Plan for 2019/20 (January and March 2019).

- The Committee received an update on the 360 Assurance Business Plan at a private meeting (January 2019)

External Audit

- External Audit Progress Reports received and noted (all meetings except May 2018).
- 201/19 External Audit/Internal Audit Protocol for Liaison received and noted (October 2018).
- The Committee received and approved the risk-based 2018/19 Audit Strategy Memorandum (Audit Plan) received and approved (January 2019).

Assurance / Governance

- A Review of External Audit Services received by the Trust was undertaken and discussed (July 2018). The review concluded that the Trust was receiving a satisfactory service and recommended the re-appointment of Mazars for the 2019/20 financial year to the Council of Governors at the September 2018 meeting, the recommendation was approved.
- A review of the Internal Audit Service received was undertaken and the outcome reported to a private meeting of the Committee (July 2018).
- Audit Committee 2017/18 Annual Report and 2018/19 Work Plan and Terms of Reference received and approved (May 2018).
- The Committee received and approved a report on the self-certification against the conditions of the Provider Licence 2017-18 prior to submission to the Board of Directors in May 2018 (May 2018).
- The Committee received and approved the NHS Code of Governance compliance statement for inclusion in the Annual Report (March 2019)

Strategic Risk Management

- Integrated Risk and Assurance Report (IRAR) – discussed at all meetings except May 2018 and March 2019 with an update on strategic risk management provided to the March 2019 meeting.
- Chairs of other Board Committees were invited to attend a meeting of the Audit Committee to discuss the risks on the IRAR that their respective Committee had oversight of (July and October 2018).
- Updates were received from the Chair of the Healthcare Governance Committee (HCGC) on the risks that the HCGC had oversight of (July 2018) and from the Chair of the Finance and Performance Committee (FPC) on the risks that the FPC had oversight of (October 2018).
- The Committee discussed and approved a Risk Appetite Statement prior to be submitted to the Board of Directors in February 2019 for discussion and final approval (October 2018 and January 2019).
- Risk Management Annual Report was received and noted (July 2018).
- The Committee received a report and supported the review and further development of the IRAR (January 2019).

Standing Items

- Single Tender Waiver Reports, received and noted (all meetings except May 2018).
- Registers of Gifts Reports, received and noted (all meetings except May and July 2018).

- Register of Hospitality reports, received and noted (all meetings except May 2018).
- Insurance Arrangements Annual Report 2018/19, received and noted (January 2019).
- Declaration of Interests reports received and noted (October 2018, January 2019 and March 2019).

Other Work

- The Standards of Business Conduct Policy was ratified by the Committee (October 2018).
- The Committee received updates on the Review of Standing Financial Instructions and Scheme of Delegations (July, October 2018 and March 2019).
- The Committee received an update on the Asset Valuation 2018/19 (October 2018).
- A Costing Assurance Programme Report from Ernst and Young was discussed with the Committee in March 2019.

4 Audit Committee Effectiveness 2018/19

An assessment of performance against the Committee's 2018/19 objectives was discussed at the March 2019 meeting of the Audit Committee. It was agreed that The Committee has made good progress against agreed objectives for 2018/19 with evidence that action has been completed or that progress is being made in respect of action embedded within appropriate workstreams.

Assessment of performance against 2018/19 objectives

Objective 1: To continue the development of the Integrated Risk and Assurance Report (IRAR).	
Ensuring robust risk management processes exist to enable risks to be escalated to the Assurance Framework and developing the interface between the Risk Register and the IRAR.	The refreshed IRAR template presented to the Committee in January 2019 integrates reporting of high level risks recorded on the Trust's Risk Register. Terms of reference have been agreed for supportive internal audit work focused on review of risk escalation arrangements and operation of Risk Validation Group (RVG). The outcome of which will feed into revision of the IRAR standard operating procedure and of the Trust's Risk Management Policy.
Consolidating risks where appropriate and adding new risks partially in relation to partnership working.	Work undertaken with Trust Executive Group (TEG) members to review how IRAR risks align to the Trust's Strategy is feeding into the re-articulation of risks within the IRAR refresh. A worked example presented to January 2019 Audit Committee illustrated the output of a review to identify / articulate strategic workforce risks. There has been on-going development of the partnership working risk and the Qtr 3 update of IRAR represented this risk into a number of sub risks with updated and reformatted narrative. An on-going programme of deep dive reviews of IRAR principal risks throughout 2018/19 has ensured that there is a process in place to define new risks / sub risks within updates of the IRAR.
Validating controls, assurances and action plans to ensure these are current and relevant through discussion at TEG or an alternative appropriate forum.	Implementation of a rolling programme of deep dive review meetings held by the Assistant Chief Executive and Corporate Governance Manager with individual risk leads is feeding into IRAR development work in terms reviewing and challenging the validity of controls, assurances and clarity of presentation of actions. In advance of the migration to the new template a number of risks had been reformatted within the current IRAR based on this challenge / review exercise.
Ensuring actions follow Specific, Measurable, Attainable, Relevant and	The aforementioned programme of deep dive review meetings has included review and challenge of actions.

Time Bound (SMART) principles.	Development of a Risk Appetite Statement (see below) will be used to support further on-going review of target risks scores for each IRAR risk and the identification of required action to drive current risk scores to agreed target levels. The revised IRAR template will require all actions to have a lead and confirmed completion date.

Objective 2: Support the development of appropriate governance arrangements to effectively manage the interface between the Integrated Care System, Sheffield Accountable Care Partnership and Sheffield Teaching Hospitals.
Delayed publication of the Long Term Plan for the NHS, which has outlined a number of core requirements for Integrated Care Systems, has meant that this work has progressed at a slower pace than expected. There continues to be discussions regarding the most appropriate governance and accountability framework and Non-Executive Directors have contributed through discussions at Board meetings. Minutes of relevant partnership meetings have been presented to Private meetings of the Board of Directors to keep Board members apprised of developments. John O'Kane, Committee Chair attended a meeting of Integrated Care System (ICS) Heads of Audit and fed back to the Committee / Board of Directors highlighting discussion on how risk was going to be assessed within the ICS**.**

Objective 3: To develop and implement a risk appetite statement.	
Risk appetite can be defined as 'the amount and type of risk that an organisation is willing to take in order to meet their strategic objectives.' There will be different risk appetites depending on the sector, culture and objectives. A range of appetites exist for different risks and these may change over time.	At its meeting on 8th October 2018 Committee members reviewed example risk appetite statements from other trusts, noting a range of approaches in terms of level of detail and complexity. Committee members recommended the development of a simple and pragmatic risk appetite statement for wider discussion with the Board of Directors. Following consultation and input from TEG members a draft risk appetite statement was brought back to the Audit Committee in January 2019 for discussion. It was agreed that this should be recommended to the Board for discussion / approval. This was presented to the February Board meeting with Board members asked to comment and approve the statement. At this meeting, Board members approved the statement for adoption.
Risk appetite and tolerance need to be high on the agenda and should be a core consideration of the risk management approach.	The agreed risk appetite statement will be used to support on-going review of IRAR target risks scores and the identification of required action to drive current risk scores to agreed target levels (see objective 1 above) It will be incorporated within the Risk Management Policy refresh

Objective 4: The Trust will ensure that corporate governance activities are aligned to the key lines of enquiry for the NHSI well-led development framework.
Practice is being adopted to ensure that Audit Committee papers presenting work to fulfil corporate governance requirements include a reference to the NHSI well-led development framework as relevant context. Additionally, the Chief Executive's Directorate is developing a Corporate Governance Framework describing all corporate governance systems and processes. This will include the cross reference of content (key activities / tasks) to the NHSI well-led development framework.

5 2019/20 Workplan

The 2019/20 Workplan is detailed in Appendix 2.

6 Audit Committee Objectives 2019/20

In March 2019 proposals for objectives for the forthcoming year (2019/20) were discussed.

The Committee approved the following objectives for 2019/20 which align to the Committee's own future work plan priorities, its contribution to broader Board governance development priorities and consideration of current strategic context.

Objective 1: **Schedule a Committee Effectiveness Review**

Objective 2: **Undertake a review of compliance against the revised Code of Governance for NHS Foundation Trusts (on publication)**

Objective 3: **Operation of the refreshed IRAR – adoption of a standard format for Committee Chair IRAR presentations**

It was also agreed to retain the objective agreed for 2018/19 relating to oversight of appropriate ICS / ACP governance arrangements.

Objective 4: **Support the development of appropriate governance arrangements to effectively manage the interface between the Integrated Care System, Sheffield Accountable Care Partnership and Sheffield Teaching Hospitals.**

7 Review of Terms of Reference

The terms of reference have been reviewed. An update has been made to the Committee's responsibilities in respect of oversight of the Trust's updated Standards of Business Conduct Policy (Point 2.4.6).

8 Conclusion

The Audit Committee continues to play an important role in the governance and continued success of the Trust.

Appendix 1 Terms of Reference

Appendix 2: 2019/20 Workplan

TERMS OF REFERENCE

AUDIT COMMITTEE

1. PURPOSE

The Audit Committee has overall responsibility for the establishment and maintenance of an effective system of integrated governance, risk management and internal control, across the whole of the Trust's activities (both clinical and non-clinical), that supports the achievement of the Trust's objectives.

2. DUTIES / RESPONSIBILITIES

The Audit Committee is established as a Committee of the Board of Directors. The Committee is a non-executive committee and has no executive powers, other than those specifically delegated in these terms of reference. It is authorised to seek any information it requires from any member of staff and all members of staff are directed to co-operate with any request made by the Audit Committee. The Committee is authorised by the Board of Directors 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.

The duties of the Audit Committee can be categorised as follows:

2.1 Integrated Governance, Risk Management and Internal Control

2.1.1 The Audit Committee shall review the establishment and maintenance of an effective system of integrated governance, risk management and internal control, across the whole of the Trust's activities (both clinical and non-clinical), that supports the achievement of the Trust's objectives.

2.1.2 In particular, the Audit Committee will review the adequacy of:

- all risk and control related disclosure statements (in particular the Annual Governance Statement, Quality Report and Board Statements including the Corporate Governance Statement) and declarations of compliance with the Care Quality Commission's standards for all regulated activities across all registered locations, together with any accompanying Head of Internal Audit Opinion, 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 the achievement of corporate objectives, the effectiveness of the management of principal risks as reported in the Integrated Risk and Assurance Report, 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, bribery and corruption as required by NHS Counter Fraud Authority.

2.1.3 In carrying out this work the Audit Committee will primarily utilise the work of Internal Audit, External Audit and other assurance functions, but will not be limited to these audit functions. It will also seek reports and assurances from directors and managers as appropriate, concentrating on the overarching systems of integrated governance, risk management and internal control, together with indicators of their effectiveness.

2.1.4 This will be evidenced through the Audit Committee's use of an effective Integrated Risk and Assurance Report to guide its work, and that of the audit and assurance functions that report to it.

2.1.5 As part of its integrated approach, the Committee will have effective relationships with other key committees so that it understands processes and linkages.

2.2 Internal Audit

2.2.1 The Audit Committee shall ensure that there is an effective internal audit function established by management that meets mandatory *Public Sector Internal Audit Standards 2017* and provides appropriate independent assurance to the Audit Committee, Chief Executive and the Board of Directors. This will be achieved by:

- consideration of the provision of the Internal Audit service, the cost of the audit and any questions of resignation and dismissal;

- review and approval of the 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. The Audit Committee shall formally involve the Healthcare Governance Committee, the Finance and Performance Committee and the Human Resources and Organisational Development Committee in the review and approval process;

- consideration of the major findings and recommendations of Internal Audit work, (including monitoring management's responsiveness), and ensure 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; and

- annual review of the effectiveness of Internal Audit.

2.3 External Audit

The Committee shall review and monitor the external auditors' independence and objectivity and the effectiveness of the audit process. In particular, the Committee will review the work and findings of the external auditors and consider the implication and management's response to their work.

2.3.1 The Audit Committee shall review the work and findings of the External Auditor appointed by the Trust's Council of Governors and consider the implications and management's responses to their work. This will be achieved by:

- consideration of the appointment and performance of the External Auditor, in accordance with the Trust specification for an external audit

service, informed by *Audit Code for NHS Foundation Trusts* published by the National Audit Office;

- discussion and agreement with the External Auditor, before the audit commences, of the nature and scope of the audit as set out in the Annual Plan, and ensure coordination, as appropriate, with other External Auditors in the local health economy;

- discussion with the External Auditors of their local evaluation of audit risk and assessment of the Trust and associated impact on the audit fee: and

- review all External Audit reports, (including the ISA 260 Report before submission to the Board and the External Assurance on the Trust's Quality Report before submission to the Council of Governors) and any work conducted outside the annual audit plan, together with the appropriateness of management responses.

2.4 Other Assurance Functions

2.4.1 The Audit Committee shall review the findings of other significant assurance functions, both internal and external to the Trust, and consider the implications to the governance of the Trust. These will include, but will not be limited to, any reviews by the Department of Health and Social Care arm's length bodies or regulators/inspectors (e.g. NHS Improvement, Care Quality Commission and NHS Resolution), professional bodies with responsibility for the performance of staff or functions (e.g. Royal Colleges, accreditation bodies, etc.).

2.4.2 In addition, the Audit Committee will review the work of other committees within the Trust, whose work can provide relevant assurance, or highlight risks, to the Committee's own scope of work. This will particularly include the Healthcare Governance, Finance and Performance and the Human Resources and Organisational Development Committees.

2.4.3 In reviewing the work of the Healthcare Governance Committee, and issues around clinical risk management, the Audit Committee will wish to satisfy themselves on the assurance that can be gained from the clinical audit function.

2.4.4 The Audit Committee shall receive details of Single Tender Waivers as approved by the Chief Executive.

2.4.5 The Audit Committee shall receive a schedule of losses and compensations and approve appropriate write-offs.

2.4.6 The Audit Committee shall satisfy itself that there are adequate arrangements in place to manage the Trust's Register of Interests in line with the Trust's Standards of Business Conduct Policy and consider any breaches and action taken.

2.4.7 The Audit Committee shall review every decision by the Council of Governors or the Board of Directors to suspend their respective Standing Orders.

2.4.8 The Committee shall review the effectives of arrangements in place for allowing staff to raise concerns (in confidence) about possible improprieties in financial, clinical or safety matters and ensure that such concerns are investigated proportionately and independently.

2.5 Management

2.5.1 The Audit Committee shall request and review reports and positive assurances from directors and managers on the overall arrangements for governance, risk management and internal control.

2.5.2 They may also request specific reports from individual functions within the organisation (e.g. clinical audit) as they may be appropriate to the overall arrangements.

2.6 Financial Reporting

The Committee shall monitor the integrity of the financial statements of the organisation and any formal announcements relating to its financial position.

The Committee should ensure that the systems for financial reporting to the Board of Directors, including those of budgetary control, are subject to review as to the completeness and accuracy of the information provided.

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 and practices;
- unadjusted mis-statements in the financial statements;
- major judgmental areas;
- significant adjustments resulting from the audit;
- Letter of representation; and
- Explanations of significant variances.

The Audit Committee should also 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.

2.7 Counter Fraud

The Committee shall satisfy itself that the organisation has adequate arrangements in place for counter fraud, bribery and corruption that meets the NHS Counter Fraud Authority's (NHS CFA) standards and shall review the outcomes of work in these areas.

The Committee will refer any suspicious of fraud, bribery and corruption to the NHS CFA.

2.8 Special Assignments

The Audit Committee shall commission and review the findings of any special assignments required by the Board of Directors.

3. ACCOUNTABLE TO

The Audit Committee is a non-executive committee established by and accountable to the Board of Directors. It has no executive powers other than those specifically delegated in these Terms of Reference.

4. REPORTS TO AND METHOD (INCLUDING MINUTES CIRCULATION)

4.1 The minutes of Audit Committee meetings shall be formally recorded by the Assistant Chief Executive and submitted to the Private Board of Directors. The Chair of the Committee shall draw to the attention of the Board any issues that require disclosure to the full Board of Directors, or require executive action.

4.2 The Audit Committee will present a written report to the Board of Directors annually on its work in support of the Annual Governance Statement, specifically commenting on the fitness for purpose of the Integrated Risk and Assurance Report, the completeness and embeddedness of risk management in the organisation, the integration of governance arrangements and ongoing compliance with the Care Quality Commission's standards for all regulated activities across all registered locations, fulfilling regulatory requirements and robustness of the process behind the quality accounts.

Circulation of Minutes:-

Minutes will be circulated to all members of the Audit Committee, those in attendance and members of the Board of Directors.

5. MEMBERSHIP

The Audit Committee will have four Non-Executive Directors who will form the membership of the Committee.

One of the Non-Executive Directors, with relevant financial and governance experience, will act as Chair and a second will act as Vice Chair.

The Vice Chair will chair the meeting in the absence of the Chair or if the Chair has to absent him/ herself as a result of any conflict of interest in the business of the Committee.

In attendance

The following shall normally attend meetings:

Assistant Chief Executive
Corporate Governance Manager
Business Manager, Board of Directors
Director of Finance
Deputy Director of Finance – Financial Accounting
Head of Internal Audit
Internal Audit Associate Director (Audit Manager)
Internal Audit Client Manager
Local Counter Fraud Specialist
External Audit Manager
External Audit Engagement Lead

At least once a year, the Audit Committee may wish to meet privately with the External and Internal Auditors without any Executive Directors or Trust managers being present.

- Standing Invitation

Non-Executive Directors, who Chair the other Board Committees, but who are not members of the Audit Committee will have a standing invitation to attend the Committee meetings if they so choose or if they are invited to present any reports from the Committee that they chair.

The Chief Executive and other Executive Directors should be invited to attend particularly when the Audit Committee is discussing areas of risk or operation that are the responsibility of that director.

The Chief Executive should be invited to attend, at least annually, to discuss with the Audit Committee the process for assurance that supports the Annual Report, including the Financial Reports and Annual Governance Statement.

- Administrative Support

The Committee shall be supported by the Assistant Chief Executive, who in turn will be supported by the Business Manager, Board of Directors, who will:

- Agree agendas with the Chair;
- Prepare, collect and circulate papers in the required timeframe;
- Take the minutes and help the Chair to prepare reports to the Board of Directors;
- Keep a record of matters arising and issues to be carried forward;
- Maintain records of committee members' appointments and renewal dates;
- Advise the committee on pertinent issues / areas of interest / policy development;
- Ensure that action points are taken forward between meetings; and
- Ensure that Committee members receive the development and training they need.

6. QUORUM

Two of the four members of the Audit Committee.

7. MEETING FREQUENCY (MINIMUM IF APPLICABLE)

- Meetings shall be held not less than three times a year.

- The External Auditor or Head of Internal Audit may request a meeting if they consider that one is necessary.

- It is expected that members of the Audit Committee shall attend at least fifty percent of scheduled meetings in a financial year.

8. DATE TERMS OF REFERENCE WERE APPROVED

May 2019

9. REVIEW DATE

May 2020

10. PROCESS FOR REVIEWING EFFECTIVENESS

The effectiveness of the Audit Committee will be monitored on an annual basis via the following:

- Review of the Terms of Reference;
- Annual report to the Board of Directors regarding progress with work programme;
- Review of attendance rate of members; and
- Meeting of the chairs of the Audit Committee, the Healthcare Governance Committee, the Finance and Performance Committee, the Human Resources and Organisational Development Committee and the Assistant Chief Executive to review their respective roles in terms of risk and assurance.

As a committee of the Board of Directors, the Audit Committee will be included in the external and independent review of Board governance which will be undertaken at least every three years.

11. REPORTING STRUCTURE

Members of the Audit Committee will receive the minutes of the Healthcare Governance Committee, Finance and Performance Committee and Human Resources and Organisational Development Committee.

The Audit Committee will receive the annual report and annual work plans of the Healthcare Governance Committee, the Finance and Performance Committee and Human Resources and Organisational Development Committee.

AUDIT COMMITTEE – 2019/20 WORKPLAN

Item	Meetings				
	May 2019	July 2019	Oct 2019	Jan 2020	Mar 2020
Governance					
Board Committees Annual Reports, Terms of Reference and proposed Workplan	x				
Self-certification against the conditions of the Provider Licence	x				
Register of Interests Annual Report		x			
Register of Interests Quarterly Exception Report			x	x	x
Risk Management Annual Report		x			
Integrated Risk and Assurance Report		x	x	x	x
Draft Annual Governance Statement					x
Draft NHS Code of Governance Compliance Statement					x
Draft Audit Committee Disclosure Statement					x
Financial Focus					
Adoption of Statutory Financial Statements and Annual Report: • Annual Accounts • Annual Report including Quality Report and Remuneration Report • Annual Governance Statement	x				
Single Tender Waivers		x	x	x	x
Losses and Compensations Report	x				
Going Concern				x	x
Process and timetable: Statutory Financial Statements and Annual Report (including Quality Report)				x	
Accounting Policies and Approach				x	
Insurance Arrangements – update in Jan then move Annual Report to July for future years				x	
Review changes to standing orders etc.			x		
Internal Audit					
Internal Audit Annual Report including Head of Internal Audit Opinion Statement	x				
Limited Assurance Audits (progress against action plans)		x	x	x	x
Internal Audit Progress Report		x	x	x	x
Internal Audit Plan (Draft in January and Final in March)				x	x
Review of Internal Audit Services		x			
External Audit					
External Audit ISA 260 Report (Governance Annual Report) and Limited Assurance report on Quality Report	x				
External Audit Progress Report including Technical Report		x	x	x	x
External Audit Plan			x		
Review of External Audit Services		x			
Counter Fraud					
Local Counter Fraud Service Progress Report		x	x	x	x
Local Counter Fraud Service Plan (incorporated in Internal Audit Plan)					x
Review of Counter Fraud Services		x			

Item	Meetings				
	May 2019	July 2019	Oct 2019	Jan 2020	Mar 2020
Committee Administration					
Review and approval of Terms of Reference	x				
Self-Assessment of committee's effectiveness		x			
Agree Audit Committees Objectives and review progress against previous years objectives					x
Other					
Private discussions with internal and external auditors			x		

SHEFFIELD TEACHING HOSPITALS NHS FOUNDATION TRUST

FINANCE AND PERFORMANCE COMMITTEE

ANNUAL REPORT 2018/19

1. Introduction

1.1 The purpose of this report is to formally report on the work of the Finance and Performance Committee during 2018/19 and to indicate the expected 2019/20 work plan.

1.2 The Committee has met on a monthly basis through the year and has provided minutes for Board of Director consideration on a timely basis.

2. Work Undertaken in 2018/19

2.1 The Committee has ensured that it has given due attention to both finance and operational performance over the year. As part of considering a range of associated issues, it has given a significant amount of time to reviewing progress on the Trust's IT Programme and to reviewing progress in addressing Hadfield Wing and Brexit planning issues which emerged during the year.

2.2 The bulk of the Committee's work reflected the routine consideration of monthly reports on the following issues:

- The overall financial position of the Trust, including the position against the NHSI Control Total.
- Directorate financial performance.
- The activity income position.
- Contractual issues.
- Directorate performance on efficiency plans.
- Balance Sheet and Working Capital issues.
- Financial risks and Recovery Plan actions.
- National and Regional issues and context.
- The Trust's Integrated Performance Report.
- Performance on key service targets, i.e. 18 Weeks RTT, Cancer Waiting Times, A&E 4 Hour Waits/Ambulance Handover Times, Diagnostics, MRSA and C Difficile.
- Delivery of activity and waiting list plans.
- Other key performance monitoring measures, e.g. length of stay, Delayed Transfers of Care, cancelled operations, DNAs, CQUIN standards, etc.
- Key risks in the Integrated Risk and Assurance Report related to the Committee's responsibilities.
- South Yorkshire and Bassetlaw Integrated Care System monthly finance report.

2.3 However, the Committee also considered other issues including:

- Lord Carter Operational Efficiency Report update.
- Detailed reviews of A&E performance and related issues.
- Getting It Right First Time updates.
- The Costing Development Plan
- Reference Cost production arrangements.
- Delivery of the Trust's Procurement Transformation Plan; delivery of procurement savings targets; and other procurement and logistics issues.

- Ensuring value for money in procurement.
- Progress on the IT Programme including strategic developments, staffing and resource issues.
- Review of the Cyber Security position and actions taken/required.
- Consideration of NHSI Benchmarking of IM&T Services.
- Consideration of the option of establishing an Operated Healthcare Facility.
- Management of Breast Cancer Screening issues.
- Pharmaceuticals procurement.
- Financial Framework for the Integrated Care System 2018/19.
- Review of the Jessop Wing Birthing Pools scheme.
- Making It Better Workstreams including Excellent Emergency Care, Seamless Surgery and Outstanding Outpatients.
- Evaluation of 2017/18 Winter issues and performance.
- Development of the 2018/19 Winter Plan.
- Clinical themes from the Waiting Times Performance Overview Group.
- New arrangements for Agency Accounts.
- NHSI Elective Care Expectations.
- Urology coding issues.
- 2019/20 NHS planning arrangements.
- 2019/20 Payment System reform and Tariffs.
- The Trust's Dr Foster Length of Stay position.
- Purchase of the Second Surgical Robot.
- 2017/18 Overseas Visitors Annual Report and analysis to demonstrate the Trust's income position in relation to NHSI benchmarking data.
- Hadfield Wing issues related to the PFI contract, development of rectification plans and operational consequences of the ward closures.
- The Modular Wards business case.
- Brexit planning.
- The Trust's 2019/20 Operating Plan.
- Development of the 2019/20 Financial Plan including the overview, key issues, contract negotiations and Directorate plans.
- Specialty/Directorate Service Line Reporting and Reference Cost positions.
- NHSI Operational Plan/Quarterly Monitoring Return submissions and feedback.
- Actions being taken to address the Directorates with major financial challenges.
- The Trust's Capital Programme.
- The Full Business Case for the NGH Theatres Upgrade.

2.4 The Committee undertook its role by receiving and questioning papers and presentations; discussion of key issues; seeking of assurance; making suggestions and recommendations where appropriate; and drawing significant issues to the attention of the Board of Directors.

3. 2018/19 Attendance at Finance & Performance Committee Meetings (April 2018-March 2019)

Member	Meetings Attended
Tony Buckham	9/11
Andrew Cash	3/4
Anne Gibbs	8/11
Michael Harper	6/6
Kirsten Major	7/11
Dawn Moore	4/5
Tony Pedder	8/11
Neil Priestley	11/11
Martin Temple	11/11

4. Work Plan for 2019/20

4.1 The work for 2019/20 will be similar to the work undertaken in 2018/19. A work plan has been produced and is attached.

4.2 The Committee will consider issues at Trust level but will also seek assurance that performance at individual Directorate level is satisfactory and issues are being addressed.

4.3 The Committees will continue to monitor the Trust's input to, and implications from, the South Yorkshire and Bassetlaw ICS process and the Sheffield Accountable Care Partnership.

5. Terms of Reference

The Terms of Reference have been updated and are attached for reference.

6. Conclusion

The Finance and Performance Committee has provided an important role in the governance of the Trust and will continue to have a key role in ensuring good financial and operational performance.

Martin Temple
Chair
May 2019

Sheffield Teaching Hospitals NHS
NHS Foundation Trust

TERMS OF REFERENCE

FINANCE AND PERFORMANCE COMMITTEE

1. PURPOSE

1.1 The Finance and Performance Committee is a formal Committee established by the Board of Directors (along with the Healthcare Governance, Human Resources & Organisational Development, Audit and Remuneration Committees).

1.2 The Finance and Performance Committee will interface with the other Board Committees and the Trust Executive Group.

1.3 It will also have particular regard to the work of the Business Planning Team, the Capital Investment Team, the Making It Better Programme and the Chief Executive Efficiency Programme PMO.

2. DUTIES/RESPONSIBILITIES

2.1 On behalf of the Board of Directors, to give detailed consideration to the Trust's financial and performance issues in order to provide the Board with reassurance, information on key issues and clear decision points.

In doing so the Finance and Performance Committee will review and, where necessary, propose action on:

(a) The Trust's financial plans and strategies (revenue, capital and working capital).

(b) The Trust's service plans and performance in delivering service targets.

(c) The Trust's efficiency/productivity plans and processes.

(d) The Trust's in-year financial and service performance, and plans for corrective action.

(e) The content of financial, service and performance reports to the Board.

(f) Other key financial/service initiatives such as the IT Programme, Procurement, etc.

2.2 To give early strategic consideration to significant business cases/capital investment proposals to ensure that they are developed in an appropriate way.

2.3 To consider key financial policies, issues and developments to ensure that they are shaped, developed and implemented in an appropriate way.

2.4 To give early strategic consideration to key service and operational issues and developments.

2.5 To consider financial and performance submissions (plans and in-year monitoring returns) to NHS Improvement and responses; and to ensure that the relationship with NHSI is managed appropriately.

2.6 To oversee the financial, service, performance and governance issues for the Trust in respect of the South Yorkshire and Bassetlaw Integrated Care System and the Sheffield Accountable Care Partnership.

3. ACCOUNTABLE TO

Board of Directors

4. REPORTS TO AND METHOD (INCLUDING MINUTES CIRCULATION)

Provides Minutes of Meetings to the Board of Directors.

Circulation: - Members of the Finance and Performance Committee and Board of Directors

5. MEMBERSHIP - NAME/DESIGNATION/CHAIR OR DEPUTY

- Members

NAME	DESIGNATION	CHAIR/DEPUTY
Tony Buckham	Non-Executive Director	
Anne Gibbs	Director of Strategy & Planning	
Michael Harper	Chief Operating Officer	
Kirsten Major	Chief Executive	
Tony Pedder	Chairman	Deputy
Neil Priestley	Director of Finance	
Martin Temple	Non-Executive Director	Chair

- In attendance

NAME	DESIGNATION
Kate Proudfoot	PA to Director of Finance

- Standing Invitation

NAME	DESIGNATION
Chris Morley (re Infection Control)	Chief Nurse

- Serviced by

NAME	DESIGNATION
Kate Proudfoot	PA to Director of Finance

- Lead Officer (If applicable)

NAME	DESIGNATION
Neil Priestley	Director of Finance

6. QUORUM

Four members, of which at least one must be a Non-Executive Director.

7. MEETING FREQUENCY (MINIMUM IF APPLICABLE)

7.1 The Finance and Performance Committee will meet monthly.

7.2 However, it may have additional ad hoc meetings as required when certain key issues necessitate.

8. DATE TERMS OF REFERENCE WERE APPROVED

13 May 2019

9. REVIEW DATE

Updated yearly as part of the annual report.

10. PROCESS FOR REVIEWING EFFECTIVENESS

The effectiveness of the Committee will be monitored on an annual basis via the following:

- Review of the Terms of Reference
- Review of attendance rate of members
- Production of an Annual Report and Work Plan.

BOARD OF DIRECTORS WORK PLAN 2017/18

FINANCE & PERFORMANCE WORKPLAN - 2019/20

ITEM	MAPPED TO STRATEGIC AIMS (see key below)	EXECUTIVE DIRECTOR LEAD	FINANCE & PERFORMANCE MEETINGS												NOTES
			QUARTER 1			QUARTER 2			QUARTER 3			QUARTER 4			
			Apr	May	Jun	Jul	Aug	Sept	Oct	Nov	Dec	Jan	Feb	Mar	
ANNUAL															
Q1 Monitoring Returns and Commentary	4	NP						X							
Q2 Monitoring Returns and Commentary	4	NP								X					
Q3 Monitoring Returns and Commentary	4	NP											X		
Q4 Monitoring Returns and Commentary	4	NP		X											
Reference Cost Process for Approval	4	NP		X											
Reference Costs	4	NP								X					
Service Line Reporting	4	NP									X				
F&P Annual Report	1, 2, 4	NP		X											
Next Year's Meeting Dates	N/A	NP						X							
Winter Evaluation	1, 2	MH				X									
Winter Plan	1, 2, 4	MH								X					
Review of previous year's Winter Plan	1, 2, 4	MH				X									
Model Hospital Annual Update	1, 2, 3, 4, 5	NP							X						
PERIODIC															
Integrated Risk & Assurance Report (Quarterly)	1, 2, 3, 4, 5	SC		X		X		X			X				
IT Update (Quarterly)	1, 2, 4, 5	DH			X			X			X			X	
MIB Workstream (Quarterly)	1, 2, 3, 4, 5	KM		X				X			X			X	May - EEC also update on Outstanding Outpatients in may/june as per Feb mins
Procurement Update (Quarterly)	4	NP	X			X			X			X			
Capital Programme / 5 Year Plan	4	NP								X				X	
Directorate Plans (Quarterly)	4	NP	X			X			X			X			
A&E Performance (Quarterly)	1, 2	MH		X				X			X			X	
2020/21 Financial / Operational Planning	2, 4	NP/AG								X	X	X	X	X	
Deep dive into a key risk from IRAR	1, 2, 3, 4, 5	Various				X		X	X	X	X	X			
STANDING ITEMS															
Apologies	N/A	N/A	X	X	X	X		X	X	X	X	X	X	X	
Declaration of Interests	N/A	N/A	X	X	X	X		X	X	X	X	X	X	X	
Minutes of previous meeting	N/A	N/A	X	X	X	X		X	X	X	X	X	X	X	
Matters arising	N/A	N/A	X	X	X	X		X	X	X	X	X	X	X	
Any Other Business	N/A	N/A	X	X	X	X		X	X	X	X	X	X	X	
Items for Future Meetings	N/A	N/A	X	X	X	X		X	X	X	X	X	X	X	
Items to be brought to BOD attention	N/A	N/A	X	X	X	X		X	X	X	X	X	X	X	
Date of next meeting	N/A	N/A	X	X	X	X		X	X	X	X	X	X	X	
Current Financial Position - Financial Postion as at … - Financial Plan Update - SYB ICS Monthly Finance Report	4	NP	X	X	X	X		X	X	X	X	X	X	X	
Organisational Performance - Patient Activity to ... - Integrated Performance Report	1, 2, 3, 4, 5	MH	X	X	X	X		X	X	X	X	X	X	X	
AD HOC ITEMS															
Update on Urology coding	4	NP	X												as per Oct 18 minutes
Overseas Visitors Income Annual Report	1, 2, 4	NP			X										
Update on Outstanding Outpatients	1, 2, 3, 4, 5	KM			X										from mins - feb 19
Hadfield	4	NP	X	X	X	X		X	X	X	X	X	X	X	
Brexit Planning	1, 2, 3, 4, 5	MH	X	X	X	X		X	X	X	X	X	X	X	
Observers															

KEY - STRATEGIC AIMS

1 - DELIVER THE BEST CLINICAL OUTCOMES
2 - PROVIDE PATIENT-CENTRED SERVICES
3 - EMPLOY CARING AND CARED FOR STAFF
4 - SPEND PUBLIC MONEY WISELEY
5 - DELIVER EXCELLENT RESEARCH, EDUCATION AND INNOVATION

HEALTHCARE GOVERNANCE COMMITTEE ANNUAL REPORT 2018/2019

1. Introduction

The Healthcare Governance Committee functions as a committee of the Board of Directors. The overall purpose of the Healthcare Governance Committee is to assure the Board of Directors on issues related to quality.

The Healthcare Governance Committee sets the strategic direction in relation to healthcare-related governance and healthcare- related risk management and ensures that there are effective healthcare governance and risk management systems in place across the Trust.

The annual work plan continues to form a major part of the Healthcare Governance Committee's activities to ensure systematic review of all elements of healthcare-related governance.

This report forms part of the monitoring of the functioning of the Healthcare Governance Committee, as outlined in its Terms of Reference (Appendix A).

2. Frequency of Healthcare Governance Committee meetings

11 Healthcare Governance Committee meetings were scheduled for 2018/2019. All of these took place as planned.

3. Healthcare Governance Committee activities: Papers on the annual Work Plan 2018/2019

The annual work plan is included as an appendix to the Terms of Reference.

The Healthcare Governance Committee requested the following additional quarterly update during 2018/19 which now forms part of the work plan:-

Integrated Quality Report	Commenced December 2018

The following reports were removed from the work plan during 2018/19:

Quarterly Complaints and Feedback Report	These reports have been integrated into the new Integrated Quality Report which is now provided to the Healthcare Governance Committee on a quarterly basis. Commenced in December 2018.
Annual Complaints and Feedback Report	
Six-monthly Complaints, Claims and Incidents Report	
Monthly Complaints and Feedback Report	
ERIC	This report has been superseded by Model Hospital

Taking these changes into account, all papers scheduled for April 2018 to March 2019 have been presented to the Healthcare Governance Committee with the exception of the report below:

Integrated Quality Report	Required TEG approval prior to submission to HCGC.
Learning from Deaths	Information awaited from Structured Judgement Review outcomes.
CQC Action Plan (2016)	Outstanding actions from 2016 CQC Action Plan to be integrated with 2018 CQC Action Plan. The first update will be received in May 2019.

4. Healthcare Governance Committee activities: Unscheduled papers

The Healthcare Governance Committee has continued to strengthen and broaden its activities to develop its scope and role in overseeing healthcare governance and ensuring compliance with national standards. In addition to the scheduled papers on the work plan, a number of additional, unscheduled papers have been reviewed by the Healthcare Governance Committee:

April 2018	• CQC (Deep Dive) Action Plan
May	• CQC Action Plan Urgent & Emergency Care • DNACPR Audit Report
June	• Music Licence (for ratification) • Maternity Services Report detailing compliance against the 10 CNST incentive maternity safety action

July	• Hospital Food and Drink Strategy 2018/2021 • Nursing and Midwifery Quality Dashboard
September	• Position paper regarding the plan to introduce the Nurse Associate role to STH
October	• Emergency use of oxygen re-audit 17/18
November	• Deteriorating Patients
December	• Action Planning Review • CQC Action Plan 2018
January 2019	• HSR Network Response
February	• Occupational Health and Safety Audit Report
March	• CQC Action Plan 2018 (Work plans)

In addition to the above papers the Healthcare Governance Committee requested the following care groups/ directorate to attend the Committee during 2018/19 to present an overview of performance and on-going work in their areas:

- Head and Neck
- MSK
- Cardiology

5. Attendance at the Healthcare Governance Committee meetings

All Healthcare Governance Committee meetings for 2018/2019 have been quorate.

The membership of the Healthcare Governance Committee has changed during the course of the year. The Terms of Reference in Appendix A reflect the changes in membership.

Taking these changes into account, all members achieved the minimum 50% attendance rate. Attendance of individual members for the meetings held from April 2018 to March 2019 was as follows:

Member	Attendance rate	Deputy attendance
Ms Annette Laban Non-Executive Director	11/11	
Ms Candace Imison Non-Executive Director (Deputy Chair)	9/11	
Mr Tony Pedder Trust Chair	7/11	
Dr David Throssell Medical Director [last meeting January 2019]	7/9	2/9
Dr David Hughes Medical Director (from 1 Feb 2019)	2/2	
Professor Hilary Chapman Chief Nurse [last meeting July 2018]	3/4	1/4
Karen Jessop Deputy Chief Nurse [One meeting in September as Interim Chief Nurse]	1/1	-
Chris Morley Chief Nurse (from 1 October 2018)	5/6	1/6
Mrs Sandi Carman Assistant Chief Executive	7/11	2/11
Mrs Sue Butler Head of Patient & Healthcare Governance	11/11	-
Mr Paul Buckley Deputy Director of Strategy & Planning	8/11	-
Nicola Hartley Operations Director, Human Resources	8/11	3/11

Ms Jane Harriman Deputy Chief Nurse, Sheffield CCG	10/11	-
Mrs Diane Hallett DAC Beachcroft	8/11	2/11
Professor Chris Newman Non-Executive Director	7/11	-
Standing invitation	**Attendance rate**	**Deputy attendance**
Kirsten Major Interim Chief Executive	4/6	-
Kirsten Major Chief Executive	1/1	-

6. Revised Terms of Reference for 2019/2020

The draft revised Terms of Reference for 2019/2020 are attached in Appendix A for approval.

7. Proposed Work Plan for 2019/2020

The work plan for 2019/2020 has been amended to reflect the new reports requested by the Healthcare Governance Committee during the course of the year (see section 3).

The work plan continues to ensure appropriate reporting to the Healthcare Governance Committee in relation to the nine risks within the Integrated Risk and Assurance Report which are allocated to this Committee. The nine risks and their associated reports are summarised in the table below:

Risk	Reports received by the Committee	Frequency
Nurse staffing	Nursing and Midwifery Staffing Update Nursing and Midwifery Review	Monthly Quarterly
Under delivery of planned maintenance and refurbishment of wards	The Committee does not receive reports specifically in relation to this risk, however this has been discussed by the Committee in the context of ward decants and closures.	
Healthcare associated infection	Infection Prevention and Control Update Infection Prevention and Control Report Annual IPC Report	Monthly Quarterly Annually
Midwifery staffing	Nursing and Midwifery Staffing Update Nursing and Midwifery Review National Maternity Exception Report	Monthly Quarterly Quarterly
Medicines management	Medicines Management Therapeutic Committee Report Medicines Safety Report Report of Safe and Effective Management of Controlled Drugs	Annual Annual Annual
Asbestos management	Premises Assurance Model	Annual
Care of patients with mental health needs in an acute setting	Mental Health Report	Annual
Care of patients in an inappropriate setting	The Committee does not receive reports specifically in relation to this risk, however this has been discussed at the Committee in the context of medical outliers and patient transfers and discharges.	

Please note that Nursing and Midwifery Staffing are also reported to HR & OD Committee

8. Conclusion

The Healthcare Governance Committee continues to function as a committee to the Board of Directors, overseeing the Trust's arrangements for quality, healthcare-related governance and healthcare-related risk management. The Terms of Reference for 2018/2019 have been fulfilled and the agreed work plan has been completed with the exception of three papers that have been deferred to the next financial year.

The revised Terms of Reference, including the work plan for 2019/2020. are presented for approval and ratification.

Sheffield Teaching Hospitals NHS
NHS Foundation Trust

TERMS OF REFERENCE

HEALTHCARE GOVERNANCE COMMITTEE

1. PURPOSE

- The Healthcare Governance Committee will provide assurance to the Board on the quality of healthcare services.
- The Healthcare Governance Committee will set the strategic direction in relation to healthcare quality, healthcare governance and healthcare risk management.
- The Healthcare Governance Committee will ensure that the Trust has effective systems of healthcare-related quality, healthcare-related governance and healthcare-related risk management across the Trust.

2. DUTIES/RESPONSIBILITIES

- View the work of the Trust's governance committees, including their management of healthcare related risks and issues and response to assurance findings through the receipt of regular written reports or minutes. The frequency of reporting by the Trust's governance committees will be scheduled in a work plan, which will be reviewed and approved at least once a year by the Healthcare Governance Committee. The Trust committees and groups reporting to the Healthcare Governance Committee are included as Appendix 1. The Work Plan detailing the frequency of reports is included as Appendix 2.
- Receive reports of significant incidents, complaints, claims, coroner's inquests or other adverse events to ensure that appropriate action is being taken to manage the event and to prevent recurrence.
- Receive Learning from Deaths Reports and oversee mortality generally through receipt of Mortality Governance Committee minutes and Trust Mortality Reports.
- Receive reports of external visits, accreditations and inspections.
- Receive reports of assurance and/or concern about compliance with Care Quality Commission standards and commission additional pieces of work if these are required to ensure continuing compliance.
- Provide strategic direction and leadership for healthcare governance.
- Monitor directorate healthcare governance arrangements and performance.
- Consider significant service development and business cases with regard to the broader non-financial risks and healthcare related governance issues.

3. ACCOUNTABLE TO

- The Healthcare Governance Committee is a formal committee, established by and accountable to the Trust Board of Directors.
- The Trust Board of Directors will receive copies of the minutes of the Healthcare Governance Committee.
- The Healthcare Governance Committee will interface with the other Trust Board committees (Audit Committee, Finance, Performance & Workforce Committee, Human Resources and Organisational Development Committee) through receipt of minutes at the Board of Director meetings. In addition, Committee Chairs attend meetings of other Trust Board committees periodically. The Healthcare Governance Committee may refer specific agenda items and papers

for consideration by the Board of Directors. The Trust Executive Group will have sight of the Healthcare Governance Committee papers.

- It is recognised that each of the Trust Board committees has some responsibility for risk. The remit of the Healthcare Governance Committee is to ensure that the risks associated with the operational management of healthcare are adequately managed. The role of the Audit Committee is to oversee the risks to the achievement of all the organisation's objectives including those risks associated with the operational management of healthcare. As such the Healthcare Governance Committee will refer significant operational risks to the Audit Committee for further analysis, via the Chair of the Healthcare Governance Committee who is also a member of the Audit Committee.

4. REPORTS TO AND METHOD (INCLUDING MINUTES CIRCULATION)

The Committee reports to the Board of Directors through minutes of Healthcare Governance Committee meetings; summary reports including a summary report in the Integrated Performance Report which is presented at each Board meeting; papers of particular significance; and an annual performance review report.

Circulation of minutes

Committee membership and Board of Directors

5. MEMBERSHIP – NAME/DESIGNATION/CHAIR OR DEPUTY

Members

NAME	DESIGNATION	CHAIR/DEPUTY
Ms Annette Laban	Non-Executive Director	Chair
Ms Candace Imison	Non-Executive Director	Deputy Chair
Mr Tony Pedder	Trust Chair	
Ms Kirsten Major	Chief Executive	
Dr David Hughes	Medical Director	Deputy Medical Director
Mr Chris Morley	Chief Nurse	Deputy Chief Nurse
Mrs Sandi Carman	Assistant Chief Executive	Assurance Manager
Ms Nicola Hartley	HR Operations Director	
Mr Paul Buckley	Deputy Director of Strategy and Planning	
Mrs Sue Butler	Head of Patient and Healthcare Governance	
Professor Chris Newman	Non-Executive Director	

In attendance

NAME	DESIGNATION
Miss Jane Harriman	Head of Quality, Sheffield Clinical Commissioning Group
Ms Diane Hallatt	DAC Beachcroft Solicitors

Serviced by

NAME	DESIGNATION
Mrs Hannah Constantine-Smith	Compliance Manager
Mrs Jenny Price	PA to Head of Patient and Healthcare Governance

Lead Officer

NAME	DESIGNATION
Mrs Sue Butler	Head of Patient and Healthcare Governance

6. QUORUM

A quorum shall be five members, at least one of whom should be a Non-Executive Director

7. MEETING FREQUENCY AND PROCEDURES

Meetings will normally be held once a month, excluding August

Meetings will be scheduled for two hours and fifteen minutes.

Agendas and papers will be prepared and circulated one week in advance of the meeting.

Papers for submission to the Healthcare Governance Committee will be supported by a covering sheet explaining the purpose of the paper.

8. DATE TERMS OF REFERENCE WERE APPROVED

April 2019

9. REVIEW DATE

April 2020

10. PROCESS FOR REVIEWING EFFECTIVENESS

To ensure that the Healthcare Governance Committee is effective the following actions will be undertaken and included in a report to the Board of Directors at least once a year:

- Review the Terms of Reference and audit compliance, including attendance
- Audit of compliance with the annual work programme

Healthcare Governance Meetings

- Asbestos Management Group
- Clinical Effectiveness Committee
  - Audit Leads Network Group
  - Mortality Steering Group
  - NICE Implementation Steering Group
- Deteriorating Patient Committee
- Emergency Preparedness Operational Group
  - Brexit Preparedness Task and Finish Group
- End of Life Strategy Group
- Haematology Clinical Chemotherapy Services Group
- Hospital Transfusion Committee
  - Blood User Group (Central)
  - Blood User Group (Jessops)
  - Blood User Group (NGH)
  - Hospital Transfusion Team
- Infection Prevention and Control Committee
- Information Governance Committee
  - Data Quality Steering Group
- Medical Devices Management Group (clinical/governance)
- Medicines Management and Therapeutic Committee
  - Antimicrobial Therapy Team
  - Clinical Gases Committee
  - Haematology Clinical Chemotherapy Service Group
  - Immunoglobulin Assessment Panel
  - Medical Gases Committee
  - Medicines Safety Committee
- Mental Health Committee
- Mortality Governance Committee
- Occupational Safety and Risk Management Committee
  - Mandatory Training Topic Experts Group
    - Mandatory Training Leads Group
  - Medical Sharps Group
  - Personal Injury Claims Review Group
  - Risk Validation Group
  - Trust Fire Safety Liaison Group
  - Violence and Aggression Working Group
- Patient Experience Committee
- Patient Pathway Process Working Group
- Patient Record Committee
- Patient Safety and Risk Committee
  - Cardiac Steering Group
  - Claims and Inquests Committee
  - Datix User Group
  - Safety Improvement Group
  - Strategic Falls Group
- Quality Board
- Radiation Safety Steering Group
  - Radiation Safety Sub Group
- Readmission Review Group
- Resuscitation Committee
- Safeguarding Committee
- Serious Incident Group
- Thrombosis Committee
- Trust Controlled Documents Group
  - TCD Innovation Group
- Water Quality Steering Group
  - Water Quality Control Team

Appendix 2

ITEM	MAPPED TO STRATEGIC AIMS (see key below)	EXECUTIVE DIRECTOR LEAD	BOARD OF DIRECTORS' MEETINGS											
			QUARTER 1			QUARTER 2			QUARTER 3			QUARTER 4		
			Apr	May	Jun	Jul	Aug	Sept	Oct	Nov	Dec	Jan	Feb	Mar
ANNUAL														
HCGC Terms of Reference & Annual Report and Work Plan	All	DH	X											
Final Draft Quality Report	1,2, 3, 5	DH	X											
Information Governance	3,4,5	DH		X										
SIRO	3,4,5	DH		X										
Emergency Preparedness	1,2,3	MH	X											
Research Governance	1,5	DH	X											
Health and Safety Report	2,3,4,5	DH	X											
NCEPOD	1,2,4	DH	X											
Nutrition Steering Group Update	1,2,5	DH		X										
Medical Equipment Management	1,4,5	DH		X										
NICE	1,2,4	DH		X			N							
Mental Health	1,2	DH			X		O							
Cancer Services Report	1,2,4,5	AG			X									
TCAP Programme	1,2,4	DH			X		M							
Healthcare Records Committee	1,2,4,5	DH				X	E							
Resuscitation Annual Report	1,2,5	DH				X	E							
Organ Donation Report	1,2,4	DH				X	T							
Clinical Effectiveness Annual Report	1,2,4	DH				X	I							
Quality Report Timetable	1,2,3,5	DH					N	X						
Water Quality Report	1,2,3,4	CPM					G		X					
Medicines Management Theraputic Committee	1,2,4,5	DH						X						
Medicines Safety Report	1,4	DH			X		I							
Safeguarding Children and Adults (including learning disabilities)	1,2,3,4,5	CPM					N		X					
PROMS	1,2,4	DH					A		X					
Mid Year Position TCAP	1,2,4	DH					U			X				
e-CAT	1,2,3,4,5	CPM					G			X				
Medical Gases	1,2,4	DH					U			X				
Security	1,2,3,4	CPM					S			X				
Radiation Update	2,3	DH					T			X				
Hospital Transfusion Committee Report	2,3,4	DH										X		
Report of Safe & Effective Management of Controlled Drugs	1,2,4	DH										X		
Fire Safety	2,3,4	CPM										X		
Thrombosis Committee Update	1,2,3,4,5	DH										X		
Quality Report Objectives	1,2,3,5	DH											X	
Decontamination	1,2,3,4	MH											X	
Moving and Handling	1,2,3,4,5	DP											X	
Patient Transfers and Discharge Communication	1,2,3,4	MH											X	
Premises Assurance Model (PAMS)	2,3,4	CPM												X
Infection & Prevention Annual Report	1,2,4,	CPM												X
Dementia CQUIN	2,4	DH												X

ITEM	MAPPED TO STRATEGIC AIMS (see key below)	EXECUTIVE DIRECTOR LEAD	BOARD OF DIRECTORS' MEETINGS											
			QUARTER 1			QUARTER 2			QUARTER 3			QUARTER 4		
			Apr	May	Jun	Jul	Aug	Sept	Oct	Nov	Dec	Jan	Feb	Mar
PERIODIC														
CQC Action Plan	1,2,3	DH		X				X		X			X	
CQC Insight Report	1,2,3	DH			X				X		X			X
Integrated Risk and Assurance Report	1,2,3,4,5	SC				X			X			X		
Integrated Quality Report	1,2	DH			X			X			X			X
Quarterly Resuscitation Trolley Audits	1,2	DH	X			X			X			X		
Quarterly External Visits, Accreditations & Inspections	1,2,5	DH			X			X			X			X
Quarterly Hospital Mortality Reports	1,2,4	DH			X			X			X			X
Learning from Deaths	1,2.3	DH			X			X			X			X
National Maternity Report	1,2.4.5	CPM				X								
Quarterly Infection, Prevention & Control Update	1,2.4	CPM			X	X				X			X	
Quarterly Infection, Prevention & Control Programme	1,2.4	CPM				X				X			X	
Staff, Student & Public Incidents, Public & Employers Liabilities Insurance Claims	2.3.4	DH						X						X
STANDING ITEMS														
Care Quality Commission (CQC) Compliance	1,2.3	DH	X	X	X	X		X	X	X	X	X	X	X
Serious Incidents and Never Events	1,2	DH	X	X	X	X		X	X	X	X	X	X	X
Minutes of Occupational Safety and Risk Committee			X	X	X	X		X	X	X	X	X	X	X
Minutes of Patient Safety and Risk committee			X	X	X	X		X	X	X	X	X	X	X
Minutes of the Patient Experience Committee			X	X	X	X		X	X	X	X	X	X	X
Minutes of the Information Governance Committee			X		X				X		X			
Minutes of the Mortality Governance Committee			X	X	X	X		X	X	X	X	X	X	X
Apologies														
Feedback from the Board														
Items to be forwarded to the Board														
Declaration of Interests														
Minutes of previous meeting														
Items to Note														
Date of Next Meeting														

NO MEETING IN AUGUST

KEY - STRATEGIC AIMS

1- DELIVER THE BEST CLINICAL OUTCOMES
2 - PROVIDE PATIENT-CENTRED SERVICES
3 - EMPLOY CARING AND CARED FOR STAFF
4 - SPEND PUBLIC MONEY WISELEY
5 - DELIVER EXCELLENT RESEARCH, EDUCATION AND INNOVATION

KEY -

MH -MICHAEL HARPER, CHIEF OPERATING OFFICER
DH - DAVID HUGHES, MEDICAL DIRECTOR
CPM - CHRIS MORLEY, CHIEF NURSE
SC - SANDI CARMAN, ASSISTANT CHIEF EXECUTIVE
AG- ANNE GIBBS, DIRECTOR OF STRATEGY AND

HR & OD COMMITTEE ANNUAL REPORT 2018/2019

1. Introduction

The HR & OD Committee functions as a committee of the Board of Directors, providing assurance to the Board that the HR & OD Strategy is being implemented effectively and supports the corporate aims of the Trust.

The annual work plan continues to form a major part of the Committee's activities to ensure a systematic review of all elements relating to the workforce is undertaken.

This report forms part of the monitoring of the functioning of the HR & OD Committee, as outlined in its Terms of Reference (Appendix A).

2. Frequency of Committee meetings

11 Committee meetings were scheduled for 2018/2019. All of these took place as planned.

3. Committee activities: Papers on the annual Work Plan 2018-2019

The annual work plan is included as an appendix to the Terms of Reference.

The Committee requested the following items now form part of the work plan:-

- Each months' agenda would include a deep dive on one People Strategy workstream.
- Annual Update - Gender Pay
- Annual Multi-Professional Self Assessment Report & HEE Quality Management of MEC Report
- "WRES Data and Action Plan" has now been replaced by an umbrella title of "EDI Employee Data" which will include WRES, WDES & GPG data.

The following items would now be taken off the annual Work Plan:

- IR35
- Occupational Therapist Update
- Staff Physiotherapy Service
- EPS Annual Report

4. Committee activities: Unscheduled papers

The Committee has continued to strengthen and broaden its activities to develop its scope and role in overseeing the HR Strategy and ensuring compliance with national standards. In addition to the scheduled papers on the work plan, a number of additional, unscheduled papers have been reviewed by the Committee:

April 2018	• Apprenticeship Levy Update • Gender Pay Gap
May 2018	• People Strategy • Medical & Dental Appraisal Policy

June 2018	• People Strategy
	  ○ Workforce Re-design, Innovation and Planning,
	  ○ Talent Mtg 3) People Strategy Update
	• Prevent Training Data

July 2018	• Graduate Management Trainees Update • Electronic Appraisals • Update on the Midwifery Workforce – May 2018
September 2018	• Position paper regarding the plan to introduce the Nursing Associate role to STH • Update on DWP/Step into Health • N&M Quality Dashboard
October 2018	• EDI Governance Arrangements • Update on Psychological Services
November 2018	• Junior Doctors Improvement • People Strategy - Overarching People Strategy
February 2019	• Employee Assistance Programme Update
March 2019	• Nursery - options appraisal for the viability of the nursery

5. Attendance at Committee meetings

All HR & OD Committee meetings for 2018/2019 have been quorate.

The membership of the Committee has changed during the course of the year. The Terms of Reference reflect the changes in membership.

Attendance of individual members for the meetings held from April 2018 – March 2019 is as follows:

Member	Attendance rate	Deputy attendance
Ms Dawn Moore (Chair) Non-Executive Director (up to September 2018)	4/5	-
Tony Buckham (Chair) Non-Executive Director (took over as Chair of the Committee from October 2018)	9/11	-
Mr Tony Pedder (Vice Chair) Trust Chair	8/11	-
Mr Martin Temple Non-Executive Director	9/11	-
Sir Andrew Cash Chief Executive (up to July 2018)	1/4	-
Kirsten Major Chief Executive (from August 2018)	3/7	-
Professor Hilary Chapman Chief Nurse (up to July 2018)	3/4	1/4
Ms Karen Jessop Interim Chief Nurse (between August – September 2018)	1/1	-
Mr Chris Morley Chief Nurse (from October 2018)	5/6	1/6
Mr Andrew Gibson Deputy Medical Director (up to January 2019)	6/9	3/9
Dr David Hughes Medical Director (from February 2019)	2/2	-
Mr Mark Gwilliam Director of HR & Staff Development	9/11	2/11
Mrs Julie Phelan Communications & Marketing Director	7/11	-
Ms Paula Ward Organisational Development Director	10/11	-

6. Revised Terms of Reference for 2019/2020

The draft revised Terms of Reference for 2019/2020 attached for approval.

7. Proposed Work Plan for 2019/2020

The Work Plan for 2019/2020 has been amended to reflect the new reports requested by the Committee during the course of the year (see section 3).

8. Conclusion

The HR & OD Committee continues to provide an important role in the governance of the Trust and will have a key role in ensuring continued good performance in operational delivery and workforce management. The Terms of Reference for 2018-2019 have been fulfilled and the agreed work plan has been completed.

The revised Terms of Reference and Annual Work Plan for 2019/2020 are presented for approval and ratification.

Sheffield Teaching Hospitals NHS
NHS Foundation Trust

TERMS OF REFERENCE

HUMAN RESOURCES AND ORGANISATIONAL DEVELOPMENT COMMITTEE

1. PURPOSE

To provide assurance to the Board that the Human Resource and Organisational Development strategy supports the corporate aims of the Trust and that the strategy is being implemented with appropriate results.

The Human Resources and Organisational Development Committee is a formal committee established by the Board of Directors. The committee is a non-executive committee and has no executive powers other than those specifically delegated in these terms of reference.

2. DUTIES/RESPONSIBILITIES

On behalf of the Board of Directors the Committee will:

- Take a strategic overview of Human Resource and Organisational Development practice within the Trust with particular reference to the aim of employing caring and cared for staff of the Trusts' corporate strategy.
- Review and monitor progress against the NHS National Staff Survey with a particular focus on Staff Engagement and Health and Wellbeing.
- Provide assurance to the Board of the effective use of its Human Resource through workforce planning and re-design strategies, succession planning and the monitoring of pay costs (including agency spend/usage).
- Review and monitor workforce information, identify and monitor any management interventions / actions that may be required.
- Provide assurance to the Board that the Human Resource policies are fit for purpose and support the Trusts' corporate aims and objectives.
- Commission and monitor specific pieces of work which the Human Resource and Organisational Development Committee deem necessary in order to provide assurance to the Board.
- Approve, monitor and support Human Resources and Organisational Development matters in relation to external partners including partnership development, e.g. the Working Together Vanguard Partnership.
- Review the Integrated Risk and Assurance Report (IRAR) for risks associated with the work of the Committee and report any risks and assurances to the Audit Committee or Board.
- Ensuring the Trust has effective systems in place for raising concerns at work

3. ACCOUNTABLE TO

Board of Directors

4. REPORTS TO AND METHOD (INCLUDING MINUTES CIRCULATION)

The minutes of the meetings of the Human Resources and Organisational Development meeting will be formally recorded and submitted to the Board of Directors.

Circulation to members of the Human Resources and Organisational Development meeting and Board of Directors.

5. MEMBERSHIP - NAME/DESIGNATION/CHAIR OR DEPUTY

- Members

NAME	DESIGNATION	CHAIR/DEPUTY
Tony Buckham	Non-Executive Director	Chair
Kirsten Major	Chief Executive Officer	
Chris Morley	Chief Nurse	
Andrew Gibson	Deputy Medical Director	
Mark Gwilliam	Director of Human Resources & Staff Development	
Tony Pedder	Chairman	Deputy
Julie Phelan	Communications & Marketing Director	
Martin Temple	Non-Executive Director	
Paula Ward	Organisational Development Director	

Members of the Human Resources and Organisational Development Committee should ensure that an appropriate deputy attends the meeting on their behalf if they are unable to attend in person.

- Serviced by

NAME	DESIGNATION
Miss J Spotswood	PA to the Director of Human Resources & Staff Development

- Lead Officer (If applicable)

NAME	DESIGNATION
Mr M Gwilliam	Director of Human Resources & Staff Development

6. QUORUM

Four members, which consist of at least one Non-Executive Director and one Executive Director.

7. MEETING FREQUENCY (MINIMUM IF APPLICABLE)

7.1 The Human Resources and Organisational Development Committee will meet monthly, with the exception of August where there is no meeting during that month. The Committee may have additional ad hoc meetings as required when certain key issues necessitate.

7.2 The routine meetings will normally take place on the Monday (morning) 2 weeks before the monthly Board of Directors meeting.

8. DATE TERMS OF REFERENCE WERE APPROVED

April 2019.

9. REVIEW DATE

April 2020.

10. PROCESS FOR REVIEWING EFFECTIVENESS

The effectiveness of the meeting will be monitored on an annual basis via the following:

- Review of the Terms of Reference
- Review of attendance rate of members
- Production of an Annual Report and Work Plan.

April 2019

Appendix B

ITEM	MAPPED TO STRATEGIC AIMS (see key below)	ACTION LEAD	HR & OD COMMITTEE											
			QUARTER 1			QUARTER 2			QUARTER 3			QUARTER 4		
			Apr	May	Jun	Jul	Aug	Sept	Oct	Nov	Dec	Jan	Feb	Mar
ANNUAL							NO MEETING IN AUGUST							
Raw Data - STH Survey Results	3	MG											x	
Benchmark Staff Survey Results	3	MG												x
Staff Engagement Action Plan	3	MG				x								
Board Annual Medical Appraisal Report	1,2,3	DH						x						
Review HR & OD Committee Terms of Reference, Work Plan and Annual Report	1,2,3,4,5	MG	x											
Agency Annual Report	1,2,3,4	MG						x						
Gender Pay Gap	3,5	MG	x											
Managing Attendance Annual Report	1,3,4,5	MG			x									
Freedom to Speak Up Annual Report	3	MG		x										
Annual Multi-Professional Self-Assessment Report & HEE Quality Management of Medical Education Report	1,3,5	DH								x				
Guardian of Safe Working Hours Annual Report	1,2,3,4	GV	x											
Annual Moving and Handling Report	1,2,3,4,5	MG											x	
Next Year Meeting Dates		MG						x						
PERIODIC														
Guardian of Safe Working Hours	1,2,3,4	GV				x			x			x		
People Strategy - Team Work and Leadership/Talent Management & Development	3,5	PW		x										
People Strategy - Attraction, Recruitment and Retention	2,3,5	MG		x									x	
People Strategy - Promoting and Valuing Difference	3,5	PW			x									
People Strategy - Training for the Future	3,5	MG				x								
People Strategy - Helping Me to do my Job Productively	3,4	PW						x						
People Strategy - Reward and Recognition	3	MG							x					
People Strategy - Culture, Improvement and Engagement	3,5	PW								x				
People Strategy - Promoting Wellbeing	1,3,4,5	MG									x			
People Strategy - Workforce Re-design, Innovation and Planning	1,2,3,4,5	PW										x		
Integrated Risk and Assurance Report	1,2,3,4,5	MG		x		x		x			x		x	
Flu Uptake Update	1,2,3,4	MG							x	x	x	x	x	
Freedom to Speak Up Report	3	MG						x		x			x	
Doctors in Training Update	1,2,3,4,5	PW		x										
EDI Employee Data (WRES, WDES, GPG) (Dates to be determned)	3,5	PW												
STANDING ITEMS														
Apologies		TB	x	x	x	x		x	x	x	x	x	x	x
Declarations of Interest		TB	x	x	x	x		x	x	x	x	x	x	x
Minutes of Previous Meeting		TB	x	x	x	x		x	x	x	x	x	x	x
Update on Nursing Workforce	1,2,3,4	CM	x	x	x	x		x	x	x	x	x	x	x
Medical Appraisal Update	1,2,3	DH	x	x	x	x		x	x	x	x	x	x	x
Managing Attendance Update	1,3,4,5	MG	x	x	x	x		x	x	x	x	x	x	x
HR KPI Report	1,2,3,4,5	MG	x	x	x	x		x	x	x	x	x	x	x
Agency Report	1,2,3,4	MG	x	x	x	x		x	x	x	x	x	x	x
Items to Note		TB	x	x	x	x		x	x	x	x	x	x	x
Items to be Highlighted to the Board of Directors		TB	x	x	x	x		x	x	x	x	x	x	x
Date of Next Meeting		TB	x	x	x	x		x	x	x	x	x	x	x

KEY - STRATEGIC AIMS

1 - DELIVER THE BEST CLINICAL OUTCOMES
2 - PROVIDE PATIENT-CENTRED SERVICES
3 - EMPLOY CARING AND CARED FOR STAFF
4 - SPEND PUBLIC MONEY WISELEY
5 - DELIVER EXCELLENT RESEARCH, EDUCATION AND INNOVATION

KEY -

DH - DAVID HUGHES, MEDICAL DIRECTOR
TB - TONY BUCKHAM, NON EXECUTIVE DIRECTOR
GV - GUY VEALL, CONSULTANT ANAESTHETIST
CM - CHRIS MORLEY, CHIEF NURSE
MG - MARK GWILLIAM, DIRECTOR OF HUMAN RESOURCES & STAFF DEVELOPMENT
PW - PAULA WARD, ORGANISATIONAL DEVELOPMENT DIRECTOR

ACUTE FEDERATION COMMITTEE IN COMMON

ANNUAL REPORT 2018/19

1. Introduction

The Acute Federation Committee in Common functions as a Committee of the Board. The overall purpose of the Committee is to enable South Yorkshire and Bassetlaw, North Derbyshire and Mid Yorkshire Trusts to work together effectively to deliver collaborative programmes.

This report forms part of the monitoring of the functioning of the Committee in Common as outlined in its Terms of Reference (Appendix A).

2. Frequency of Committee meetings

The Committees in Common were formally established in November 2017. From April 2018 to March 2019, six meetings took place including two with Mental Health Providers. A Workshop also took place on 5 November 2018.

3. Committee Activities

The following matters were covered at the meetings:

- The end of the Vanguard programme and continued legacy and sustainability of the work undertaken through the Integrated Care System workstreams.
- Oversight of the South Yorkshire and Bassetlaw Hospital Services Review.
- Oversight of South Yorkshire and Bassetlaw Integrated Care System governance developments and financial framework.
- Local Health and Care Record exemplar bid.
- Actions following the Provider Workshop held on 5 November and future governance arrangements.
- Workforce Review update and development of Workforce Maturity Index

4. Attendance at Committee meetings

STH member attendance for the meetings held from April 2018 – March 2019 were as follows:

- 9 April 2018: Tony Pedder (Chair), Andrew Cash (Chief Executive)
- 4 June 2018: Annette Laban (NED)
- 2 July 2018: Tony Pedder (Chair), Andrew Cash (Chief Executive)
- 3 December 2018: Tony Pedder (Chair), Kirsten Major (Interim Chief Executive)
- 4 February 2019: Tony Pedder (Chair), Anne Gibbs (Director of Strategy and Operations)
- 4 March 2019: Kirsten Major (Chief Executive)

In attendance: Sandi Carman (Assistant Chief Executive) 5/6 meetings

The meetings held on 4 June 2018 and 4 March 2019 were not quorate, however no formal decisions were taken at those meetings.

5. Conclusion

The Acute Federation Committee in Common continues to function as a Committee to the Board of Directors, overseeing the duties as set out in the agreed Terms of Reference.

Sheffield Teaching Hospitals NHS
NHS Foundation Trust

TERMS OF REFERENCE

FOR A SHEFFIELD TEACHING HOSPITALS NHS FOUNDATION TRUST COMMITTEE OF THE BOARD TO MEET IN COMMON WITH COMMITTEES OF OTHER TRUSTS

1. INTRODUCTION

1.1 Sheffield Teaching Hospitals NHS Foundation Trust (STH) has put in place a governance structure which will enable it to work together with the other Trusts to implement change.

1.2 Each Trust has agreed to establish a committee which shall work in common with the other Acute Federation Partnership Committees in Common (CiC), but which will each take its decisions independently on behalf of its own Trust.

1.3 Each Trust has decided to adopt Terms of Reference in substantially the same form to the other Trusts, except that the membership of each CiC will be different.

1.4 Each Trust has entered into the Joint Working Agreement on 1 November 2017 and agrees to operate its CiC in accordance with the Joint Working Agreement.

1.5 STHs' Board of Directors has agreed to establish and constitute a committee with these Terms of Reference, to be known as the Sheffield Teaching Hospitals CiC. These Terms of Reference set out the membership, remit, responsibilities and reporting arrangements of the Sheffield Teaching Hospitals' CiC.

1.6 The Sheffield Teaching Hospitals CiC shall work co-operatively with the other CiCs and in accordance with the terms of the Joint Working Agreement.

2 DUTIES / RESPONSIBILITIES

2.1 The duties and responsibilities of the Sheffield Teaching Hospitals CiC are to work with the other CiC to:

- provide strategic leadership, oversight and delivery of new models of care through the development of the Acute Federation and its workstreams;
- set the strategic goals for the Acute Federation, defining its on-going role and scope ensuring recommendations are provided to Trusts' Boards for any changes which have a material impact on the Trusts;
- consider different employment models for service line specialities including contractual outcomes and governance arrangements;
- review the key deliverables and hold the Trusts to account for progress against agreed decisions;
- ensure all Managed Clinical Networks or other collaborative forums have clarity of responsibility and accountability and drive progress;
- establish monitoring arrangements to identify the impact on services and review associated risks to ensure identification, appropriate management and mitigation;
- receive and seek advice from the relevant Reference Groups, including Clinical, Finance, Human Resources;
- receive and seek advice from the Accountable and shadow Integrated Care System partners in South Yorkshire and Bassetlaw; West Yorkshire and Derbyshire;
- review and approve any proposals for additional Trusts to join the founding Trusts;

- ensure compliance and due process with regulating authorities regarding service changes;
- oversee the creation of joint ventures or new corporate vehicles where appropriate;
- review and approve the Terms of Reference for the Acute Federation on an annual basis;
- improve the quality of care, safety and the patient experience delivered by the Trusts;
- deliver equality of access to the Trusts service users; and
- ensure the Trusts deliver services which are clinically and financially sustainable.

3 FUNCTIONS OF THE COMMITTEE

3.1 Paragraph 15(2) and (3) of Schedule 7 of the National Health Service Act 2006 allows for any of the functions of a Foundation Trust to be delegated to a committee of directors of the Foundation Trust. [This power is enshrined in paragraph [4.3] of STHFT's constitution].

3.2 The Sheffield Teaching Hospitals CiC shall have the following function: decision making in accordance with Annex 1 to these Terms of Reference.

4 FUNCTIONS RESERVED TO THE BOARD OF THE FOUNDATION TRUST

Any functions not delegated to Sheffield Teaching Hospitals' CiC in paragraph 3 of these Terms of Reference shall be retained by STH's Board of Directors or Council of Governors, as applicable. For the avoidance of doubt, nothing in this paragraph shall fetter the ability of STH to delegate functions to another committee or person.

5 REPORTING REQUIREMENTS

5.1 On receipt of the papers detailed in paragraph 9.1.2, the Sheffield Teaching Hospitals' CiC Members and Trust Executive Group shall consider if it is necessary (and feasible) to forward any of the agenda items or papers to STH's Board of Directors for inclusion on the private agenda of STH's next Board meeting in order that the Board may consider any additional delegations necessary in accordance with Annex 1.

5.2 The Sheffield Teaching Hospitals' CiC shall send the minutes of its meetings to the STH Board of Directors, on a monthly basis, for inclusion on the private agenda of the Board meeting.

5.3 Sheffield Teaching Hospitals' CiC shall provide such reports and communications briefings as requested by STHs' Board of Directors for inclusion on the private agenda of its Board meeting.

6. MEMBERSHIP

- Members

NAME	DESIGNATION	CHAIR/DEPUTY
Tony Pedder	Chairman	Chair
Kirsten Major	Chief Executive	

- Deputies to be nominated when required and to attend as members

NAME	DESIGNATION
Tony Buckham	Non-Executive Director
Candace Imison	Non-Executive Director
Annette Laban	Non-Executive Director
John O'Kane	Non-Executive Director
Chris Newman	Non-Executive Director
Martin Temple	Non-Executive Director
Sheilla Wright	Non-Executive Director
Anne Gibbs	Director of Strategy and Planning
Mark Gwilliam	Director of HR
David Hughes	Medical Director
Chris Morley	Chief Nurse
Neil Priestley	Director of Finance

- In attendance

NAME	DESIGNATION
Sandi Carman	Assistant Chief Executive (in capacity as Trust Secretary)

- Serviced by

NAME	DESIGNATION
Acute Federation Programme Office	

- Lead Officer (If applicable)

NAME	DESIGNATION
Sandi Carman	Assistant Chief Executive (in capacity as Trust Secretary)

6.1 Each Sheffield Teaching Hospitals' CiC Member shall nominate a deputy to attend Sheffield Teaching Hospitals' CiC meetings on their behalf when necessary ("Nominated Deputy").

6.2 The Nominated Deputy for the Chair shall be a Non-Executive Director of STH and the Nominated Deputy for the Chief Executive shall be an Executive Director of STH.

6.3 In the absence of the Sheffield Teaching Hospitals' CiC Chair Member and/or the Sheffield Teaching Hospitals' CiC Chief Executive Member, his or her Nominated Deputy shall be entitled to:

- attend Sheffield Teaching Hospitals' CiC's meetings;
- be counted towards the quorum of a meeting of Sheffield Teaching Hospitals' CiC's; and
- exercise Member voting rights,

and when a Nominated Deputy is attending a Sheffield Teaching Hospitals' CiC meeting, for the purposes of these Terms of Reference, the Nominated Deputy shall be included in the references to "Members".

Non-voting Attendees

6.4 The members of the other CiCs shall have the right to attend the meetings of the Sheffield Teaching Hospitals' CiC.

6.5 The Meeting Lead's Trust Corporate Secretary shall have the right to attend the meeting of Sheffield Teaching Hospitals' CiC to support the provision of governance advice and ensure that the working arrangements comply with the accountability and reporting arrangements of the CiCs.

6.6 The Acute Federation Partnership Medical Director, Programme Director and Clinical Reference Group Chair shall have the right to attend the meetings of Sheffield Teaching Hospitals' CiC.

6.7 Without prejudice to paragraphs 6.4 to 6.6 inclusive, the Meeting Lead may at his or her discretion invite and permit other persons relevant to any agenda item to attend any of the CiCs' meetings, but for the avoidance of doubt, any such persons in attendance at any meeting of the CiCs shall not count towards the quorum or have the right to vote at such meetings.

6.8 The attendees detailed in paragraphs 6.4 to 6.7 inclusive above, may take contributions, through the Meeting Lead, but shall not have any voting rights nor shall they be counted towards the quorum of the meetings of the Sheffield Teaching Hospitals' CiC.

Conflicts of Interest

6.10 Members of the Sheffield Teaching Hospitals' CiC shall comply with the provisions on conflicts of interest contained in the STH Constitution / Standing Orders. For the avoidance of doubt, reference to conflicts of interest in the STH Constitution / Standing Orders also apply to conflicts which may arise in their position as a member of the Sheffield Teaching Hospitals' CiC.

6.11 All members of the Sheffield Teaching Hospitals' CiC shall declare any new interest at the beginning of any Sheffield Teaching Hospitals' CiC meeting and at any point during the meeting if relevant.

7. QUORUM AND VOTING

7.1 Members of the Sheffield Teaching Hospitals' CiC have a responsibility for the operation of the Sheffield Teaching Hospitals' CiC. They will participate in discussion, review evidence and provide objective expert input to the best of their knowledge and ability, and endeavour to reach a collective view.

7.2 Each member of the Sheffield Teaching Hospitals' CiC shall have one vote. The Sheffield Teaching Hospitals' CiC shall reach decisions by consensus of the members present.

7.3 The quorum shall be two (2) members; one (1) Executive Director and one (1) Non-Executive Director.

7.4 If any member is disqualified from voting due to a conflict of interest, they shall not count towards the quorum for the purposes of that agenda item.

8. MEETING FREQUENCY AND PROCEDURES

8.1 Sheffield Teaching Hospitals' CiC meeting to take place on a monthly basis.

8.2 Any Trust CiC Chair may request an extraordinary meeting of the CiC (working in common) on the basis of urgency etc, by informing the Meeting Lead. In the event it is identified that an extraordinary meeting is required the Acute Federation Partnership Programme Office shall give five (5) working days' notice to the Trusts.

8.3 Meetings of the Sheffield Teaching Hospitals' CiC shall be held in private.

8.4 Matters to be dealt with at the meetings of the Sheffield Teaching Hospitals' CiC shall be confidential to the Sheffield Teaching Hospitals' CiC members and their nominated deputies, others in attendance at the meeting and the members of the STH Board.

8.5 STH shall ensure that, except for urgent or unavoidable reasons, Sheffield Teaching Hospitals' CiC members (or their nominated deputy) shall attend Sheffield Teaching Hospitals' CiC meetings (in person) and fully participate in all Sheffield Teaching Hospitals' CiC meetings.

8.6 Subject to paragraph 8.5 above, meetings of the Sheffield Teaching Hospitals' CiC may consist of a conference between members who are not all in one place, but each of whom is able directly or by secure telephonic or video communication (the members having due regard to considerations of confidentiality) to speak to the other or others, and be heard by the other or others simultaneously).

9. ADMINISTRATIVE

9.1 Administrative support for the Sheffield Teaching Hospitals' CiC will be provided by the Acute Federation Partnership Programme Management Office (or such other person as the Trusts may agree in writing). The Acute Federation Partnership Programme Management Office will:

9.1.1 draw up an annual schedule of CiC meeting dates and circulate it to the CiCs.

9.1.2 circulate the agenda and papers three (3) working days prior to CiC meetings; and

9.1.3 take minutes of each Sheffield Teaching Hospitals' CiC meeting and, following approval by the Meeting Lead, circulate them to the Trusts and action notes to all members within ten (10) working dates of the relevant Sheffield Teaching Hospital' CiC meeting.

9.2 The agenda for the Sheffield Teaching Hospitals' CiC meetings shall be determined by the Acute Federation Partnership Programme Director and agreed by the Meeting Lead prior to circulation.

9.3 The Meeting Lead shall be responsible for approval of the first draft set of minutes for circulation to Members and shall work with the Acute Federation Partnership Programme Management Office to agree such within five (5) working days of receipt.

10. DATE TERMS OF REFERENCE WERE APPROVED

19 July 2017 and reviewed 22 May 2018 and 21 May 2019

11. REVIEW DATE

Annually

12. PROCESS FOR REVIEWING EFFECTIVENESS

Review of progress against duties/responsibilities set out above and Annual Report to be submitted to the Sheffield Teaching Hospitals NHS Foundation Trust Board of Directors.

13. REPORTING STRUCTURE

No other groups report to this Committee.

14. GLOSSARY

In this terms of reference, the following words bear the following meanings:

Acute Federation	The federation formed by the Trusts to provide strategic leadership and oversight of the delivery of the Partnership;
Acute Federation Partnership Programme Management Office	Administrative infrastructure supporting the Acute Federation Partnership;
CiCs	The committees established by each of the Trusts to work alongside the committees established by the other Trusts and "CiC" shall be interpreted accordingly;
"Joint Working Agreement" or "JWA"	The agreement signed by each of the Trusts in relation to their joint working and the operation of the Sheffield Teaching Hospitals CiC together with the CiCs;
Meeting Lead	The CiC Member nominated (from time to time) in accordance with paragraph 7.6 of these Terms of Reference, to preside over and run the CiC meetings when they meet in common;
Member	A person nominated as a member of a CiC in accordance with their Trust's Terms of Reference, and Members shall be interpreted accordingly;

Sheffield Teaching Hospitals/STH	Sheffield Teaching Hospitals NHS Foundation Trust
Sheffield Teaching Hospitals Committees in Common (CiC)	The committee established by Sheffield Teaching Hospitals, pursuant to these Terms of Reference, to work alongside the other CiCs in accordance with these Terms of Reference;
Sheffield Teaching Hospitals CiC Chair	The Sheffield Teaching Hospitals CiC Member nominated (in accordance with paragraph 7.5 of these terms of reference) to chair the Sheffield Teaching Hospitals CiC meetings;
SY&B STP	South Yorkshire & Bassetlaw Sustainability and Transformation Plan;
Trusts	Barnsley NHS Foundation Trust Chesterfield Royal Hospital NHS Foundation Trust Doncaster and Bassetlaw Teaching Hospitals NHS Foundation Trust Sheffield Children's NHS Foundation Trust Sheffield Teaching Hospitals NHS Foundation Trust The Mid Yorkshire Hospitals NHS Trust The Rotherham NHS Foundation Trust "**Trust**" shall be interpreted accordingly;
Working Day	A day other than a Saturday, Sunday or public holiday in England;

Decisions of Sheffield Teaching Hospitals CIC

The Board of each Trust within the Acute Federation Partnership remains a sovereign entity and will be sighted on any proposals for service change and all proposals with strategic impact.

Subject to Sheffield Teaching Hospitals CIC's Scheme of Delegation, the matters or type of matters, that are fully delegated to the Sheffield Teaching Hospitals CIC to decide are set out in the table below.

If it is intended that the CICs are to discuss a proposal or matter which is outside the decisions delegated to the Sheffield Teaching Hospitals CIC, where at all practical, each proposal will be discussed by the Board of each Trust prior to the Sheffield Teaching Hospitals CIC meeting with a view to Sheffield Teaching Hospitals CIC requesting individual delegated authority to take action and make decisions (within a set of parameters agreed by Sheffield Teaching Hospital's Board). Any proposals discussed at the Sheffield Teaching Hospitals CIC meeting outside of these parameters would come back before the Sheffield Teaching Hospital's Board.

References in the table below to the **"Services"** refer to the services that form part of the joint working between the Trusts and may include both back office and clinical services.

	Decisions delegated to Sheffield Teaching Hospitals CIC
1.	Providing overall strategic oversight and direction to the development of the Acute Federation Partnership programme ensuring alignment of all Trusts to the vision and strategy.
2.	Promoting and encouraging commitment to the key principles.
3.	Seeking to determine or resolve any matters referred to it by the Acute Federation Programme Office or any individual Trust.
4.	Reviewing the key deliverables and ensuring adherence with the required timescales including; determining responsibilities within workstreams; receiving assurance that workstreams have been subject to robust quality impact assessments; reviewing the risks associated in terms of the impact to the Acute Federation Partnership Programme and recommending remedial and mitigating actions across the system.
5.	Formulating, agreeing and implementing strategies for delivery of the Acute Federation Partnership Programme.
6.	In relation to the Services preparing business cases;
7.	Provision of staffing and support and sharing of staffing information in relation to the Services.
8.	Decisions to support service reconfiguration (pre-consultation, consultation and implementation), including but not limited to: a. Provision of financial information; b. Communications with staff and the public and other wider engagement with stakeholders; c. Support in relation to capital and financial cases to be prepared and submitted to national bodies; including NHS England / NHS Improvement; d. Provision of clinical data, including in relation to patient outcomes, patient access and patient flows; e. Support in relation to any competition assessment; f. Provision of staffing support; and g. Provision of other support.
9.	Decisions relating to information flows and clinical pathways outside of the reconfiguration, including but not limited to:

	a. Redesign of clinical rotas; b. Provision of clinical data, including in relation to patient outcomes, patient access and patient flows; and c. Developing and improving information recording and information flows (clinical or otherwise).
10.	Planning, preparing and setting up joint venture arrangements for the Services including but not limited to: a. Preparing joint venture documentation and ancillary agreements for final signature; b. Evaluating and taking preparatory steps in relation to shared staffing models between the Trusts; c. Carrying out an analysis of the implications of TUPE on the joint arrangements; d. Engaging staff and providing such information as is necessary to meet each employer's statutory requirements; e. Undergoing soft market testing and managing procurement exercises; f. Aligning the terms of and/or terminating relevant third party supply contracts which are material to the delivery of the Services; and g. Amendments to joint venture agreements for the Services.
11.	Services investment and disinvestment as agreed within Trust Board parameters and delegated authority.
12.	Reviewing and approving the Terms of Reference and Joint Working Agreement of the CiC on an annual basis.