

## Executive Summary

### Report to the Board of Directors

Being Held on 26 July 2022

<b>Subject</b>	Board Committee Annual Reports including Terms of Reference and Workplans Board of Directors Workplan and Terms of Reference Trust Executive Group Terms of Reference
<b>Supporting TEG Member</b>	Sandi Carman, Assistant Chief Executive
<b>Author</b>	Rachael Winterbottom, Business Manager Chief Executive Office
<b>Status<sup>1</sup></b>	A*

## PURPOSE OF THE REPORT

1. To formally report to the Board of Directors the work of each Board Committee during 2021/22, to demonstrate that the committees of the Board have discharged their responsibilities as outlined within their Terms of Reference.
2. To seek the Board's approval of the following documents for 2022/23.
  - [Board Committee workplans and Terms of Reference](#)
  - The Board of Directors' [workplan](#) and [Terms of Reference](#)
  - [The Trust Executive Group Terms of Reference](#)

## KEY POINTS

### Committee Annual Reports

Each annual report details the following information:

- Attendance at meetings
- Committee activities in 2021/22
- The process for the review of the Committee's effectiveness in 2021/22
- An assessment of performance against the Committee's 2021/22 objectives
- Committee objectives for 2022/23

Committees' workplans for 2022/23 and Terms of Reference are appended to each Annual Report and have been presented to each Committee for agreement ahead of submission to the Board of Directors for approval.

The full suite of Board Committee Annual Reports was reviewed by the Trust Executive Group on 18 May 2022 and by the Audit Committee on 13 June 2022. Considering the overall effectiveness of the Board Committees there are no material / significant matters of concern to bring to the attention of the Board of Directors.

### Board of Directors Workplan and Terms of Reference

- The Trust uses an annual workplan to inform the development of its Board of Directors' meeting agendas.
- Items featured on the workplan are routine reports which form part of the Board's annual cycle of business.
- In addition to the items listed on the workplan, Board agendas will be shaped in year to reflect national and local issues from a strategic, quality, performance and assurance perspective.

- Scheduling of items on the updated Board workplan is largely based on the previous year's scheduling. In the interests of openness and transparency matters will be discussed in public unless there is a clear justification why a matter should be considered in private.
- In line with the previously agreed review date, a review and refresh of the Board of Directors' Terms of Reference has been undertaken by the Assistant Chief Executive.

### Trust Executive Group Terms of Reference

- A review of the Trust Executive Group Terms of Reference has been undertaken by the Assistant Chief Executive. No material amendments have been made.
- The Trust Executive Group reviewed and agreed the Trust Executive Group Terms of Reference in May 2022.

## IMPLICATIONS<sup>2</sup>

Aim of the STHFT Corporate Strategy		✓ 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	✓
6	Create a Sustainable Organisation	✓

## RECOMMENDATIONS

The Board of Directors is asked to:

- **RECEIVE** the Board Committee Annual Reports and satisfy itself that these reports provide assurance that the Committees have discharged their responsibilities in 2021/22.
- **APPROVE** the 2022/23 Committee workplans and Terms of Reference
- **APPROVE** the 2022/23 Board of Directors' workplan and Terms of Reference
- **APPROVE** the Trust Executive Group Terms of Reference

## APPROVAL PROCESS

Meeting	Date	Approved Y/N
Trust Executive Group	18/05/2022	Y
Audit Committee	13/06/2022	Y
Board of Directors	26/07/2022	

<sup>1</sup> Status: A = Approval  
A\* = Approval & Requiring Board Approval  
D = Debate  
N = Note

<sup>2</sup> Against the six aims of the STHFT Corporate Strategy 'Making a Difference – The next Chapter 2022-27'

**Audit Committee**  
**Annual Report 2021/22**

## **1. Introduction**

The Audit Committee functions as a committee of the Board of Directors. The purpose of the Committee is to have 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), to support the achievement of the Trust's objectives.

The purpose of this report is to formally report to the Board of Directors on the work of the Audit Committee during 2021/22 and forms part of the review of effectiveness of the Committee, as outlined in its Terms of Reference.

This report also details the Committee's workplan and objectives for the financial year 2022/23.

## **2. Meetings**

In the period April 2021 to March 2022, five meetings were held on the following dates:

- 24 May 2021
- 13 July 2021
- 12 October 2021
- 11 January 2022
- 8 March 2022

## **3. Attendance at Meetings**

All Audit Committee meetings for 2021/22 have been quorate.

Attendance of individual members for the meetings held from April 2021 to March 2022 was as follows:

<b>Member (Name and Designation)</b>	<b>Attendance Rate</b>
John O'Kane, Non-Executive Director (Chair)	5/5
Rosamond Roughton, Non-Executive Director	5/5
Toni Schwarz, Non-Executive Director	1/5
Shiella Wright, Non-Executive Director	1/5

Other Non-Executive Directors, have during the year had a standing invitation to attend meetings of the Audit Committee.

Meetings of the Audit Committee are attended by senior representatives of the Trust's internal and external auditors, the local counter fraud specialist, as well as the Chief Finance Officer and Assistant Chief Executive. The Chief Executive and the Trust Chair are invited to attend the meeting at which the annual accounts are presented.

The following individuals routinely attended the Audit Committee during 2021/22:

<b>Name and Designation</b>
Matthew Ackroyd, Senior Manager, KPMG (External Audit)
Sandi Carman, Assistant Chief Executive
Claire Croft, Anti-Crime Specialist, 360 Assurance (Internal Audit)
Tim Cutler, Partner, KPMG (External Audit)
Judith Green, Corporate Governance Manager
Leanne Hawkes, Deputy Director, 360 Assurance (Internal Audit)
Neil Priestley, Chief Finance Officer
Ruth Vernon, Assistant Director, 360 Assurance (Internal Audit)
Julie Wright, Deputy Chief Finance Officer (Financial Accounting)

#### **4. Committee Activities in 2021/22**

In line with the agreed workplan, the Committee considered the following matters with a view to providing assurance to the Board of Directors:

##### **Internal control and risk management**

- Reviewing the Integrated Risk and Assurance Report (IRAR) on behalf of (October 2021) or in advance of presentation to the Board of Directors (July 2021 and January 2022) and overseeing the implementation of IRAR standard operating processes, incorporating a programme of deep-dive reviews through the Board committee structure.
- Receiving to note in March 2022 an update on the development of Principal Risks to be entered onto the 2021/22 IRAR and the plans to introduce a new higher level risk report to provide increased oversight of extreme-level risks.
- Reviewing the annual financial statements, with particular focus given to major areas of judgement and any changes in accounting policies (January 2022) and the Board's determination that the 2021/22 annual

accounts be prepared on a 'going concern' basis. This followed consideration of the planned financial position for 2022/23.

- Receiving the Register of Interests Annual Report (July 2021).
- Receiving the annual update on the Trust's insurance arrangements for 2021/22 (July 2021).
- Considering, in advance of discussion with the Board of Directors, recommendations relating to the operation of the Board of Directors and its underpinning committee architecture (July 2021).
- Noting proposals to undertake a review of the effectiveness of the Board and its committees (October 2021) and implementing, as part of this, its own committee effectiveness review.
- Undertaking a review of areas of self-assessed non-compliance with provisions within the NHS Foundation Trust Code of Governance (July 2021).
- Informed by its oversight of the Trust's systems of integrated governance, reviewing the adequacy of all risk and control related disclosure statements within the Trust's Annual Report (specifically, the Annual Governance Statement) and giving consideration to the Trust's self-certification against the conditions of the Provider Licence (May 2021).

### **Annual Report and Accounts**

- Approval of the 2020/21 Annual Report and Accounts including the Annual Governance Statement ahead of submission to the Board of Directors for final approval (May 2021) .
- Approval of the process and timetable for the production of the 2022/23 Statutory Financial Statements and Annual Report including the approval of the Accounting Policies and approach to accounts completion (January 2022).
- Agreement that the 2021/22 Accounts are prepared on the basis that the Trust is a going concern following consideration of the application of the Going Concern concept (January and March 2022).
- Reviewing the adequacy of all risk and control related disclosure statements within the Trust's 2021/22 Annual Report; Annual Governance Statement, NHS Code of Governance Disclosure Statement and Audit Committee Disclosure Statement (March 2022).

### **Internal audit**

- Receiving in May 2021 the Internal Audit Annual Report for 2020/21, including the Head of Internal Audit Opinion 2020/21, noting that the report found significant assurance on the Trust's system of internal controls.

- Through the course of the year, routinely receiving findings from individual reviews within the internal audit work plan (agreed in March 2021), including reviews focused on patient safety (serious incidents and never events), accessible information standard, payroll, Covid-19 vaccination programme, cyber security, patient experience, estates procurement, directorate risk management and use of Lorenzo electronic prescribing and medicines administration (EPMA). Monitoring management's responsiveness to internal audit recommendations and providing oversight of follow up completion rates.
- Approving in-year timing changes to the internal audit plan 2020/21 to reflect the significant and ongoing operational impact on the Trust of the Covid-19 pandemic.
- Undertaking an annual review of the effectiveness of the internal audit function against a set of performance measures / standards including benchmarked costs (July 2021).
- Approval of the 2022/23 Internal Audit plan (March 2022).

### **Local counter fraud**

- Overseeing progress against the annual fraud, bribery and corruption risk assessment and work plan (agreed in March 2021) through consideration of routine progress reports from the anti-crime specialist.
- Giving consideration to current progress against the Trust's 2021 Counter Fraud Functional Standard Return, including new requirements regarding assessment and management of fraud risks.
- Receiving and noting the 2022/23 Counter Fraud Plan (March 2022).

### **External audit**

- Agreeing, in July 2021, a recommendation to the Council of Governors in respect of the appointment of a new external audit provider.
- Receiving technical updates highlighting key developments in the health sector, relevant accounting and auditing developments as well as benchmarking reports.
- Agreeing the 2021/22 Audit Plan in March 2022, setting out an analysis of the external auditor's assessment of significant audit risks, the proposed elements of the financial statements audit and its reporting timetable and other matters.

## Reports to Note

- Single Tender Waiver Reports, received and noted (all meetings except May 2021).
- Losses and Compensations Report received and noted (May 2021).

Audit Committee minutes are submitted to the Board of Directors, supported by a verbal report from the Committee Chair and members of the meeting.

## 5. Committee Effectiveness 2021/22

### 5.1 Process for Review of Committee Effectiveness in 2021/22

Questions relating to the effectiveness of the Audit Committee were answered by Board members as part of the whole Board effectiveness survey conducted in October 2021.

These results have been used to inform the development of the objectives set out in section 6 of this report.

The annual review of the Committee's Terms of Reference and workplan through the development of this Annual Report has also provided an opportunity for the Committee to consider its effectiveness in 2021/22.

### 5.2 Assessment of Performance against 2021/22 Objectives

An assessment of performance against the Committee's 2021/22 Objectives was presented and discussed at the meeting held on 8 March 2022.

At this meeting the Committee noted the achievement of two of the three 2021/22 objectives:

- |             |   |
|-------------|---|
| Objective 1 | Oversee a review of current Board governance meeting architecture.  |
| Objective 3 | Oversee migration of newly recalibrated IRAR Principal Risks to align with the rewrite of the Trust's Corporate Strategy. |

Action to progress the third 2021/22 objective (below) was paused due to the delayed publication of the updated Code of Governance. This objective has been carried forward to 2022/23.

- |             |  |
|-------------|--|
| Objective 2 | Commence a programme of review of specific areas of self-assessed non-compliance against the Code of Governance. |
|-------------|--|

## **6. Committee Objectives for 2022/23**

In reviewing the effectiveness of the Committee in 2021/22, including consideration of the results from the whole Board effectiveness survey, objectives for the forthcoming year (2022/23) were proposed and discussed at the Committee meeting in March 2022.

The Committee's objectives for 2022 /2023 have been agreed as follows:

- |             |   |
|-------------|---|
| Objective 1 | Oversee delivery of actions to address regulatory and advisory feedback relating to the operation of the Trust's risk management arrangements and support the early review / update of the Trust's Framework for Risk Management. |
| Objective 2 | Champion and oversee the independent development review of leadership and governance against the NHSI well-led framework.   |
| Objective 3 | Undertake a review of compliance against the NHS Code of Governance following work being undertaken by NHSE/I to update in order to align with system working.  |

These objectives align to the Committee's own future work priorities, its contribution to broader Board governance development priorities and consideration of the current strategic context.

## **7. 2022/23 Workplan**

The Committee's workplan for 2022/23 is detailed in Appendix A and is presented for approval and ratification.

## **8. Review of Terms of Reference**

The Terms of Reference have been reviewed with no material updates made. The Terms of Reference are attached at Appendix B and are presented for approval and ratification.

## **9. Conclusion**

The Committee continues to function as a standing committee of Trust's Board of Directors, overseeing the duties as set out in the agreed Terms of Reference.



	Jun-22	Jul-22	Oct-22	Jan-23	Mar-23
Committee Business					
Previous Minutes and Action Log					
Declarations of Interest					
Approval of Audit Committee Terms of Reference, Annual Report and Workplan					
Review of the Effectiveness of the Meeting					
Items to be highlighted to the Board of Directors					
Any Other Business					
Integrated Governance, Risk and Assurance					
Annual Board Assurance Framework Effectiveness Review Report					
Self-certification against the conditions of the Provider Licence					
Board Committees Annual Reports, Terms of Reference and Proposed Workplans					
Review of Standing Financial Instructions and Scheme of Delegation (then to be scheduled as per review arrangements)					
Register of Interests Annual Report					
Insurance Arrangements Annual Report					
Annual Report and Accounts					
2021/22 Annual Report and Accounts Adoption Process					
2021/22 Draft Accounts					
2021/22 Annual Report and Accounts including the Annual Governance Statement					
Recommendation to the Board of Directors on Adoption and Approval of Accounts for Submission					
2022/23 AR and Accounts Preparation - Going Concern				Verbal Update	Paper
2022/23 AR and Accounts Preparation - Proposed Process and Timetable					
2022/23 Proposed Accounting Policies and Approach to Accounts Completion					
2022/23 AR and Accounts Preparation - Annual Report Progress Update					
2022/23 AR and Accounts Preparation - Draft Annual Governance Statement					
2022/23 AR and Accounts Preparation - Draft NHS Code of Governance Compliance Statement					
2022/23 AR and Accounts Preparation - Draft Audit Committee Disclosure Statement					
Internal Audit and Counter Fraud					
Internal Audit Annual Report 2021/22 including Head of Internal Audit Opinion Statement					
2021/22 Counter Fraud Annual Report					
2022/23 Internal Audit Progress Report					
2022/23 Counter Fraud Progress Report					
2022/23 Internal Audit Plan					
2022/23 Counter Fraud Plan					

	Jun-22	Jul-22	Oct-22	Jan-23	Mar-23
External Audit					
External Audit Progress Report					
2022/23 Audit Plan					
2021/22 Auditor's Annual Report including commentary Value for Money arrangements					
2021/22 Audit Completion Report (ISA 260) including Draft Management Representation Letter					
Technical Update					
Benchmarking Report					
Private Meetings					
Review of Internal Audit Services including Counter Fraud					
Review of External Audit Services					
External Audit Appointment (Every five years next due September 2026)					
External / Internal Auditors meeting with Audit Committee Members (Optional at the request of the Committee Chair)					
Other Activities					
Audit Committee Objectives for 2023/24 and Review of Progress against 2022/23 Objectives					
Review of Delivery of 2021 Objective 1 - Oversee delivery of actions re Trust risk management arrangements					
Review of Delivery of 2022/23 Objective 2- Oversee review against NHSI Well-Led Framework (September 2022)					
Review of Delivery of 2022/23 Objective 3 - Review of compliance against the NHS Code of Governance					
To Note					
Losses and Compensations Report					
Single Tender Waivers					

## Audit Committee Terms of reference

### 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 and 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 Annual 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**

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 Quality 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.

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 *Code of Audit Practice* 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 of all External Audit reports, (including the ISA 260 Report and the Auditor's Annual Report before submission to the Board of Directors 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 England / 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 Quality, Finance and Performance and the Human Resources and Organisational Development Committees.
- 2.4.3 In reviewing the work of the Quality Committee, and issues around clinical risk management, members of 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 effectiveness 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.
- 2.4.9 The Audit Committee shall satisfy itself that there are adequate arrangements in place to manage clinical and non-clinical Data Quality in line with the Trust's Data Quality Policy and other related policies.

## **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 Reporting**

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 and attendance

The Audit Committee will have at least four Non-Executive Directors who will form the membership of the Committee. The Chair of the Trust shall not chair or be a member of the Audit Committee, but may attend meetings by invitation as appropriate.

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:

<b>Designation</b>
Assistant Chief Executive
Corporate Governance Manager
Business Manager, Board of Directors
Chief Finance Officer
Deputy Chief Finance Officer – Financial Accounting
Head of Internal Audit
Internal Audit Associate Director (Audit Manager)
Internal Audit Client Manager
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 invitations



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 and Chair 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.

## 6 Quorum

Two of the four members of the Audit Committee.

At the discretion of the Chair, business may be transacted through a teleconference or videoconference provided that all Board members present are able to hear all other parties and where an Agenda has been issued in advance. Participation in a meeting via electronic means shall constitute presence in person at the meeting.

## 7 Meeting frequency

- 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 Process for reviewing effectiveness (tick all that apply)

Annual review of terms of reference	<input checked="" type="checkbox"/>
Annual report including review of work plan delivery and attendance	<input checked="" type="checkbox"/>
Effectiveness questionnaire completed by members	<input checked="" type="checkbox"/>
Internal / external audit review	<input checked="" type="checkbox"/>

## 9 Reporting Structure

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

## 10 Document control

Status	Current
Lead officer	Sandi Carman, Assistant Chief Executive
Author	Judith Green, Corporate Governance Manager
Approval body	Audit Committee
Date agreed	TBC – presented to the Audit Committee on 13 June 2022
Ratification body	Board of Directors
Date approved	TBC – to be presented to the Board of Directors in July 2022
Issue date	
Review date	

## Healthcare Governance (now Quality) Committee

### Annual Report 2021/22

#### 1. Introduction

The Quality Committee (previously Healthcare Governance Committee until March 2022) functions as a committee of the Board of Directors. The overall purpose of the Committee is to provide assurance to the Board of Directors on the quality of healthcare services. The Quality Committee will gain assurance that the Trust has effective systems of healthcare-related quality, governance and risk management in place.

The purpose of this report is to formally report to the Board of Directors on the work of the Quality Committee during 2021/22 and forms part of the review of effectiveness of the Committee, as outlined in its Terms of Reference.

This report also details the Committee's workplan and objectives for the financial year 2022/21.

#### 2. Meetings

In the period April 2021 to March 2022, 12 meetings were held on the following dates:

- Thursday, 8 April 2021\* (Extraordinary)
- Monday, 19 April 2021
- Monday, 17 May 2021
- Monday, 21 June 2021
- Monday, 19 July 2021
- Monday, 20 September 2021
- Monday, 18 October 2021
- Monday, 15 November 2021
- Monday, 20 December 2021
- Monday, 17 January 2022
- Monday, 21 February 2022
- Monday, 31 March 2022

\*An extraordinary meeting of the Committee was held in response to CQC issuing an urgent notice under Section 31 of the Health and Social Care Act 2008 following an unannounced inspection of Jessop Wing.

### 3. Attendance at Meetings

All Quality Committee meetings for 2021/22 have been quorate.

Attendance of individual members for the meetings held from April 2021 to March 2022 was as follows:

<b>Member (Name and Designation)</b>	<b>Attendance Rate</b>	<b>Deputy Attendance</b>
Ros Roughton, Non-Executive Director (Chair)	12/12	
Paul Buckley, Deputy Director of Strategy and Planning	10/12	
Sue Butler, Head of Patient and Healthcare Governance	9/12	2
Sandi Carman, Assistant Chief Executive	8/12	4
Jennifer Hill, Medical Director, Operations	10/12	1
Kirsten Major, Chief Executive	10/12	
John O'Kane, Non-Executive Director	10/12	1
Chris Morley, Chief Nurse	12/12	
Chris Newman, Non-Executive Director	10/12	
Rebecca Robson, Interim HR Operations Director	9/12	2
Toni Schwarz, Non-Executive Director (from June 2021)	8/9	1

The following individuals also routinely attended Quality Committee during 2021/22:

<b>Name and Designation</b>
Annette Laban, Trust Chair (9/12)
Diane Hallatt, DAC Beachcroft Solicitors (10/12)
Alun Windle, Acting Chief Nurse, Sheffield CCG (9/12, deputy attendance 2)
Patient Governor observers
Compliance Manager (minutes)

### 4. Committee Activities in 2021/22

In line with the agreed workplan, the Committee considered the following matters with a view to providing assurance to the Board of Directors:

- Clinical Effectiveness Annual Report
- Controlled Drugs Annual Report
- CQC Compliance Monthly Report

- CQC Insight Quarterly Update
- Deteriorating Patient Committee Annual Report
- End of Life Care Annual Report
- Equality Diversity and Inclusion Annual Report
- Fire Safety Annual Report
- Hospital Transfusion Committee Annual Report
- Infection Prevention & Control Annual Report
- Infection Prevention & Control Programme Quarterly Update
- Information Governance and SIRO Annual Report
- Integrated Quality and Safety Quarterly Report
- Learning From Deaths Quarterly Report
- Medical Devices Management Group Annual Report
- Medical Gases Committee Annual Report
- Medicine Safety Committee Annual Report
- Medicines Management Therapeutic Committee Annual Report
- Mental Health Committee Annual Report
- Mortality Governance Committee Annual Report
- New never events, closed serious incidents, new and closed Prevention of Future Death (Regulation 28) Monthly Report
- NICE Annual Report
- Nutrition Steering Group Annual Report
- Occupational Health and Safety Annual Report
- Organ Donation Annual Report
- Patient Pathway Annual Report
- Patient Records Committee Annual Report
- Quality Report and Quality Objective Updates
- Quality Surveillance Report
- Radiation Safety Steering Group Annual Report
- Safeguarding Annual Report
- Security Annual Report
- TCAP Programme Bi-Annual Update
- Thrombosis Committee Annual Report

The following papers from the agreed workplan were not presented to the Committee (with reasons stated):

- Emergency Preparedness Annual Report - assurance to be given to Board directly from TEG, removed from workplan
- NCEPOD Annual Report – on hold during 2020/21 therefore no annual report required, work recommenced in 2021/22
- Premises Assurance Model (PAMS) - national change to the PAMS process, annual report to be presented in early 2022/23

In addition to the above the Committee considered a number of other unscheduled matters which included:

Action plan in response to CQC Letter of Intent	Monthly from November 2021
Continuity of care in maternity services action plan	May 2021 and September 2021
CEO Update*	Monthly
CQC Action Plan for Maternity Services	Monthly from May 2021
Directorate Risk Management Internal Audit Report	October 2021
Healthcare Governance Committee Effectiveness Survey	October 2021
Infection Prevention & Control Board Assurance Framework	July 2021, October 2021 and February 2022
Internal Audit Report – Equality, Diversity and Inclusion and Accessible Information Standard	November 2021
Internal Audit Report - Patient Safety	October 2021
Mandatory and Job Specific Training Compliance Maternity	Monthly from May 2021
Maternity Dashboard	Monthly from May 2021
Mortuary Board Assurance paper	November 2021
National Patient Safety Strategy Implementation Plan	January 2022
Nosocomial transmission of COVID-19	Monthly from May 2021
Ockenden Update	September 2021
Perinatal Mortality Review Tool (PMRT)	April 2021
Presentation - Human Factors	September 2021
Presentation - Mental Health Committee Update	April 2021
Presentation - QUEST	December 2021
Presentation - Safer Procedures	June 2021
Presentation - VTE action plan	May 2021
Response to High HSMR in Fractured Neck of Femur Patients	September 2021 and December 2021

\* This is now a regular agenda item and has been added to the 2022/23 work plan

The Quality Committee has oversight responsibility for the following sections of the Integrated Risk and Assurance Report (IRAR) that align with the remit of its Terms of Reference. For 2021/22 these were:

- (1.1) The impact of Covid-19 on public behaviour and the Trust's focus on Covid-19 pathways results in patients waiting to seek advice or having their treatment delayed or cancelled adversely impacting on the health outcomes of our patients and public health in the longer term.
- (1.2) The Trust's response to operational pressures across our own services, and those regionally and nationally results in the requirement to make operational decisions for non-clinical reasons and patients not being treated in the most appropriate setting, leading to sub optimal care, patient harm and potential reputational damage.
- (1.4) The highly infectious nature of viral and bacterial infections, combined with any failure to implement or lack of adherence to infection prevention and control measures and the fixed nature of the hospital environment results in high rates of hospital based transmission leading to increased incidence of infectious diseases across our staff and the public, leading to patient and staff harm, potential reputation damage and increased staff absence rates / staffing shortages.
- (1.5) Incomplete implementation of the current EPR system and its sub-optimum connectivity with other Trust systems results in a lack of integrity of healthcare records with information stored in multiple systems leading to operational inefficiencies and potential impact on patient safety.
- (2.3) Lack of cultural competency across our service delivery and the disproportionate impact of ill health on people who already experience disadvantage and exclusion leads to inequalities and variation in care provision, which impacts on our ability to provide responsive, high quality patient care that meets the needs of the population we serve.
- (2.5) Failure to embed effective healthcare governance arrangements and to learn from incidents / patient feedback limits the Trust's ability to provide adequate assurance around the management of risk to patient and staff safety, leading to potential regulatory intervention and loss of public confidence.

In line with this the Committee received deep dive presentations of the principal risks which it oversees, these were discussed as follows:

- 1.1 – Monday, 20 December 2021
- 1.2 – Monday, 17 January 2022
- 1.4 – Monday, 19 July 2021 and Monday, 21 February 2022
- 1.5 – Monday, 20 September 2021
- 2.3 – Monday, 15 November 2021
- 2.5 – Monday, 15 November 2021

The Quality Committee minutes are submitted to the Board of Directors, supported by a verbal report from the Committee Chair and members of the meeting.

## **5. Committee Effectiveness 2021/22**

### **5.1 Process for Review of Committee Effectiveness in 2021/22**

Questions relating to the effectiveness of the Committee were answered by Board members as part of the whole Board effectiveness survey conducted in October 2021.

Discussion of these results has been held between the Executive lead and Chair of the Committee and has informed the objectives set out in section 6 of this report.

The annual review of the Committee's Terms of Reference and workplan through the development of this Annual Report has also provided an opportunity for the Committee to consider its effectiveness in 2021/22.

### **5.2 Assessment of Performance against 2021/22 objectives**

In March 2022, the Quality Committee reviewed performance against its 2021/22 objectives:

- Objective 1 - Incorporate regular review and feedback from the committee's members and amend monthly meetings accordingly
  - It was agreed that objective 1 had been achieved. An effectiveness survey of the Committee was undertaken in August 2021 and feedback was received at intervals from governors through post-Committee meetings with the Ros Roughton as Chair.
- Objective 2 - Incorporate presentations from directorates/clinical teams on the quality of services, including relevant improvement work for assurance and discussion
  - It was agreed that objective 2, was only partly met. Whilst the Committee had received presentations, these had not happened at every meeting due to significant operational pressures.

## **6. Committee Objectives for 2022/23**

In reviewing the effectiveness of the Committee in 2021/22 including consideration of the results from the whole Board effectiveness survey objectives for the forthcoming year (2022/23) were discussed by the Executive lead and Chair of the Committee.

The Committee's objectives for 2022 /2023 are as follows:



- |             |   |
|-------------|---|
| Objective 1 | Strengthen committee oversight of patient experience, including collecting and responding to feedback. Provide more detailed reporting of patient experience via the IQSR, and through presentations. |
| Objective 2 | Build on progress in 2021/22 to incorporate monthly presentations. Alternate between directorate and themed presentations and identify best practice for wider implementation.                        |

These objectives align to the Committee's own future work priorities, its contribution to broader Board governance development priorities and consideration of the current strategic context.

## **7. 2022/23 Workplan**

The Committee's workplan for 2022/23 is detailed in Appendix A and is presented for approval and ratification.

## **8. Review of Terms of Reference**

In March 2022, it was agreed that the name of the Committee should be changed from Healthcare Governance Committee to Quality Committee which would bring the Trust in line with other trusts across the country. This proposal had been agreed at TEG and Board.

In light of the name change, the Terms of Reference have been reviewed and updated. The Terms of Reference are attached at Appendix B and are presented for approval and ratification.

## **9. Conclusion**

The Committee continues to function as a standing committee of Trust's Board of Directors, overseeing the duties as set out in the agreed Terms of Reference.

Apr-22	May-22	Jun-22	Jul-22	Aug-22	Sep-22	Oct-22	Nov-22	Dec-22	Jan-23	Feb-23	Mar-23
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## Quality Committee Terms of reference

### 1. Purpose

- The Quality Committee will provide assurance to the Board of Directors on the quality of healthcare services.
- The Quality Committee will ensure that the Trust has effective systems of healthcare-related quality, governance and risk management in place.

### 2. Duties and responsibilities

- Oversee the work of associated healthcare governance sub-committees, including their management of healthcare related risks and issues, through the receipt of regular written reports or presentations. The frequency of reporting will be scheduled in a work plan, which will be reviewed and approved at least once a year by the Quality Committee. The associated healthcare governance sub-committees that provide assurance to the Quality Committee are included as Appendix 1.
- 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 quarterly and mortality data and information through the Mortality Governance Committee Annual Report.
- Receive updates of Quality Surveillance, to include 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.
- Gain assurance in relation to directorate healthcare governance arrangements and performance.

### 3. Accountable to

- The Quality 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 Quality Committee.
- The Quality Committee will interface with the other Trust Board committees (Audit Committee, Finance and Performance 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 Quality Committee may refer specific agenda items and papers for consideration by the Board of Directors. The Trust Executive Group will have sight of the Quality Committee papers.

- It is recognised that each of the Trust Board committees has some responsibility for risk. The remit of the Quality 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 Quality Committee will refer significant operational risks to the Audit Committee for further analysis, via the Chair of the Quality Committee who is also a member of the Audit Committee.
- The Quality Committee will monitor any Principal Risks (contained within the Integrated Risk and Assurance Report (IRAR)) which are associated with the work of the Committee and will report any risks and assurances to the Audit Committee or Board of Directors.

#### 4. Reporting

Group reports to	Reporting methods (e.g. minutes, progress report, assurance report)	Frequency
Board of Directors	The Committee reports to the Board of Directors through minutes of Quality Committee meetings; summary reports; papers of particular significance; and an annual performance review report.	Monthly

#### 5. Membership and attendance

##### Membership

Designation
Rosamond Roughton, Non-Executive Director (Chair)
Chris Newman, Non-Executive Director (Deputy Chair)
Toni Schwarz, Non-Executive Director
John O'Kane, Non-Executive Director
Kirsten Major, Chief Executive
Jennifer Hill, Medical Director (Operations)
Chris Morley, Chief Nurse
Sandi Carman, Assistant Chief Executive
Rebecca Robson, Interim HR Operations Director
Mark Tuckett, Director of Strategy and Planning
Sue Butler, Head of Patient and Healthcare Governance
Patient Safety Partners (x2) from July 2022

**In attendance**

Designation
Annette Laban, Trust Chair
Alun Windle, Acting Chief Nurse, Sheffield Clinical Commissioning Group
Tracy Longfield, DAC Beachcroft Solicitors

## 6. Quorum

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

At the discretion of the Chair, business may be transacted through a teleconference or videoconference provided that all Board members present are able to hear all other parties and where an Agenda has been issued in advance. Participation in a meeting via electronic means shall constitute presence in person at the meeting.

## 7. Meeting frequency

Meetings will normally be held once a month, excluding August

Meetings will normally be scheduled for two hours. Meetings will continue to be held remotely through Microsoft Teams with on-going review.

Agendas and papers will be prepared and circulated during the week before the meeting.

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

## 8. Process for reviewing effectiveness (tick all that apply)

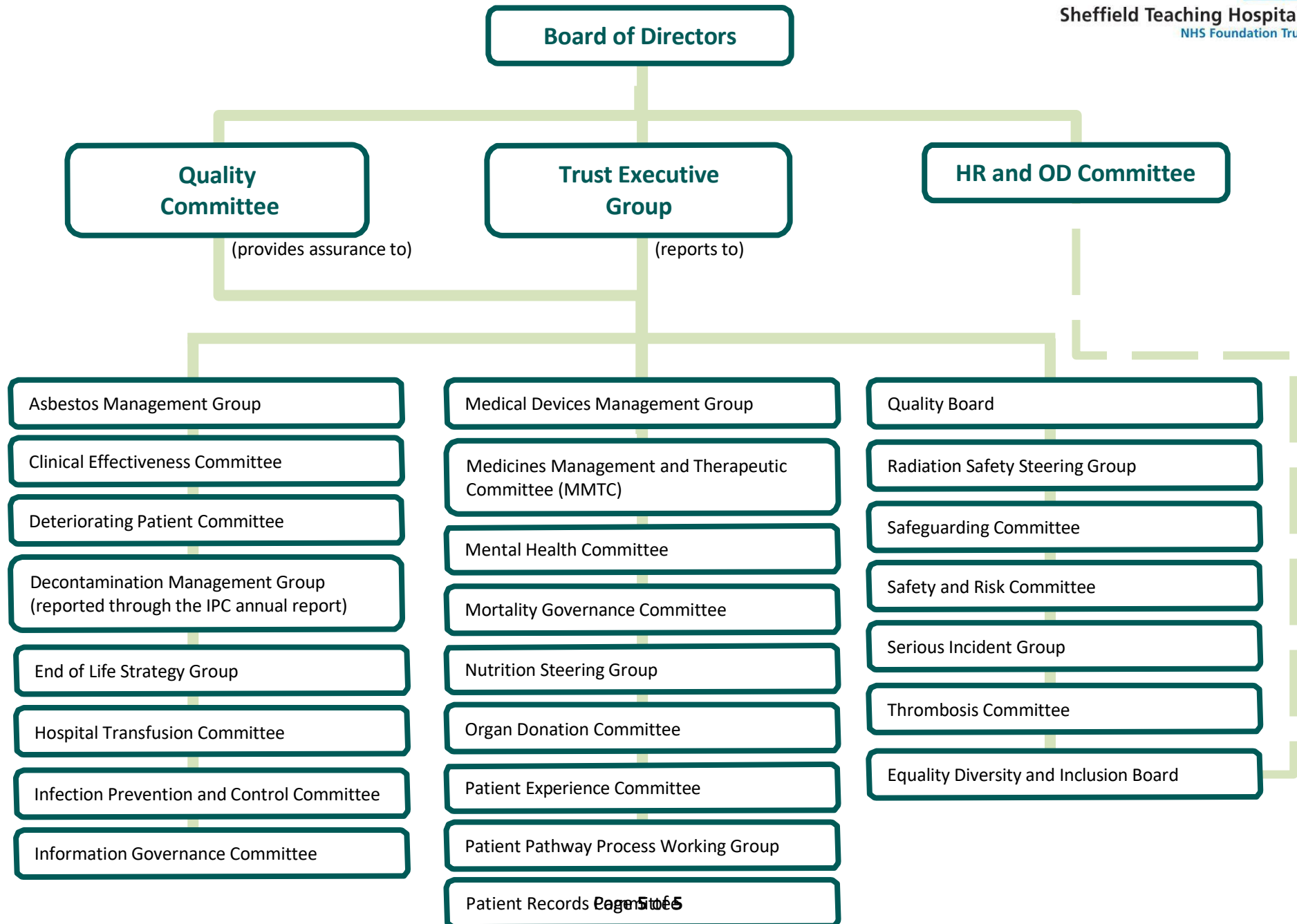
Annual review of terms of reference	<input checked="" type="checkbox"/>
Annual report including review of work plan delivery and attendance	<input checked="" type="checkbox"/>
Effectiveness questionnaire completed by members	<input checked="" type="checkbox"/>
Internal / external audit review	<input type="checkbox"/>

To ensure that the Quality 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

## 9. Document control

Version	1.0
Status	Current
Lead officer	Sue Butler, Head of Patient and Healthcare Governance
Author	Andrew Timms, Compliance Manager
Approval body	Quality Committee
Date agreed	19/04/2022
Ratification body	Board of Directors
Date approved	TBC – Will be presented to the Board of Directors in July 2022
Issue date	
Review date	19/04/2023



## **Human Resources and Organisational Development Committee**

### **Annual Report 2021/22**

#### **1. Introduction**

The Human Resources and Organisational Development (HR&OD) Committee functions as a committee of the Board of Directors. The overall purpose of the Committee is to provide assurance to the Board of Directors 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 purpose of this report is to formally report to the Board of Directors on the work of the HR & OD Committee during 2021/22 and forms part of the review of effectiveness of the Committee, as outlined in its Terms of Reference.

This report also details the Committee's workplan and objectives for the financial year 2022/23.

#### **2. Meetings**

In the period April 2021 to March 2022, 11 meetings were held on the following dates:

- 12 April 2021
- 10 May 2021
- 14 June 2021
- 12 July 2021
- 13 September 2021
- 11 October 2021
- 8 November 2021
- 13 December 2021
- 10 January 2022
- 14 February 2022
- 14 March 2022

#### **3. Attendance at Meetings**

All HR & OD Committee meetings for 2021/22 have been quorate.

The membership of the Committee has changed during the course of the year. Maggie Porteous replaced Ros Roughton as a member of the Committee from June 2022 onwards.



Attendance of individual members for the meetings held from April 2021 to March 2022 was as follows:

<b>Member (Name and Designation)</b>	<b>Attendance Rate</b>
Tony Buckham, Non-Executive Director (Chair of the Committee)	11/11
Kirsten Major, Chief Executive Officer	8/11
Chris Morley, Chief Nurse	7/11 *
Sarah Jenkins, Deputy Medical Director	8/11
Mark Gwilliam, Director of Human Resources & Staff Development	9/11 *
Julie Phelan, Communications & Marketing	11/11
Ros Roughton, Non-Executive Director	2/2
Martin Temple, Non-Executive Director	11/11
Paula Ward, Organisational Development	9/11 *
Shiella Wright, Non-Executive Director	10/11
Maggie Porteous, Non-Executive Director	9/9

\* On the occasions where Chris Morley, Mark Gwilliam and Paula Ward were not able to attend an appropriate deputy attended the meeting on their behalf.

The following individual also routinely attended the HR & OD Committee during 2021/22:

<b>Name and Designation</b>
Annette Laban, Trust Chair

#### **4. Committee Activities in 2021/22**

In line with the agreed workplan, the Committee considered the following matters with a view to providing assurance to the Board of Directors:

- Guardian of Safe Working Quarterly Update
- IRAR Risks
- People Strategy Workstream Deep Dives
- People Strategy Workstream Progress Update
- Gender Pay
- Freedom to Speak Up
- Benchmarked Staff Survey Results
- Medical Appraisal & Revalidation Annual Report
- Multi-Professional Self-Assessment Report & HEE Quality Management of Medical Education Report
- WRES/WDES Report
- Annual Occupational Health & Safety Report

- Update on Nursing Workforce
- Update on Medical Appraisals
- Update on Managing Attendance
- KPI Report
- Objectives for 2022/23 and Review of Progress against 2021/22 Objectives
- HR & OD Committee Annual Report, Work Plan & Terms of Reference
- Review of Meeting Effectiveness

In addition to the above, the Committee considered a number of other unscheduled matters which included:

- Workforce Modelling Tool
- International Nurse Staff Report
- Review of Flu Programme 2020/21, Learning for 2021/22
- EDI Strategy
- Vivup Extra Dependent Support
- Freedom to Speak Up Index Report

The HR & OD Committee has oversight responsibility for the following sections of the Integrated Risk and Assurance Report (IRAR) that align with the remit of its Terms of Reference. For 2021/22 these were:

- IRAR Risk – 3.1 Omission of detailed and integrated workforce planning means.
- IRAR Risk - 3.2 Failure to employ a sufficiently diverse and inclusion workforce.
- IRAR Risk - 3.1 – Staff health and wellbeing and resilience is negatively impacted.
- IRAR Risk – 1.3 – Staffing/skill mix not adequate to provide high quality services.
- IRAR Risk 5.3 – Disruption of training programmes due to reduced placement provision and educational activity impacts our future workforce.
- IRAR Risk – 3.2 – Staff shortages puts pressure on teams and reduces capacity

In line with this the Committee received deep dive presentations of the principal risks which it oversees, these were discussed as follows:

- IRAR Risk - 3.1 – Omission of detailed and integrated workforce planning means - 12 April 2021
- IRAR Risk – 3.2 - Failure to employ a sufficiently diverse and inclusion workforce – 14 June 2021
- IRAR Risk - 3.1 - Staff health and wellbeing and resilience is negatively

impacted – 13 September 2021

- IRAR Risk – 1.3 – Staffing/skill mix not adequate to provide high quality services – 11 October 2021
- IRAR Risk 5.3 – Disruption of training programmes due to reduced placement provision and educational activity impacts our future workforce - 13 December 2021
- IRAR Risk – 3.2 – Staff shortages puts pressure on teams and reduces capacity – 14 February 2022

The HR & OD Committee minutes are submitted to the Board of Directors, supported by a verbal report from the Committee Chair and members of the meeting.

## **5. Committee Effectiveness 2021/22**

### **5.1 Process for Review of Committee Effectiveness in 2021/22**

Questions relating to the effectiveness of the HR & OD Committee were answered by Board members as part of the whole Board effectiveness survey conducted in October 2021.

Discussion of these results has been held between the Executive lead and Chair of the Committee and has informed the objectives set out in section 6 of this report.

The annual review of the Committee's Terms of Reference and workplan through the development of this Annual Report has also provided an opportunity for the Committee to consider its effectiveness in 2021/22.

### **5.2 Assessment of Performance against 2021/22 objectives**

1. Establish a regular process for reviewing HR & OD Committee Meeting effectiveness.

Every three months, an agenda item is to be included at the end of the HR & OD Committee meeting to solicit feedback on meeting effectiveness from committee members. The frequency of this feedback process will be reviewed at the end of the year.

2. Undertake a review of the HR & OD Committee composition to identify skill, knowledge or experience gaps.

Discussions have been held between the Chair, the Director of Human Resources & Staff Development and the Chair of the Trust. Whilst the workforce skills coverage (human resources, organisational development, medical, nursing etc) is adequately handled by the committee Trust executive members, consideration will be given to

acquiring further independent HR & OD experience and knowledge as new Non-Executive Directors are recruited over the coming years.

3. Further develop the process of IRAR deep dive review of HR-led Risks and recording of discussions.

The Chair and the Director of Human Resources & Staff Development will continue to monitor the minutes, specific to the deep dive reviews, ensuring the discussion, queries, comments and challenges are reflected as accurately as possible in the minutes.

4. 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 HR & OD strategy has continued to evolve over the last year, and the committee has continued to review the impacts on the strategy of the Covid-19 pandemic, the emerging NHS People Plan and the new Corporate Strategy, ensuring alignment with all. Implementation is tracked via the work stream 'deep dive' process and significant issues and achievements notified to the full Board, as appropriate.

## **5. Committee Objectives for 2022/23**

In reviewing the effectiveness of the Committee in 2021/22 including consideration of the results from the whole Board effectiveness survey, objectives for the forthcoming year (2022/23) were discussed by the Executive lead and Chair of the Committee.

The Committee's objectives for 2022 /2023 are as follows:

1. Continue to review HR & OD Committee meeting effectiveness.
2. Continue to review the HR & OD Committee composition to identify skill, knowledge or experience gaps.
3. Continue to monitor the process of IRAR deep dive review of HR-led Risks and recording of discussions.
4. 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.
5. The Committee will monitor, review and support the initiatives on recovery of the workforce, following the past 2 years dealing with the Covid 19 pandemic. Focus will be especially targeted on staff development, health and wellbeing, absence management, workforce recruitment and staff retention.

These objectives align to the Committee's own future work priorities, its contribution to broader Board governance development priorities and consideration of the current strategic context.

## **6. 2022/23 Workplan**

The Committee's workplan for 2022/23 is detailed in Appendix A and is presented for approval and ratification.

## **7. Review of Terms of Reference**

The Terms of Reference have been reviewed. The Terms of Reference are attached at Appendix B and are presented for approval and ratification.

## **8. Conclusion**

The Committee continues to function as a standing committee of Trust's Board of Directors, overseeing the duties as set out in the agreed Terms of Reference.



## Human Resources and Organisational Development Committee Terms of reference

### 1. Purpose

- 1.1 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.
- 1.2 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 and responsibilities

On behalf of the Board of Directors the Committee will:

- 2.1 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.
- 2.2 Provide assurance that the Trusts' People Strategy is aligned to the national workforce agenda reflecting the NHS People Strategy.
- 2.3 Review and monitor progress against the NHS National Staff Survey with a particular focus on Staff Engagement and Health and Wellbeing.
- 2.4 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).
- 2.5 Review and monitor workforce information, identify and monitor any management interventions / actions that may be required.
- 2.6 Provide assurance to the Board that the Human Resource policies are fit for purpose and support the Trusts' corporate aims and objectives.
- 2.7 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.
- 2.8 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.

2.9 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.

2.10 Ensuring the Trust has effective systems in place for raising concerns at work

### 3. Accountable to

This group reports to the Board of Directors

### 4. Reporting

Group reports to	Reporting methods (e.g. minutes, progress report, assurance report)	Frequency
Board of Directors	The minutes of the meetings of the Human Resources and Organisational Development meeting will be formally recorded and submitted to the Board of Directors.	Monthly

### 5. Membership and attendance

#### Membership

Designation
Shiella Wright, Non-Executive Director (Chair)
Kirsten Major, Chief Executive
Chris Morley, Chief Nurse
Sarah Jenkins, Deputy Medical Director
Mark Gwilliam, Director of Human Resources and Staff Development
Julie Phelan, Communications and Marketing Director
Maggie Porteous, Non-Executive Director (Deputy Chair)
Gul Nawaz Hussain, Non-Executive Director
Paula Ward, Organisational Development Director
Tony Buckham, Non-Executive Director

#### Standing invitations

Designation
Annette Laban, Trust Chair



## 6. Quorum

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

At the discretion of the Chair, business may be transacted through a teleconference or videoconference provided that all Board members present are able to hear all other parties and where an Agenda has been issued in advance. Participation in a meeting via electronic means shall constitute presence in person at the meeting.

## 7. Meeting frequency

- 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. Process for reviewing effectiveness (tick all that apply)

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

- |   |                                     |
|---|-------------------------------------|
| Annual review of terms of reference                                 | <input checked="" type="checkbox"/> |
| Annual report including review of work plan delivery and attendance | <input checked="" type="checkbox"/> |
| Effectiveness questionnaire completed by members                    | <input checked="" type="checkbox"/> |
| Internal / external audit review                                    | <input checked="" type="checkbox"/> |

## 9. Reporting Structure

People Strategy Programme Board

## 10. Document control

Version	
Status	Current
Lead officer	Mark Gwilliam, Director of Human Resources and Staff Development
Author	Mark Gwilliam, Director of Human Resources and Staff Development
Approval body	Human Resources and Organisational Development Committee

Date agreed	11 April 2022
Ratification body	Board of Directors
Date approved	TBC – will be presented to the Board of Directors in July 2022
Issue date	
Review date	This should be one year from the approval date

## Finance and Performance Committee

### Annual Report 2021/22

#### 1. Introduction

The Finance and Performance Committee functions as a committee of the Board of Directors. The overall purpose of the Committee is, 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 assurance, information on key issues and clear decision points.

The purpose of this report is to formally report to the Board of Directors on the work of the Committee during 2021/22 and forms part of the review of effectiveness of the Committee, as outlined in its Terms of Reference.

This report also details the Committee's workplan and objectives for the financial year 2022/23.

#### 2. Meetings

In the period April 2021 to March 2022, 11 meetings were held on the following dates:

- 12 April 2021
- 10 May 2021
- 14 June 2021
- 12 July 2021
- 13 September 2021
- 11 October 2021
- 8 November 2021
- 13 December 2021
- 10 January 2022
- 14 February 2022
- 14 March 2022

#### 3. Attendance at Meetings

All Finance and Performance Committee meetings for 2021/22 have been quorate.

The membership of the Committee changed during the course of the year with Maggie Porteous and Chris Newman replacing Rosamond Roughton and the previous Trust Chair, Tony Pedder as Non-Executive members.

Attendance of individual members for the meetings held from April 2021 to March 2022 was as follows:

Member (Name and Designation)	Attendance Rate
Martin Temple, Non-Executive Director (Chair)	11/11
Tony Buckham, Non-Executive Director	11/11
Rosamond Roughton, Non-Executive Director	2/2*
Maggie Porteous, Non-Executive Director	9/9**
Chris Newman, Non-Executive Director	6/8***
Kirsten Major, Chief Executive	8/11
Neil Priestley, Chief Finance Officer	11/11
Michael Harper, Chief Operating Officer	7/11
Paul Buckley, Interim Director of Strategy and Planning	6/11

\*Rosamond Roughton ceased to be a member of the Committee from June 2021

\*\*Maggie Porteous joined the Committee from June 2021

\*\*\*Chris Newman joined the Committee from July 2021

The following individuals also routinely attended the Committee during 2021/22:

Name and Designation
Annette Laban, Trust Chair

#### 4. Committee Activities in 2021/22

In line with the agreed workplan, the Committee considered the following matters with a view to providing assurance to the Board of Directors:

- Monthly financial position
- Financial planning
- Capital Programme/5 Year Plan
- System financial issues
- Covid19 status, issues and implications
- Organisational performance, including access targets, Cancer waits, A&E, Diagnostic waits, Ambulance Handovers and winter planning
- Patient activity levels
- Quarterly IT Updates
- Quarterly Procurement Updates
- Making It Better Programme Updates
- Operational Plan development
- Sir Robert Hadfield Building rectification works and associated issues
- Brexit Consequences

In addition to the above the Committee considered a number of other unscheduled matters which included:

- Hadfield Commercial Consequences – May 21
- 2019/20 Service Line Reporting – July 2021
- Full Business Case for B Road Repairs at The Royal Hallamshire Hospital – November 21
- 2020/21 Annual Directorate Reviews – November 21
- 2022/23 Operational and Financial Planning Guidance – January 2022

The Finance and Performance Committee has oversight responsibility for the following sections of the Integrated Risk and Assurance Report (IRAR) that align with the remit of its Terms of Reference. For 2021/22 these were:

- (2.1) **Waiting times and patient experience** - Increased demand and the need to recover waiting list backlog while managing planned care alongside fluctuating Covid-19 demand, results in disparity between capacity and demand, impacting waiting times and patient experience leading to underperformance against national quality and performance standards.
- (4.1) **Future income uncertainty** – uncertainty around future funding models and the impact of changes to commissioning arrangements, including allocation of resources at an ICS level, leads to an inability to predict future income and maintain effective financial controls which results in uncertainty for business planning and resource allocation threatening the financial stability of the Trust and impacting the quality of our services leading to potential regulatory intervention.
- (4.2) **Inadequate future capital monies** – Changes in the allocation of capital funding to a system-wide Operational Capital Envelope results in potential failure to secure sufficient capital funding to fund necessary investment in the maintenance and development of both our capital infrastructure (estate/IM&T) and in the development of our services, which adversely impacts on patient safety, continuity of services, and may also put at risk compliance with current legislation, regulatory standards and guidance.

In line with this the Committee received deep dive presentations of the principal risks which it oversees, these were discussed as follows:

- *IRAR Deep Dive Review 2.1: Disparity between supply and demand: Discussed 12 July 21*
- IRAR Deep Dive Review 4.2: Inability to appropriately identify and utilise capital monies in future years:

Discussed 13 September 2021

- IRAR Deep Dive Review 4.1: Uncertainty around Future Funding Models, Commissioning Arrangements, ICS Changes, etc.:  
Discussed 13 December 2021

The Finance and Performance Committee minutes are submitted to the Board of Directors, supported by a verbal report from the Committee Chair and members of the meeting.

## **5. Committee Effectiveness 2021/22**

### **5.1 Process for Review of Committee Effectiveness in 2021/22**

Questions relating to the effectiveness of the Finance and Performance were answered by Board members as part of the whole Board effectiveness survey conducted in October 2021.

Discussion of these results has been held between the Executive lead and Chair of the Committee and has informed the objectives set out in section 6 of this report.

The annual review of the Committee's Terms of Reference and Workplan through the development of this Annual Report has also provided an opportunity for the Committee to consider its effectiveness in 2021/22.

### **5.2 Assessment of Performance against 2021/22 objectives**

The Committee's 2021/22 Objectives were as follows:-

- |             |  |
|-------------|--|
| Objective 1 | To ensure an optimal post-Covid activity Reset/Recovery process  |
| Objective 2 | To ensure robust financial planning arrangements adapting to the new national finance and contracting arrangements |
| Objective 3 | To oversee the SYB System processes for/impacts on STH financial and performance matters                           |

It is considered that the objectives were largely met within the ability of the Committee to influence.

## **6. Committee Objectives for 2022/23**

In reviewing the effectiveness of the Committee in 2021/22 including consideration of the results from the whole Board effectiveness survey objectives for the forthcoming year (2022/23) were discussed by the Executive lead and Chair of the Committee.

The Committee's objectives for 2022 /2023 are as follows:

Objective 1	To oversee and promote the Digital agenda, including oversight of the approval and implementation of the new Electronic Patient Record.
Objective 2	As part of the general oversight of Performance, to provide assurance around development and delivery of the Trust's Elective Recovery Plan.
Objective 3	As part of the general oversight of Financial Performance, to review the outputs of the Making It Better/Efficiency Programme and to oversee the development of a "pipeline" of prioritised capital investments.

These objectives align to the Committee's own future work priorities, its contribution to broader Board governance development priorities and consideration of the current strategic context.

## **7. 2022/23 Workplan**

The Committee's workplan for 2022/23 is detailed in Appendix A and is presented for approval and ratification.

## **8. Review of Terms of Reference**

The Terms of Reference have been reviewed with no material updates made. The Terms of Reference are attached at Appendix B and are presented for approval and ratification.

## **9. Conclusion**

The Committee continues to function as a standing committee of Trust's Board of Directors, overseeing the duties as set out in the agreed Terms of Reference.

FINANCE & PERFORMANCE WORKPLAN - 2022/23

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									X			
Reference Cost Process for Approval	4	NP		X												
National Costs collection / reference costs	4	NP								X						
Service Line Reporting	4	NP											X			
F&P Effectiveness Review and Objectives	1, 2, 4	NP													X	
F&P Annual Report	1, 2, 4	NP	X													
Next Year's Meeting Dates	N/A	NP							X							
Winter Plan and review of previous year's Winter Plan	1, 2, 4	MH							X							
PERIODIC																
IT Update (Quarterly)	1, 2, 4, 5	DB/MN	X		X			X			X			X		
- Cyber Security			X						X							
- EPR								X				X				
MIB Workstream	1, 2, 3, 4, 5	KM		X		X			X			X		Contact Paul Griffiths		
Procurement Update (Quarterly)	4	NP	X			X			X			X				
Capital Programme / 5 Year Plan	4	NP								X				X		
2023/24 Financial / Operational Planning	2, 4	NP/MT								X	X	X	X	X		
Financial/Business Planning	1, 2, 3, 4, 5	Various									X					
Deep dive into a key risk from IRAR	1, 2, 3, 4, 5	Various			X			X		X		X		X	Dates may change	
Reviewing Committee Processes & Efficiency		NP							X							
STANDING ITEMS																
Apologies	N/A	NP	X	X	X	X		X	X	X	X	X	X	X		
Governors Observing	N/A	NP	X	X	X	X		X	X	X	X	X	X	X		
Declaration of Interests	N/A	NP	X	X	X	X		X	X	X	X	X	X	X		
Minutes of previous meeting	N/A	NP	X	X	X	X		X	X	X	X	X	X	X		
Matters arising	N/A	NP	X	X	X	X		X	X	X	X	X	X	X		
Financial Performance	4	NP	X	X	X	X		X	X	X	X	X	X	X		
- Current Financial Position			X	X	X	X		X	X	X	X	X	X			
Organisational Performance			X	X	X	X		X	X	X	X	X	X			
- Patient Activity to .....			X	X	X	X		X	X	X	X	X	X			
- Integrated Performance Report			X	X	X	X		X	X	X	X	X	X			
- Public View Benchmark Report			X		X			X		X		X				
Any Other Business	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		
AD HOC ITEMS																
Hadfield	4	NP														
Coronavirus/COVID19	1, 2, 3, 4, 5	KM														
Post Project Evaluations	1, 2, 3, 4, 5	MT														
Observers			S Jones													

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 INNO
- 6 - CREATE A SUSTAINABLE ORGANISATION



## Finance and Performance Committee Terms of Reference

### 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 and 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 assurance, 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, Cyber Security, 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 England/Improvement and responses; and to ensure that the relationship with NHSEI is managed appropriately.
- 2.6 To oversee the financial, service, performance and governance issues for the Trust in respect of the South Yorkshire Integrated Care System and the Sheffield Health and Care Partnership.
- 2.7 The Committee does not have any sub groups reporting to it.

### 3. Accountable to

This Committee reports to the Board of Directors.

### 4. Reporting

Group reports to	Reporting methods (e.g. minutes, progress report, assurance report)	Frequency
Board of Directors	Provides minutes of meetings to the Board of Directors	Monthly

### 5. Membership and attendance

#### Membership

Designation
Tony Buckham, Non-Executive Director (Chair)
Mark Tuckett, Director of Strategy & Planning
Michael Harper, Chief Operating Officer
Kirsten Major, Chief Executive
Chris Newman, Non-Executive Director
Maggie Porteous, Non-Executive Director
Neil Priestley, Director of Finance
Gul Nawaz Hussain, Non-Executive Director

#### Standing invitations

Designation
Annette Laban, Trust Chair

At the request of the Committee and by exception, Executive Directors who are not already committee members will be invited to attend the meeting when the Committee is discussing matters that fall within the Director's portfolio of responsibility.

## 6. Quorum

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

At the discretion of the Chair, business may be transacted through a teleconference or videoconference provided that all Board members present are able to hear all other parties and where an Agenda has been issued in advance. Participation in a meeting via electronic means shall constitute presence in person at the meeting.

## 7. Meeting frequency

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. Process for reviewing effectiveness (tick all that apply)

Annual review of terms of reference	<input checked="" type="checkbox"/>
Annual report including review of work plan delivery and attendance	<input checked="" type="checkbox"/>
Effectiveness questionnaire completed by members	<input checked="" type="checkbox"/>
Internal / external audit review	<input checked="" type="checkbox"/>

## 9. Document control

Version	
Status	Current
Lead officer	Neil Priestley, Chief Finance Officer
Author	Neil Priestley, Chief Finance Officer
Approval body	Finance and Performance Committee
Date agreed	11 April 2022
Ratification body	Board of Directors
Date approved	TBC – will be presented to the Board of Directors in July 2022
Issue date	
Review date	April 2023

## **Board of Directors' Nomination and Remuneration Committee**

### **Annual Report 2021/22**

#### **1. Introduction**

The Board of Directors' Nomination and Remuneration Committee functions as a committee of the Board of Directors. The primary purpose of the Committee is to be responsible for identifying and appointing candidates to fill all the Executive Director positions on the Board and for determining their remuneration and other conditions of service.

The purpose of this report is to formally report to the Board of Directors on the work of the Board of Directors' Nomination and Remuneration Committee during 2021/22 and forms part of the review of effectiveness of the Committee, as outlined in its Terms of Reference.

This report also details the Committee's workplan and objectives for the financial year 2022/23.

#### **2. Meetings**

In the period April 2021 to March 2022, five meetings were held on the following dates:

- 10 May 2021
- 6 September 2021
- 26 October 2021
- 8 November 2021
- 22 November 2021
- 29 March 2022

#### **3. Attendance at Meetings**

All Board of Directors' Nomination and Remuneration Committee meetings for 2021/22 have been quorate.

Attendance of individual members for the meetings held from April 2021 to March 2022 was as follows:

<b>Member (Name and Designation)</b>	<b>Attendance Rate</b>
Annette Laban, Chair (Chair of the Committee)	6/6
Tony Buckham, Non-Executive Director	3/6
Chris Newman, Non-Executive Director	4/6
John O'Kane, Non-Executive Director	5/6
Maggie Porteous, Non-Executive Director	4/5
Rosamond Roughton, Non-Executive Director	6/6

Toni Schwarz, Non-Executive Director	3/5
Martin Temple, Non-Executive Director	5/6
Shiella Wright, Non-Executive Director	4/6

At the invitation of the Chair of the Committee, the following individuals have attended meetings of the Board of Directors' Nomination and Remuneration Committee during 2021/22:

<b>Name and Designation</b>
Mark Gwilliam, Director of Human Resources and Staff Development
Kirsten Major, Chief Executive
Sandi Carman, Assistant Chief Executive
Chris Morley, Chief Nurse
Jennifer Hill, Medical Director (Operations)

These individuals attend meetings in an advisory capacity.

Directors advising the Committee are not involved in any decisions or discussions regarding their own remuneration.

#### **4. Committee Activities in 2021/22**

During 2021/22 the Committee considered the following matters:

- The salary range for the appointment to the post of Executive Medical Director (Development).
- The recruitment of a full time Senior Deputy Medical Director (Operations) to provide support to the Executive Medical Director (Operations) and salary range.
- A one off non-consolidated payment to a Deputy in recognition a five month period of extended cover provided due to a combination of foreseen and unforeseen circumstances.
- A consolidated pay award for employees on a local pay framework including pay uplift to the proposed harmonised on-call standby payment.
- A consolidated pay award for Executive Directors.
- The salary range for the appointment to the post of Executive Director of Strategy and Planning.
- The salary range for the recruitment of a Chief Pharmacist.
- Incentive payment arrangements for substantive Band 5 nursing staff in response to staffing pressures.
- Incentive payment arrangements for midwives (Agenda for Change bands 6, 7 and 8a) in response to staffing pressures.
- A further thank you payment for all staff (£200) for their work during the extraordinary pandemic period.
- Incentive scheme offering an enhanced pay rate scheme for additional sessions to increase planned care activity until March 2022.

- Non-consolidated payment for the Deputy Director of Strategy and Planning including the recognition of additional responsibilities undertaken as Interim Director of Strategy and Planning and lead for the vaccine programme
- The recruitment of a full time Quality Director to manage quality, safety and risk in the organisation and salary range.
- Review and approval of the Board of Director's Nomination and Remuneration Annual Report, workplan and terms of reference.
- Discretionary rate of payment for training doctors to cover gaps in on-call rotas until August 2022.
- The recruitment process for a Non-Executive Director due to end of tenure and consideration of the skills and experience required for the replacement the Non-Executive Director.

## **5. Committee Effectiveness 2021/22**

### **5.1 Process for Review of Committee Effectiveness in 2021/22**

Questions relating to the effectiveness of the Board of Directors' Nomination and Remuneration Committee were answered by Board members as part of the whole Board effectiveness survey conducted in October 2021.

Discussion of these results has been held between the Executive lead and Chair of the Committee and has informed the objective set out in section 6 of this report.

The annual review of the Committee's Terms of Reference and workplan through the development of this Annual Report has also provided an opportunity for the Committee to consider its effectiveness in 2021/22.

### **5.2 Assessment of Performance against 2021/22 objectives**

The Committee's objectives for 2021 /2022 were as follows:

- |             |   |
|-------------|---|
| Objective 1 | To consider the need to more formally review outcomes at the end of each meeting  |
| Objective 2 | To develop a workplan for the Committee to ensure the timely and efficient scheduling of routine annual business of the Committee |

Objective 1 has been partially completed with no significant improvements required.

Objective 2 has been completed and a proposed workplan is attached to this report.

## **Committee Objectives for 2022/23**

In reviewing the effectiveness of the Committee in 2021/22 including consideration of the results from the whole Board effectiveness survey objectives for the forthcoming year (2022/23) were discussed by the Executive lead and Chair of the Committee.

The Committee's objective for 2022 /2023 is as follows:

Objective 1            To give consideration to the Board of Directors delegated responsibilities to the Board of Directors' Nomination and Remuneration Committee and Trust Executive Group to potentially enable flexibility of approach for short term, non recurrent changes to remuneration.

Currently any variation outside the AFC framework is referred to the Board of Directors' Nomination and Remuneration Committee for consideration which subsequently results in a low threshold for referral.

The review will look to establish a more defined threshold and include consideration of the materiality, duration and scale of the delegated decision.

This objective aligns to the Committee's own future work priorities, its contribution to broader Board governance development priorities and consideration of the current strategic context.

## **6. 2022/23 Workplan**

The Committee's workplan for 2022/23 is detailed in Appendix A and is presented for approval and ratification.

## **7. Review of Terms of Reference**

The Terms of Reference have been reviewed with no material updates made.

The Terms of Reference are attached at Appendix B and are presented for approval and ratification.

## **8. Conclusion**

The Committee continues to function as a standing committee of Trust's Board of Directors, overseeing the duties as set out in the agreed Terms of Reference.

	Mar-22	May-22	Sep-22	Dec-22	Mar-23
<b>Committee Business</b>					
Previous Minutes and Action Log					
Declarations of Interest					
Approval of BoD NRC Committee Terms of Reference, Annual Report and Workplan					
Board Composition					
Executive Directors' Pay Award and Employees on Local Pay Framework					
Review of Progress against Previous Years' Objectives					
Objectives for Forthcoming Year					
Review BoD Responsibilities					
Executive Appraisals					
Any Other Business					



# Board of Directors' Nomination and Remuneration Committee

## Terms of reference

### 1. Purpose

The Board of Directors' Nomination and Remuneration Committee (the Committee) is constituted as a standing committee of the Board of Directors.

The Committee is authorised by the Board of Directors to act within its Terms of Reference, as set out below, subject to amendments at future meetings of the Board of Directors.

The Committee is authorised by the Board of Directors to obtain such information as it considers necessary for, or expedient to, the exercise and fulfilment of its functions. All members of staff of the Trust are directed to co-operate with any request made by the Committee.

The Committee is authorised by the Board of Directors to instruct professional advisors and request the attendance of individuals and authorities from outside the Trust with relevant experience and expertise if it considers this necessary for, or expedient to, the exercise of its functions.

### 2. Duties and responsibilities

#### 2.1 Nomination

- To regularly review the structure, size and composition (including the skills, knowledge and experience) required of the Board of Directors and make recommendations to the Board with regard to any changes.
- To give consideration to and make plans for succession planning for the Chief Executive and other Executive Directors taking into account the challenges and opportunities facing the Trust and the skills and expertise needed at the current time and in the future.
- Be responsible for identifying and nominating for appointment candidates to fill posts within its remit as and when they arise.
- Be responsible for identifying and nominating a candidate, for approval by the Council of Governors, to fill the position of Chief Executive.
- Before an appointment is made, to evaluate the balance of skills, knowledge and experience on the Board of Directors and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment. In identifying suitable candidates the Committee shall use open advertising or the services of external advisers to facilitate the search;

consider candidates from a wide range of backgrounds and consider candidates on merit against objective criteria.

- To consider any matter relating to the continuation in office of any Executive Director at any time including the suspension or termination of service of an individual as an employee of the Trust.
- To consider the engagement or involvement of any suitably qualified third party or advisers to assist with any aspects of the Committee's responsibilities.
- To receive assurance reports on behalf of the Board of Directors in relation to compliance with the requirements set out within the Trust's Fit and Proper Persons Requirement (FPPR) Policy as it relates to appointments to the Board of Directors and annual FPPR checking process.

## **2.2 Remuneration**

- To decide upon and review the terms and conditions of office of the Trust's Executive Directors and those individuals on locally-determined pay in accordance with all relevant Trust policies, including:
  - Salary, including any performance-related pay or bonus
  - Provision for other benefits, including pensions
  - Allowances
  - Compensation commitments entailed by terms of appointment in the event of early termination with the aim of avoiding rewarding poor performance.
- To monitor and evaluate the performance of individual Executive Directors on an annual basis.
- To adhere to all relevant laws, regulations and Trust policy in all respects, including (but not limited to) determining levels of remuneration that are sufficient to attract, retain and motivate Executive Directors whilst remaining cost effective.
- To advise upon and oversee contractual arrangements for Executive Directors, including but not limited to termination payments and agreements. This will also relate to any matter that requires Treasury approval or any matter that may give rise to public concern.
- To determine arrangements for annual salary review for all staff on Trust contracts.
- To ensure, that where remuneration consultants are appointed, a statement is made within the Trust's Annual Report as to whether they have any connection with the Trust.

### **3. Accountable to**

The Committee is accountable to the Board of Directors.

### **4. Reporting**

The minutes of all meetings of the Committee shall be formally recorded and shall be retained by the Assistant Chief Executive, on behalf of the Chair, and shall not be shared with the Executive Directors.

The Committee shall report to the Board of Directors after each meeting of the Committee. In the case of remuneration matters, this report will be restricted to the reporting that decisions have been made by the Committee and that the manner of making them was in accordance with the Committee's terms of reference and delegated powers.

The Committee will make an annual report to the Board of Directors and the Assistant Chief Executive, on behalf of the Chair, shall ensure that the work of the Committee is accurately reported in the Annual Report and Accounts, in accordance with any direction from NHS Improvement.

### **5. Membership and attendance**

The Committee shall comprise of all Trust Board Non-Executive Directors, including the Chair of the Board.

The Chair of the Board will chair the Committee and the Vice Chair of the Board will act as Chair of the Committee in the Chair's absence or if the Chair has a conflict of interest.

#### **In attendance**

Only members of the Committee have the right to attend Committee meetings. At the invitation of the Committee, meetings shall normally be attended by the Chief Executive, Director of Human Resources and Staff Development and Assistant Chief Executive.

Other persons may be invited by the Committee to attend a meeting so as to assist in deliberations.

Any non-member, including the secretary to the Committee (Assistant Chief Executive), will be asked to leave the meeting should their own conditions of employment be the subject of discussion.

#### **Serviced by**

The Committee will be serviced by the Assistant Chief Executive who will also act as the Lead Officer for the Committee.

## 6. Quorum

A quorum shall be four members.

At the discretion of the Chair, business may be transacted through a teleconference or videoconference provided that all Board members present are able to hear all other parties and where an Agenda has been issued in advance. Participation in a meeting via electronic means shall constitute presence in person at the meeting.

## 7. Meeting frequency

Meetings to be held quarterly.

## 8. Process for reviewing effectiveness (tick all that apply)

- |   |                          |
|---|--------------------------|
| Annual review of terms of reference                                 | <input type="checkbox"/> |
| Annual report including review of work plan delivery and attendance | <input type="checkbox"/> |
| Effectiveness questionnaire completed by members                    | <input type="checkbox"/> |
| Internal / external audit review                                    | <input type="checkbox"/> |

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

- Annual review of the Terms of Reference by the Board of Directors
- Annual report to the Board of Directors
- Report of the Committee's work in Annual Report and Accounts in accordance with direction from NHS Improvement.

## 9. Document control

Version	
Status	Current
Lead officer	Sandi Carman, Assistant Chief Executive
Author	Sandi Carman, Assistant Chief Executive
Approval body	Board of Directors' Nomination and Remuneration Committee
Date agreed	29 March 2022
Ratification body	Board of Directors
Date approved	TBC – will be presented to the Board of Directors in July 2022
Issue date	To be added
Review date	This should be one year from the approval date

## **Sheffield Teaching Hospitals' Committee in Common**

### **Annual Report 2021/22**

#### **1. Introduction**

The overall purpose of the South Yorkshire and Bassetlaw Acute Federation (SYB AF) is to enable South Yorkshire and Bassetlaw trusts to work together effectively to deliver collaborative programmes.

Each SYB AF partner has an established committee to work in common with the other Acute Federation Partnership Committees in Common (CiC) to take decisions on each individual Trust's behalf. The Sheffield Teaching Hospitals' CiC functions as a committee of the Board of Directors and operates in accordance with the terms of the Acute Federation Joint Working Agreement.

The purpose of this report is to formally report to the Board of Directors on the work of the Sheffield Teaching Hospitals' CiC during 2021/22.

#### **2. Meetings**

In the period April 2021 to March 2022, six meetings of the Acute Federation Chairs and Chief Executives (The Acute Federation Partnership CiC) and two meetings of the newly configured SYB AF Board (in shadow form) were held. Meeting dates are listed below:

- 12 April 2021
- 7 June 2021
- 2 August 2021
- 6 September 2021
- 4 October 2021
- 6 December 2021
- 7 February 2021 (SYB AF Board – Shadow form)
- 7 March 2021 (SYB AF Board – Shadow form)

#### **3. Attendance at Meetings**

With the exception of one meeting (4 October 2021) all meetings of the Sheffield Teaching Hospitals' CiC in 2021/22 have been quorate.

Attendance of individual members for the meetings held from April 2021 to March 2022 was as follows:

Member (Name and Designation)	Attendance Rate
Annette Laban, Chair (Chair of the Committee)	7/8
Kirsten Major, Chief Executive	7/8

On the occasion when Kirsten Major was unable to attend, Chris Morley, Chief Nurse attended as her deputy.

### Committee Activities in 2021/22

A significant focus for the Committee in Common in 2021/22 has been to develop and mature the SYB AF to enable it to operate as effective provider collaborative with specific responsibilities within the new statutory South Yorkshire Integrated Care System. As such, matters covered at meetings have included:

- Updates on NHS England and Improvement guidance in relation to provider collaborative developments and developing the proposal for SYB.
- An informal question and answer session with the newly appointed Chair Designate of the SYB ICS with discussion focussing on the development of ICS governance arrangements.
- Consideration and approval of proposals to develop a revised governance model for the SYB AF.
- The establishment of a new Acute Federation Board in shadow form.
- Consideration of the next steps, the timetable and practicalities to enable the SYB AF Board to begin to operate as a formal Board from April 2022.
- Agreement to develop a monthly highlight report from the SYB AF Board for presentation to Trust Boards highlighting key issues, discussions and decisions from meetings.
- Discussions around the SYB AF strategy and the development of a purpose statement at the meeting in March 2022.

Other matters covered at the meetings included:

- Consideration of the SYB AF's 2021/22 strategic objectives and aims.
- Agreement of the SYB AF work programme priorities and consideration of future resourcing options.
- The recruitment plan including timescales for the appointment of an Acute Federation Programme Manager (subsequently renamed 'Managing Director'). This has included:
  - The appointment of an interim Acute Federation Managing Director.

- Regular updates on the substantive appointment process for this post.
- Final agreement of the proposed recruitment process for the substantive post of Managing Director in March 2022 with interviews planned for April 2022.
- Consideration of Doncaster and Bassetlaw NHS Foundation Trust capital proposals in relation to the Women's and Children's Hospital following the flooding incident in April 2021.
- An update on SYB pathology centralisation project.
- An update on the Accelerator Programme and operational pressures.
- An update on the process to appoint a Chief Executive for the SYB ICS.
- Regular updates from the Acute Federation Chief Executives' Group meetings.

The minutes of meetings of the Committee in Common are submitted to the Board of Directors, supported by a verbal report from the Committee Chair, as appropriate.

#### **4. Committee Objectives for 2022/23**

The Committee's objective for 2022 /2023 is as follows:

*To support the establishment of the revised Acute Federation governance structure including the Acute Federation Board and associated partnership groups in order to ensure effective partnership and system working for the benefit of patients and the local community.*

This objective aligns to the Committee's own future work priorities, its contribution to broader Board governance development priorities and consideration of the current strategic context.

#### **5. Review of Terms of Reference**

The Terms of Reference are currently under review and will be presented to the Board of Directors in due course. Until that time the current Terms of Reference remain extant and are attached at Appendix A for information.

#### **6. Conclusion**

The Sheffield Teaching Hospitals NHS Foundation Trust's Committee in Common continues to function as a standing committee of the Trust's Board of Directors and is currently considering its alignment within the new ICS governance arrangements.

## **TERMS OF REFERENCE**

### **FOR A SHEFFIELD TEACHING HOSPITALS NHS FOUNDATION TRUST COMMITTEE OF THE BOARD OF DIRECTORS 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' Committee in Common (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 CiCs 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 ongoing 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 Integrated Care System partners in South Yorkshire and Bassetlaw; West Yorkshire;
- 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;
- 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 members 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 of Directors 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

DESIGNATION	CHAIR/DEPUTY
Chair	Chair
Chief Executive	

##### Serviced by:

Acute Federation Programme Office

- 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 A nominated 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**

- 6.9 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.
- 6.10 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.
- 7.5 At the discretion of the Chair, business may be transacted through a teleconference or videoconference provided that all Board members present are able to hear all other parties and where an Agenda has been issued in advance. Participation in a meeting via electronic means shall constitute presence in person at the meeting.

## **8. MEETING FREQUENCY AND PROCEDURES**

- 8.1 Sheffield Teaching Hospitals' CiC meeting to take place on a regular 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 Management Office 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**

To be added

**11. REVIEW DATE**

To be added

**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:

<b>Acute Federation</b>	The federation formed by the Trusts to provide strategic leadership and oversight of the delivery of the Partnership;
<b>Acute Federation Partnership Programme Management Office</b>	Administrative infrastructure supporting the Acute Federation Partnership;
<b>CiCs</b>	The committees established by each of the Trusts to work alongside the committees established by the other Trusts and “CiC” shall be interpreted accordingly;
<b>“Joint Working Agreement” or “JWA”</b>	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;
<b>Meeting Lead</b>	The CiC Member nominated (from time to time) to preside over and run the CiC meetings when they meet in common;
<b>Member</b>	A person nominated as a member of a CiC in accordance with their Trust’s Terms of Reference, and Members shall be interpreted accordingly;
<b>Sheffield Teaching Hospitals/STH</b>	Sheffield Teaching Hospitals NHS Foundation Trust
<b>Sheffield Teaching Hospitals Committees in Common (CiC)</b>	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;
<b>Sheffield Teaching Hospitals CiC Chair</b>	The Sheffield Teaching Hospitals CiC Member nominated to chair the Sheffield Teaching Hospitals CiC meetings;
<b>SY&amp;B STP</b>	South Yorkshire & Bassetlaw Sustainability and Transformation Plan;
<b>Trusts</b>	Barnsley NHS Foundation Trust Doncaster and Bassetlaw Teaching Hospitals NHS Foundation Trust

Sheffield Children's NHS Foundation  
Trust  
Sheffield Teaching Hospitals NHS  
Foundation 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 Hospitals' Board of Directors). Any proposals discussed at the Sheffield Teaching Hospitals' CIC meeting outside of these parameters would come back before the Sheffield Teaching Hospitals' Board of Directors.

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.

	<b>Decisions delegated to Sheffield Teaching Hospitals' CIC</b>
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.	<p>Decisions to support service reconfiguration (pre-consultation, consultation and implementation), including but not limited to:</p> <ul style="list-style-type: none"> <li>a. Provision of financial information;</li> <li>b. Communications with staff and the public and other wider engagement with stakeholders;</li> <li>c. Support in relation to capital and financial cases to be prepared and submitted to national bodies; including NHS England / NHS Improvement;</li> <li>d. Provision of clinical data, including in relation to patient outcomes, patient access and patient flows;</li> <li>e. Support in relation to any competition assessment;</li> <li>f. Provision of staffing support; and</li> <li>g. Provision of other support.</li> </ul>
9.	<p>Decisions relating to information flows and clinical pathways outside of the reconfiguration, including but not limited to:</p> <ul style="list-style-type: none"> <li>a. Redesign of clinical rotas;</li> <li>b. Provision of clinical data, including in relation to patient outcomes, patient access and patient flows; and</li> <li>c. Developing and improving information recording and information flows (clinical or otherwise).</li> </ul>
10.	<p>Planning, preparing and setting up joint venture arrangements for the Services including but not limited to:</p> <ul style="list-style-type: none"> <li>a. Preparing joint venture documentation and ancillary agreements for final signature;</li> <li>b. Evaluating and taking preparatory steps in relation to shared staffing models between the Trusts;</li> <li>c. Carrying out an analysis of the implications of TUPE on the joint arrangements;</li> <li>d. Engaging staff and providing such information as is necessary to meet each employer's statutory requirements;</li> <li>e. Undergoing soft market testing and managing procurement exercises;</li> <li>f. Aligning the terms of and/or terminating relevant third party supply contracts which are material to the delivery of the Services; and</li> <li>g. Amendments to joint venture agreements for the Services.</li> </ul>
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.

**Key**

<b>Public</b>	Note in 2022/23 the Accounts Meeting will be held on 13 June 2022 (Extraordinary meeting)
<b>Private</b>	
<b>Both</b>	

[illegible]

## Board of Directors Workplan April 2022 - March 2023

### Key

**Public** Note in 2022/23 the Accounts Meeting will be held on 13 June 2022 (Extraordinary meeting)

Private

Both

[illegible]

## Board of Directors Terms of reference

### 1. Purpose

In accordance with its Constitution, the Trust has a Board of Directors, (which comprises both Executive Directors, one of whom is the Chief Executive and Non-Executive Directors, one of whom is the Chair). These terms of reference should be read in conjunction with the Trust's Standing Orders for the Practice and Procedure for the Board of Directors and the Trust's Constitution.

The purpose of the Board of Directors is to:

- 1.1 Provide leadership to the Trust to promote achievement of the Trust's Principal Purpose as set out in its Constitution, ensuring at all times that it operates in accordance with the Constitution and relevant operating licences;
- 1.2 Set the values and strategic direction of the Trust and, to the extent appropriate, the strategies for each of the Trust's Directorates;
- 1.3 Agree the Trust's financial and strategic objectives, including approval of the operational plan, workforce plan and financial plan;
- 1.4 Oversee the implementation of the Trust's strategic aims and objectives;
- 1.5 Monitor the performance of the Trust and ensure that the Executive Directors manage the Trust within the resources available in such a way as to:
  - a) ensure the safety of patients and the delivery of a high quality of care
  - b) protect the health and safety of Trust employees and all others to whom the Trust owes a duty of care
  - c) make effective and efficient use of Trust resources
  - d) promote the prevention and control of Healthcare Associated Infection
  - e) comply with all relevant regulatory, legal and code of conduct requirements
  - f) maintain high standards of ethical behaviour, corporate governance and personal conduct in the business of the Trust and promote an open and honest culture where Trust employees feel safe to speak up
  - g) maintain the high reputation of the Trust both with reference to Integrated Care System partners, local stakeholders and the wider community;
  - h) contribute to the commitment of being a sustainable organisation.
- 1.6 Ensure that the Trust has adequate and effective governance and risk management systems in place;
- 1.7 Review and approve the Trust's Annual Report and Accounts, including the Trust's Quality Report;

- 1.8 Ensure ongoing compliance with Health and Social Care related regulations including the Care Quality Commission's Fundamental Standards for all regulated activities across all registered locations;
- 1.9 Receive and consider high level reports on matters material to the Trust detailing, in particular, information and action with respect to:
  - a) human resource matters
  - b) operational performance
  - c) patient experience, clinical quality and safety, including infection prevention and control
  - d) financial performance
  - e) the identification and management of risk
  - f) matters pertaining to the reputation of the Trust
  - g) strategic development;
- 1.10 Ensure the Trust promotes and safeguards the health and wellbeing of its workforce;
- 1.11 Promote teaching, training, research and innovation in healthcare to a degree commensurate with the Trust's status as a Teaching Hospital;
- 1.12 Promote and develop appropriate partnerships with other organisations in accordance with the Trust's values and strategic direction;
- 1.13 Foster a sense of civic responsibility to the wider community to advance the health and welfare of the population served by the Trust;
- 1.14 Engage as appropriate with the Trust's membership and the Council of Governors;
- 1.15 Receive reports from committees of the Board concerning work undertaken within their Terms of Reference.

## **2. Duties and responsibilities**

The general duty of the Board of Directors and of each Director individually is to act with a view to promoting the success of the Trust so as to maximise the benefits for the members of the Trust and as a whole for the public (Para 24 of the Constitution).

The Board of Directors delegates duties and responsibilities to Board Committees and to the Trust Executive Group in accordance with the Trust's Standing Orders, Reservation and Delegation of Powers and Standing Financial Instructions.

## **3. Accountable to**

Parliament and NHS Improvement

## 4. Reporting

Group reports to	Reporting methods (e.g. minutes, progress report, assurance report)	Frequency
Public and key stakeholders	Agendas and papers for forthcoming Board of Directors meetings held in public and minutes of previous meetings of the Board, shall be posted on the Trust's website.	As frequently as meetings are held in public
Parliament / NHS Improvement	The Trust's annual report and accounts are laid before Parliament	Annually

## 5. Membership and attendance

Membership of the Board is determined in accordance with Section 23 of the Trust Constitution to ensure that at all times the number of Non-Executive Directors (excluding the Chair) equals or exceeds the number of Executive Directors and the Board membership shall be as follows:

### Membership

Designation
<ul style="list-style-type: none"> <li>independent Non-Executive Chair</li> </ul>
<ul style="list-style-type: none"> <li>Eight or more other independent Non-Executive Directors (including the Vice-Chair); one of whom shall exercise functions on behalf of the University of Sheffield and one of whom shall exercise functions on behalf of Sheffield Hallam University.</li> </ul>
<ul style="list-style-type: none"> <li>Up to eight Executive Directors, currently comprising:               <ul style="list-style-type: none"> <li>the Chief Executive (also the Accounting Officer)</li> <li>Chief Finance Officer</li> <li>Medical Director - Development (who shall be a registered medical practitioner)</li> <li>Medical Director – Operations (who shall be a registered medical practitioner)</li> <li>Chief Nurse (who shall be a registered nurse)</li> <li>Director of Human Resources and Staff Development</li> <li>Director of Strategy and Planning</li> </ul> </li> </ul>

- Chief Operating Officer
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The Non-Executive and Executive Directors listed above each hold a vote.

### **In attendance**

In addition to voting Board members, the following Directors shall attend Board meetings as Participating Directors:

<b>Designation</b>
Assistant Chief Executive
Communications and Marketing Director

Other senior members of staff may be requested to attend meetings by invitation of the Chair.

These Directors in attendance and invited individuals do not hold a vote.

On behalf of the Assistant Chief Executive, the Business Manager shall minute the proceedings and resolutions of all meetings of the Board, including the names of those present and in attendance as participating Directors.

## **6. Quorum**

A quorum shall be nine directors, of whom at least two should be Non-Executive Directors and two should be Executive Directors.

If an Executive Director is unable to attend a meeting of the Board, an alternative may be appointed to attend that meeting or part of it, if so requested by the Chair. Any such alternative shall not be counted as part of the required quorum unless they have been formally appointed by the Board as an Acting Director.

At the discretion of the Chair, business may be transacted through a teleconference or videoconference provided that all Board members present are able to hear all other parties and where an Agenda has been issued in advance. Participation in a meeting via electronic means shall constitute presence in person at the meeting.

## **7. Meeting frequency**

Routine meetings of the Board shall be held in public, on dates agreed with the Chair. Dates of forthcoming meetings of Board meetings held in public shall be posted on the Trust's website.

Agendas and papers for forthcoming meetings of the Board to be held in public, and minutes of previous meetings held in public, shall be posted on the Trust's website.



Additional meetings of the Board may be held in private for consideration of confidential business by resolution of the Board of Directors.

For procedural details see the Standing Orders for the practice and procedure of the Board of Directors.

## 8. Process for reviewing effectiveness (tick all that apply)

Annual review of terms of reference	<input checked="" type="checkbox"/>
Trust Annual report including review of attendance	<input checked="" type="checkbox"/>
Effectiveness questionnaire completed by members	<input checked="" type="checkbox"/>
Internal / external audit review (periodically)	<input checked="" type="checkbox"/>

## 9. Reporting Structure

Trust Executive Group  
 Audit Committee  
 Finance and Performance Committee  
 Human Resources and Organisational Development Committee  
 Quality Committee  
 Board of Directors' Nomination and Remuneration Committee  
 Sheffield Teaching Hospitals NHS Foundation Trust Committee in Common

## 10. Document control

<b>Status</b>	Review / For Approval
<b>Lead officer</b>	Sandi Carman, Assistant Chief Executive
<b>Author</b>	Sandi Carman, Assistant Chief Executive
<b>Approval body</b>	Board of Directors
<b>Date approved</b>	TBC – to be presented to the Board of Directors for approval in July 2022
<b>Issue date</b>	
<b>Review date</b>	July 2023

## Trust Executive Group (TEG) Terms of reference

### 1. Purpose

The Trust Executive Group (TEG) undertakes an executive leadership role on behalf of the Board of Directors. TEG is responsible for managing the Trust and empowering, whilst holding to account, those who have delegated responsibilities for the performance of elements of the Trust's work.

TEG involves clinicians in the management of the Trust through the Medical Directors, the Chief Nurse, the Clinical Management Board and the Management Board Briefing.

### 2. Duties and responsibilities

- Ensuring the successful day to day management of the Trust, as set out in the Trust's Standing Orders, Standing Financial Instructions and Scheme of Delegation.
- Developing and delivering the Trust's Strategy and ensuring that the Strategy is successfully executed, with reviews at regular intervals.
- Providing effective coherent leadership for the Trust as a whole.
- Providing a visionary, inspirational and outward looking direction for the Trust.
- Developing and supporting a culture of continuous Innovation, Research and Development.
- Leading the drive to ensure the Trust demonstrates the PROUD values and the qualities associated with Equality, Diversity and Inclusion.

### 3. Accountable to

Board of Directors.

### 4. Reporting

Group reports to	Reporting methods (e.g. minutes, progress report, assurance report)	Frequency
Board of Directors	Minutes and ad-hoc specific issues via TEG (Trust) Directors.	Minutes submitted on a weekly basis

## 5. Membership and attendance

### Membership

Designation
Chief Executive
Director of Strategy & Planning
Director of Human Resources and Staff Development
Medical Director (Operations)
Medical Director (Development)
Chief Nurse
Chief Finance Officer
Chief Operating Officer

### Standing invitations

Designation
Assistant Chief Executive
Communications Director
Organisational Development Director

## 6. Quorum

Minimum of three Executive Directors.

## 7. Meeting frequency

Each week on a Wednesday, plus a TEG Briefing prior to each meeting of the Board of Directors.

## 8. Process for reviewing effectiveness (tick all that apply)

- |   |                                     |
|---|-------------------------------------|
| Annual review of terms of reference                                 | <input checked="" type="checkbox"/> |
| Annual report including review of work plan delivery and attendance | <input type="checkbox"/>            |
| Effectiveness questionnaire completed by members                    | <input type="checkbox"/>            |
| Internal / external audit review                                    | <input type="checkbox"/>            |

## 9. Document control

Status	Final Draft
Lead officer	Chief Executive
Author	Business Manager, Chief Executive's Office
Approval body	Trust Executive Group (TEG)
Date agreed	18/05/2022
Approval /Ratification body	Board of Directors
Date approved	TBC – to be presented to the Board of Directors for Approval in July 2022
Issue date	
Review date	18/05/2023