

Executive Summary

Report to the Board of Directors

Being Held on 29 November 2022

| | |
|------------------------------|--|
| Subject | Board Committee Terms of Reference – Updates to Membership |
| Supporting TEG Member | Sandi Carman, Assistant Chief Executive |
| Author | Various |
| Status¹ | A |

PURPOSE OF THE REPORT

Part of the approval and ratification process for Board Committee Terms of Reference

KEY POINTS

The Board of Directors is asked to ratify the following documents:

- People Committee Terms of Reference
- Quality Committee Terms of Reference
- Finance and Performance Committee Terms of Reference

The membership of these Committees has been updated to confine membership to members of the Board of Directors and to remove the Chair's standing invitation in line with good governance practice as agreed at the Board of Directors Meeting on 27 September 2022.

Review by the relevant Committee can be confirmed as follows with further amendments noted where relevant:

- i. People Committee Terms of Reference – On the 14 November 2022 the Committee reviewed its Terms of Reference which reflected a change to the Committee's name from Human Resources and Organisation Development Committee to People Committee throughout the document. Reference to the Integrated Risk and Assurance Report was also agreed to be changed to Board Assurance Framework (BAF).
- ii. Quality Committee Terms of Reference – On 21 November 2022 the Committee reviewed its updated Terms of Reference and agreed to remove reference to the Quality Board within the meeting structure diagram. Reference to the Integrated Risk and Assurance Report was also agreed to be changed to Board Assurance Framework (BAF).
- iii. Finance and Performance Committee Terms of Reference – On the 14 November 2022 the Committee agreed its updated Terms of Reference

Across all updated Terms of Reference changes have been made to nomenclature where relevant. A central review has also been undertaken of quoracy arrangements following membership changes and a proposal is being made to standardise this by reducing quoracy requirements for Quality Committee from five members to four members.

Terms of Reference for other Committees unaffected by membership changes will be reviewed in line with scheduled annual review dates.

IMPLICATIONS²

| 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 | Create a Sustainable Organisation | ✓ |
| 6 | Deliver Excellent Research, Education and Innovation | ✓ |

RECOMMENDATIONS

The Board of Directors are asked to ratify the above documents.

APPROVAL PROCESS

| Meeting | Date | Approved Y/N |
|-----------------------------------|------------|--------------|
| People Committee | 14/11/2022 | Y |
| Finance and Performance Committee | 14/11/2022 | Y |
| Quality Committee | 21/11/2022 | Y |
| Board of Directors | 29/11/2022 | |

People 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 People 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 People 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 Board Assurance Framework (BAF) 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 People Committee will be formally recorded and submitted to the Board of Directors. | Monthly |

5. Membership and attendance

Membership

| Designation |
|--|
| Shiella Wright, Non-Executive Director (Chair) |
| Maggie Porteous, Non-Executive Director (Deputy Chair) |
| Tony Buckham, Non-Executive Director |
| Gul Nawaz Hussain, Non-Executive Director |
| David Black, Medical Director (Development) |
| Mark Gwilliam, Director of Human Resources and Staff Development |
| Kirsten Major, Chief Executive |
| Chris Morley, Chief Nurse |

In attendance

| Designation |
|---|
| Julie Phelan, Communications and Marketing Director |
| Paula Ward, Organisational Development Director |

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 People 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 | 2 |
| 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 | People Committee |
| Date agreed | 14/11/2022 |
| Ratification body | Board of Directors |
| Date approved | To be added |
| Issue date | To be added |
| Review date | 30/04/2023 |

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, People 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 Strategic Risks (contained within the Board Assurance Framework (BAF)) 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) |
| John O’Kane, Non-Executive Director |
| Toni Schwarz, Non-Executive Director |
| Jennifer Hill, Medical Director (Operations) |
| Kirsten Major, Chief Executive |
| Chris Morley, Chief Nurse |

In attendance

| |
|---|
| Sandi Carman, Assistant Chief Executive |
| Angela Legge, Quality Director |

6. Quorum

A quorum shall be four 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"/> |

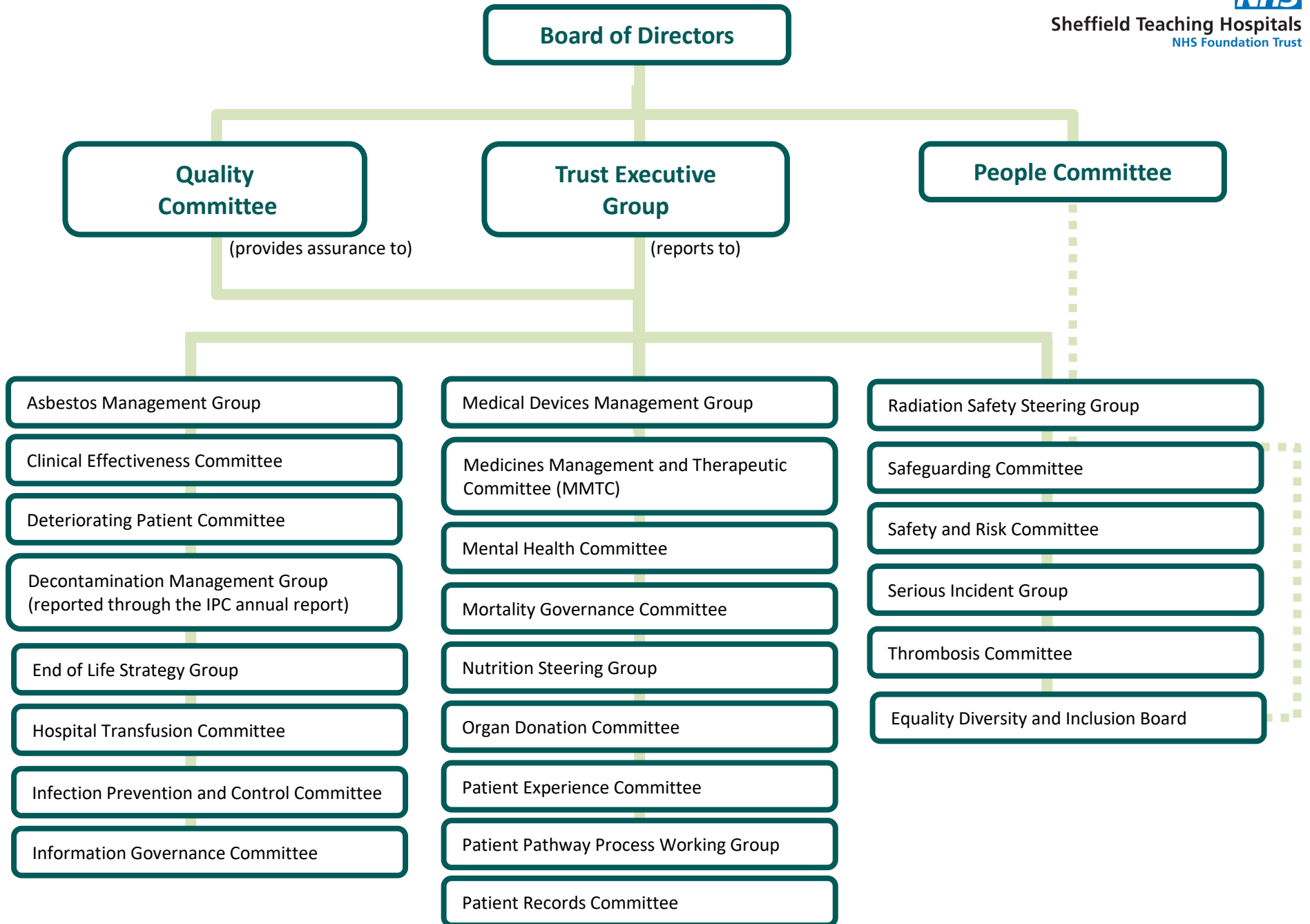
To ensure that the Quality Committee is effective the following actions will be undertaken and included in a report to the Board of Directors at least once a year:

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

9. Document control

| | |
|---------------|--|
| Version | 2.0 |
| Status | Current |
| Lead officer | Jennifer Hill, Medical Director (Operations) |
| Author | Andrew Timms, Compliance Manager |
| Approval body | Quality Committee |
| Date agreed | 21/11/2022 |

| | |
|--------------------------|--------------------|
| Ratification body | Board of Directors |
| Date approved | To be added |
| Issue date | To be added |
| Review date | 19/04/2023 |



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 Quality, People, Audit and the Nomination 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, and relevant Trust wide improvement programmes.

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 and responses; and to ensure that the relationship with NHS England 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) |
| Gul Nawaz Hussain, Non-Executive Director |
| Chris Newman, Non-Executive Director |
| Maggie Porteous, Non-Executive Director |
| Michael Harper, Chief Operating Officer |
| Kirsten Major, Chief Executive |
| Neil Priestley, Chief Finance Officer |
| Mark Tuckett, Director of Strategy & Planning |

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 | 2 |
| Status | Current |
| Lead officer | Neil Priestley, Chief Finance Officer |
| Author | Neil Priestley, Chief Finance Officer |
| Approval body | Finance and Performance Committee |
| Date agreed | 14/11/2022 |
| Ratification body | Board of Directors |
| Date approved | To be added |
| Issue date | To be added |
| Review date | April 2023 |