

Trust Board		Date:	25 January 2017
Agenda item	Title	Executive Director lead and presenter	Report author
BD/16/230	Terms of Reference	Committee Chairs	Christina Gradowski Interim Associate Director of Corporate Affairs
This report is for:			
Decision			
Discussion		X	
To Note			
History			
<p>Committee Terms of Reference are reviewed on an annual basis. The Chairs of the three committees Finance and Planning; Audit and Risk and Quality and Standards have met to agree the reporting to each respective committee, how to avoid duplication and cover gaps and agree key standard operating procedures for committees. The revised terms of reference has been presented to each of the Trust's committees and reviewed with a recommendation that they should be submitted to the Board for approval.</p>			
The following impacts have been identified and assessed within this report			
Equality			
Quality			
Privacy			
Executive summary of key issues			
<p>The three Terms of Reference have been reviewed and are included in this paper with a recommendation for approval.</p>			
Recommendation			
<p>That the Trust Board approves the Terms of References:</p> <ul style="list-style-type: none"> • Audit and Risk Committee • Finance and Planning Committee • Quality and Standards Committee 			
This report addresses these strategic priorities:			
We will deliver the best care			
We will support and develop our staff			
We will continually improve what we do		X	
We will use our resources wisely		X	
We will be future focussed			

Audit & Risk Committee | **Date:** 09 December 2016

Agenda item	Title	Executive Director lead and presenter	Report author
AR/16/95	Terms of Reference	Charlotte Moar NED	Charlotte Moar (NED) Christina Gradowski Interim Associate Director of Corporate Affairs

This report is for:

Decision	
Discussion	X
To Note	

History

The Terms of Reference were reviewed in April 2016, however due to a number of changes including executive responsibilities and clarification of the A&R Committee’s role the ToRs have been updated this autumn / winter.

The following impacts have been identified and assessed within this report

Equality	
Quality	
Privacy	

Executive summary of key issues

In early November the chairs of the three key trust board committees (Audit and Risk Committee; Quality and Standards Committee and Finance and Planning Committee) met to discuss and clarify the role of each of the committees and any area of duplication or overlap between the committees. The chairs also agreed a set of key principles for committee management which have been incorporated into a standard operating procedure (SoP) for committees.

- The ToR have been updated and reflect a host of changes including:
- change in executive titles (Director of Finance)
 - responsibility for information governance
 - committee’s duty to make recommendations to the Board on the appointment of external and internal auditors and counter fraud service
 - committee’s responsibility to seek assurance that an effective system of integrated governance, internal control and risk management is in place across the whole of the organisation’s activities
 - inclusion of a deputy in the unavoidable absence of an executive director at the committee meeting.

Once the Audit and Risk Committee has reviewed the updated Terms of Reference and recommended approval by the Board, the ToR will be submitted to the January trust board along with the updated ToR for Finance & Planning and Quality & Standards

including the SoP.

Recommendation

That the Audit & Risk Committee review the revised ToR and recommend for approval to the Trust Board.

This report addresses these strategic priorities:

We will deliver the best care	
We will support and develop our staff	
We will continually improve what we do	X
We will use our resources wisely	X
We will be future focussed	



Audit and Risk Committee

Appointed by Trust Board
 Reports and accountable to the Trust Board
 (Statutory)

Approved by the Trust Board on tbc

Overview

The Audit and Risk Committee (the Committee) is a formally constituted Committee of the Board of Directors (Trust Board).

Summary of purpose and objectives

This Committee provides the Board with assurance that the Trust has an effective system of integrated governance, risk management and internal control in place across the Trust’s activities (both clinical and non-clinical) to support achievement of the Trust’s objectives.

Role and duties

Strategy and Planning

- Discuss with external audit the main issues and parameters for audit planning in preparation for the Annual Audit Plan.
- Review and approve the annual internal audit, local counter fraud and clinical audit plans, ensuring that there is consistency with the audit needs of the organisation as identified in the Assurance Framework and co-ordination with the work of external audit.
- Maintain an annual work plan for the work of the Committee which ensures it will cover delegated responsibilities and any other matters on which it needs to focus. Report annually to the Board on delivery of this plan.

Capability and Culture

- To make recommendations to the Board around the appointment of external and internal auditors and counter fraud service.
- To ensure there is an effective internal audit function and counter fraud service that meets mandatory NHS Internal Audit and other Standards and best audit practice, and provides appropriate independent assurance to the Audit and Risk Committee, Chief Executive and Trust Board.

Terms of Reference

- To review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process, taking into account relevant UK professional and regulatory requirements.
- Ensure that effective and appropriate capacity is in place to support the assurance of integrated governance, risk management and internal control within the Trust

Process and Structures

- To review and sign off prior to formal approval by the Board any risk and control disclosure statements including the annual report, statutory accounts and quality accounts as well as receiving the draft audit letter.
- To endorse the annual governance statement by and on behalf of the Board, confirming compliance with relevant requirements and conditions as at the date of the statement and anticipated compliance for the next financial year
- To seek assurance that an effective system of integrated governance, internal control and risk management is in place across the whole of the organisation's activities (both clinical and non-clinical) that supports the achievement of the Trust's principal objectives
- To seek assurance that processes are in place to ensure compliance with all applicable legal and NHS regulatory requirements.
- To seek assurance that systems and processes are in place to ensure compliance with the Trust's duty to operate efficiently, economically and effectively.
- To seek assurance that effective systems of accountability and internal control are in place throughout the Trust, including but not restricted to systems and/or processes for escalating and resolving issues and escalating them to the Board where appropriate. This will include reviewing arrangements by which staff may raise, in confidence, concerns in relation to financial reporting and control, clinical quality, patient safety or other matters. The committee will ensure that there are appropriate arrangements in place for independent investigation and follow-up action, for recommendation to the Board for agreement.

Measurement

- To oversee the programmes of Internal Audit, Clinical Audit, External Audit and the Local Counter Fraud Specialist to ensure timely and effective scrutiny and oversight of Trust operations and maintain an oversight of the effectiveness of these audit processes. To obtain independent legal or professional advice where required to provide external scrutiny and evaluation.
- To oversee the programmes of assurance around information security and information governance including receiving reports from the Information Governance Group and overseeing its work programme.
- To review key risk and control policies e.g. Standing Financial Instructions and Standing Orders, Risk Management, Counter Fraud Policies at least annually prior to recommendation to the Board.
- To review instances of breach of risk and control policies e.g. waivers of standing orders on a regular basis.
- To review registers of gifts and hospitality, and losses and compensations at least annually.
- Review the findings of other significant assurance functions, both internal and external to the organisation and consider the implications to the governance of the organisation. Review the work of other committees within the organisation whose work can provide relevant assurance to the Committee's own scope of work.

Responsibility/delegated authority

The Committee is authorised by the Board to investigate any activity within its terms of reference and within the matters delegated to it by the Board through the Standing Financial Instructions and Standing Orders.

The Committee is authorised to seek any information it requires from any officer of the Trust, and all officers are directed to co-operate with any request made by the Committee.

Limitations of authority

Save as is expressly provided in the Terms of Reference, the Group shall have no further power or authority to exercise, on behalf of the Board, any of its functions or duties.

Accountability / reporting requirements

- This committee is accountable to the Trust Board.
- Minutes will be prepared after each meeting of this Committee and circulated to members of the committee and others as necessary.
- The key issues of the committee will be included in the Executive Team agenda and papers in the Chair's Report. The draft minutes of the committee meeting will be included in the agenda and papers of the following Board meeting.
- The Chair of the committee shall draw to the attention of Trust Board any issues that require disclosure to the full Board, or require executive action, or otherwise require the Board's attention.
- The Committee will report to Trust Board annually on its work.
- The Committee will draw to the attention to any other Committee or the Board, any issues which it believes requires that committee's consideration.
- The Committee will draw to the immediate attention of the Board and or its individual members any issue which, in its view, requires urgent consideration.

Membership

The membership will comprise 2 Non-Executive Directors, one of whom shall Chair the committee, suitably qualified and appointed by the Trust Board.

The Chair of the Trust will not be a member of the committee, nor act as a substitute.

Meeting requirements

Quorum

The quorum for meetings of the committee shall be two members, ensuring compliance with the Trust Standing Orders.

Substitutes/Deputies

Any Non-Executive Director of the Trust may act as nominated substitute / deputy in the unavoidable absence of any Non-Executive and this attendance will count towards the quorum.

Invitees

Executive Directors will be invited to attend, especially when the committee is discussing areas of risk or assurance relating to a Director's work stream. An Executive Director may formally nominate a deputy to represent them at the meeting, notifying the Chair in advance of the meeting.

Any member of Trust Board and the Company Secretary may attend meetings of the Committee.

No other persons may attend without the specific invitation of the Chair of the Committee.

The Committee may invite to attend on a regular or ad hoc basis, as it wishes, service users and carers to provide their own perspective into the committee.

Regular Attendees

The Director of Nursing and Quality / Deputy Chief Executive as the lead Director for Risk and SIRO and the Director of Finance (or in their absence their nominated deputies) are expected to attend every meeting.

The External and Internal Auditors will attend as agreed by the Chair of the Committee.

Frequency of Meetings

The Committee will meet as a minimum six times per year with additional meetings being called where necessary.

The External Auditor or Head of Internal Audit may request a meeting of the Committee if they consider that one is necessary or a private conversation with the Chair at any time.

Administration of Committee

Terms of Reference

The Governance Team directorate shall provide appropriate administrative support, guidance and advice to the Chair and Committee members.

Agendas

The Committee will receive reports for each meeting on activity under the following headings:

- Strategy and planning
- Capability and culture
- Measurement
- Committee Review

Lead contact

Executive Director of Finance

Monitoring effectiveness

The Company Secretary shall, at least once a year, review the performance, constitution and terms of reference of the committee to ensure it is operating at maximum effectiveness in order to support the continual improvement of governance standards, committees, sub-committees and groups.

The Company Secretary shall produce an annual report to the Audit and Risk Committee detailing the results of the committee review and thereafter on behalf of the Audit and Risk Committee recommend any changes considered necessary for approval by the Board.

Review

The Terms of Reference of this committee must be reviewed and subsequently approved by the Trust Board at least annually.

Finance & Planning Committee		Date:	16 December 2016
Agenda item	Title	Executive Director lead and presenter	Report author
FP/16/115	Terms of Reference	Mark Outhwaite NED	Mark Outhwaite (NED) Christina Gradowski Interim Associate Director of Corporate Affairs
This report is for:			
Decision			
Discussion			X
To Note			
History			
The Terms of Reference were reviewed in April 2016, however due to a number of changes including executive responsibilities and clarification of the F&P Committee's role the ToRs have been updated this autumn / winter.			
The following impacts have been identified and assessed within this report			
Equality			
Quality			

Executive summary of key issues

In early November the chairs of the three key trust board committees (Audit and Risk Committee; Quality and Standards Committee and Finance and Planning Committee) met to discuss and clarify the role of each of the committees and any area of duplication or overlap between the committees. The chairs also agreed a set of key principles for committee management which have been incorporated into a standard operating procedure (SoP) for committees.

The ToR have been updated and reflect a host of changes including:

- change in executive titles (Director of Finance)
- clarification of the committee’s responsibility
- inclusion of a deputy in the unavoidable absence of an executive director at the committee meeting.

Once the Finance & Planning Committee has reviewed the updated Terms of Reference and recommended approval by the Board, the ToR will be submitted to the January trust board along with the updated ToR for Audit and Risk and Quality & Standards including the SoP.

Recommendation

That the Finance and Planning Committee review the revised ToR and recommend for approval to the Trust Board.

This report addresses these strategic priorities:

We will deliver the best care	
We will support and develop our staff	
We will continually improve what we do	X
We will use our resources wisely	X
We will be future focussed	

Finance and Planning Committee

Appointed by Trust Board

Reports and accountable to the Trust Board

(Statutory)

Approved by the Trust Board on 30 September 2015

Overview

The Finance and Planning Committee (the Committee) is a formally constituted Committee of the Board of Directors (Trust Board).

Summary of purpose and objectives

The Committee will provide assurance to the Board that the Trust's financial, performance and business development arrangements are sufficiently and effectively managed and controlled.

Role and duties

Strategy and planning

- To oversee the development and implementation of the Annual Operating Plan to meet business objectives, statutory and regulatory obligations.
- To oversee the development of Trust plans for changes to the financial regime.
- To consider and, if agreed, endorse any financial/procurement/planning/business development strategy and recommend to the Board for acceptance.

Capability and culture

- To scrutinise capital and revenue business cases.
- To scrutinise proposed business partnering arrangements, investments and possible tenders, and to assure itself that all issues associated with any proposed external partnership opportunities and plans have been appropriately and fully considered and consulted upon. If necessary in collaboration with other board level committees (e.g. Audit & Risk Committee; Quality & Standards Committee).
- To scrutinise the implementation of improvements associated with Improvement Action Plans

Process and structure

- To assure itself that the Trust has established and effectively implemented systems and/or processes for effective financial decision-making, management and control
- To assure itself that the Trust has established and effectively implemented systems and/or processes to generate and monitor delivery of business plans (including any changes to such plans) and to receive internal and where appropriate external assurance on such plans and their delivery
- To satisfy itself that systems and/or processes are established and effectively implemented to obtain and disseminate accurate, comprehensive, timely and up to date information for Board and Committee decision-making.
- To scrutinise delivery of performance and activity and its impact on the Trust finances and business.

Measurement

- To scrutinise delivery of performance and activity and its impact on the Trust finances and business.
- To scrutinise delivery of performance and activity and its impact on the Trust finances and business.

Responsibility/delegated authority

The Committee is authorised by the Board to investigate any activity within its terms of reference.

The Committee is authorised to seek any information it requires from any officer of the Trust, and all officers are directed to co-operate with any request made by the Committee.

Limitations of authority

Save as is expressly provided in the Terms of Reference, the Group shall have no further power or authority to exercise, on behalf of the Board, any of its functions or duties.

Accountability / reporting requirements

- This Committee is accountable to the Trust Board.
- Minutes will be prepared after each meeting of this Committee and circulated to members of the Committee and others as necessary.
- The key issues of the Committee will be included in the Trust Board agenda and papers in the Chair's Report.
- The Chair of the Committee shall draw to the attention of Trust Board any issues that require disclosure to the full Board, or require executive action, or otherwise require the Board's attention.
- The Committee will report to Trust Board annually on its work.
- The Committee will draw to the attention to any other Committee or the Board, any issues which it believes requires that committee's consideration.
- The Committee will draw to the immediate attention of the Board and or its individual members any issue which, in its view, requires urgent consideration.

Membership

The membership will comprise 3 Non-Executive Directors, appointed by the Board, and 2 Executive Directors being the Executive Director of Finance and the Executive Director of Operations. An Executive Director may nominate a deputy to represent them at the meeting, notifying the Chair in advance of the meeting.

The Trust Board will appoint the Chair of the Committee who shall be a Non-Executive Director.

Meeting requirements

Quorum

The quorum for meetings of the Committee shall be two members, ensuring compliance with the Trust Standing Orders.

Substitutes/Deputies

Any Non-Executive Director of the Trust may act as nominated substitute / deputy in the unavoidable absence of any Non-Executive and this attendance will count towards the quorum.

Invitees

Local and Specialised Business Unit Managing Directors or equivalent, are expected to attend.

The Company Secretary is invited to attend.

Any member of the Trust Board may be in attendance at any meeting. However, they will be recorded as 'in attendance' and not as being 'present', unless they are substituting for a substantive member of the Committee.

The Committee may call other officers of the Trust to attend as appropriate.

No other party may attend without the specific invitation of the Chair of the Committee.

The Committee may invite to attend on a regular or ad hoc basis as it wishes, service users and carers to provide their own perspective into the Committee.

Frequency of Meetings

The Committee will meet eleven times per year.

Administration of Committee

The Corporate Governance team will provide appropriate administrative support, guidance and advice to the Chair and committee members.

Notice of meetings

Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be available to each member of the committee and other persons required to attend no later than 5 working days before the date of the meeting, unless it is deemed inappropriate to wait until the next meeting.

Support

The work of this Committee will be supported by the Executive Director of Finance who will ensure appropriate representation from Executive Directors and other officers.

Agendas

The format and content of the agenda will be agreed by the Chair of the Committee.

Lead contact

Executive Director of Finance

Monitoring effectiveness

The Company Secretary shall, at least once a year, review the performance, constitution and terms of reference of the committee to ensure it is operating at maximum effectiveness in order to support the continual improvement of governance standards. The Company Secretary shall produce an annual report to the Trust Board detailing the results of the Committee Review and recommend any changes considered necessary for approval by the Board.

Review

The Terms of Reference of this committee must be reviewed and subsequently approved by the Trust Board at least annually.

Quality and Standards Committee	Date:	18 October 2016
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Agenda item	Title	Executive Director lead and presenter	Report author
QS/16/082	Quality & Standards Committee ToR Annual workplan	Chair	Ruth Brunt Q&S Chair Christina Gradowski Interim Associate Director of Corporate Affairs

This report is for:

Decision	X
Discussion	X
To note	

History / Background

The Quality and Standards ToR and Annual workplan are updated on an annual basis.

The following impacts have been identified and assessed within this report

Equality	
Quality	X
Privacy	

Executive summary of key issues

The Chair of Quality and Standards and Interim Associate Director of Corporate Affairs have reviewed the terms of reference of the Q&S committee. Following the example of the Audit and Risk committee and Finance and Planning committee ToRs the Q&S committee ToRs have been streamlined.

There is a tracked changed version and a version with the changes accepted within the papers. The Q&S committee is invited to review the ToRs and suggest any amendments and improvements to the ToRs.

The Q&S committee workplan has also been updated to reflect current priorities. The Q&S committee is invited to review the workplan and suggest and / or recommend amendments and changes to the plan.

Recommendation: Approval of the ToRs and workplan subject to any amendments proposed by the committee.

This report addresses these strategic priorities:

We will deliver the best care	
We will support and develop our staff	X
We will continually improve what we do	X
We will use our resources wisely	
We will be future focussed	X

Quality and Standards Committee

Appointed by Trust Board

Reports and accountable to the Trust Board

(Statutory)

Approved by the Trust Board on 30 September 2015

Overview

The Quality and Standards Committee (the Committee) is a formally constituted committee of the Board of Directors (Trust Board).

Summary of purpose and objectives

The purpose of the Committee is to provide assurance to the Board that the Trust has in place the necessary structures and processes for the effective provision of safe, high quality patient care, and comply with all legislation, regulations and guidance relevant to the Trust.

Role and duties

Strategy and Planning

Quality

To be assured that the Board's planning and decision-making processes take timely and appropriate account of quality of care considerations and are driven by a culture of continuous quality improvement.

To review the Quality Strategy and make recommendations to the Board.

Workforce

To ensure that the Trust's workforce strategy reflects the strategic objectives of the Trust.

Capability and Culture

To seek assurance that the Trust has sufficient capacity and capability for the delivery of high quality patient care.

To be assured that service delivery is driven by continuous quality improvement with a primary focus on improving the experiences of service users and carers, through involvement and engagement in service development, delivery and evaluation

To seek assurance that the Trust is and remains compliant with Mental Health Act and Mental Capacity Act.

To promote and support a culture of open and honest reporting of any incident or situation that may impact on the quality of patient care, and encourage the sharing of learning across the Trust

To encourage and support innovation and the sharing of best practice.

Process and Structures

To satisfy itself that systems and/ processes are established and effectively implemented to obtain and disseminate accurate, comprehensive, timely and up to date quality and safety information for Board and Committee decision-making

To seek assurance that the Trust has established effective systems and processes to ensure compliance with health care standards specified by the Secretary of State, the Care Quality Commission, NHS Improvement and NHS England, commissioners of services and statutory regulators of health care professions

Terms of Reference

To seek assurance that the Trust's Quality Accounts meet Regulators' requirements and best practice, to monitor performance against agreed indicators before approval by the Board.

To seek assurance that there are robust processes in place for

managing and learning from complaints, PALS, serious incidents, clinical audit findings and claims

managing clinical and quality risks and identifying areas for improvement identified in national patient surveys, trust surveys, complaints and PALS reports

reviewing internal audit reports relevant to Q&S.

Measurement

To agree the quality and workforce Indicators that reflect the key priorities of the Trust, monitoring trends and benchmarking performance with peer group trusts.

To provide assurance to the Board that outcome measures of service quality and service user experience have been scrutinised and improvements identified.

Responsibility/delegated authority

The Committee is authorised by the Board to investigate any activity within its terms of reference.

The Committee is authorised to seek any information it requires from any officer of the Trust, and all officers are directed to co-operate with any request made by the Committee.

Limitations of authority

The Quality and Standards committee works within its delegated authority and responsibilities which are conferred by the Board.

Accountability / reporting requirements

This Committee is accountable to the Trust Board, for the delivery of its duties delegated by the Trust Board within its Standing Orders.

Minutes will be prepared after each meeting of this Committee and circulated to members of the Committee and others as necessary.

The Chair of the committee will submit a Chair's report to the Trust Board

The Chair of the Committee will draw to the attention of Trust Board any issues that require disclosure to the full Board, or require Executive action, or otherwise require the Board's attention.

The Committee will report to Trust Board annually on its work.

The Committee will horizontally report any issues requiring the attention of another committee or the Board.

Membership

The membership will comprise 3 Non-Executive Directors, one of whom can be an Associate NED, and one of whom will chair the Committee and 2 Executive Directors being the Clinical Executive and Operations Executive Director.

The Trust Board will appoint the Chair of the Committee.

Meeting requirements

Quorum

The quorum for meetings of the Committee shall be two Non-Executive members and one Executive member, ensuring compliance with the Trust Standing Orders.

Substitutes/Deputies

Any Non-Executive Director of the Trust may act as nominated substitute / deputy in the unavoidable absence of any Non-Executive and this attendance will count towards the quorum.

Attendees

The Associate Director of Human Resources is required to attend

A service user representative is invited to attend.

Any Non-Executive Director may attend meetings of the Committee.

Clinical Directors and a representative of the Quality Board will be invited to attend on request of the Committee.

The Committee may require any employee of the Trust or any other person involved in the delivery of clinical or patient care services on behalf of the Trust to attend any meeting and to produce required information for the Committee.

A standing invitation is also made for attendance by two members of the Trust-wide Engagement Group, to include the Involvement Worker for the locality in which the meeting of the Committee is held where possible.

The Committee may invite to attend on a regular or ad hoc basis as it wishes, service users and carers to provide their own perspective into the Committee.

No other party may attend without the specific invitation of the Chair of the Committee.

Frequency of Meetings

The Committee will meet nine times per year with additional meetings as deemed necessary by the Chair of the Committee.

Administration of Committee

The Corporate Affairs directorate shall provide appropriate administrative support, guidance and advice on governance arrangements to the Chair and Committee members

Lead contact

Clinical Executive

Monitoring effectiveness

The Company Secretary shall, at least once a year, undertake a committee evaluation.

The Committee will review the evaluation results and make recommendations for any changes for approval by the Board.

At each meeting the committee will review its performance.

Review

The Terms of Reference of this Committee must be reviewed and subsequently approved by the Trust Board at least annually.