



Board of Directors - Public

SUMMARY REPORT

Meeting Date: 27 July 2022

Agenda Item: 20

Report Title:	Corporate Governance Matters	
Author(s):	Deborah Lawrenson, Director of Corporate Governance	
Accountable Director:	Deborah Lawrenson, Director of Corporate Governance	
Other Meetings presented to or previously agreed at:	Committee/Group:	Terms of reference were considered at the Board committees which took place in July 2022
	Date:	<ul style="list-style-type: none">• People Committee – 12 July 2022• Quality Assurance Committee – 13 July 2022• Finance and Performance Committee – 14 July 2022• Audit and Risk Committee – 26 July 2022 (TORs attached but subject to approval at ARC in advance of Board)
Key Points recommendations to or previously agreed at:	<ul style="list-style-type: none">• Fit and Proper Person's test – assurance around compliance• Discussion on approach for the Annual Members Meeting due to be held 20 September 2022• Use of Trust seal for noting• Terms of Reference (TORs) from Board Sub Committees for approval – the TORs for the MHLC and the Remuneration Committee are expected to be received in September following review at their respective meetings.• Annual Reports from the sub committees to the Board are expected to be received in September along with the review of effectiveness and the 'standing orders' 'TOR's' for the Board itself.	

Summary of key points in report

This report consolidates several Corporate Governance related matters requiring consideration or approval by Board. It relates specifically to:

- Discussion on the preferred approach for the Annual Members' Meeting to be held on 20 September 2022, if this should be undertaken in person or virtually;
- The required annual declaration in relation to Fit and Proper Persons (Board-level compliance)
- The required periodic declaration on use of the Official Seal.
- The approval of terms of reference for Board Committees following review at their respective sub-committee meetings.

Recommendation for the Board/Committee to consider:

Consider for Action		Approval	X	Assurance	X	Information	X
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Board is recommended to:

- 1) **Approve** a date of 20 September 2022 for the Annual Members' Meeting, final timing to be confirmed currently holding 1 – 5pm in diaries; and discuss preferences in terms of approach for onward discussion with the Council of Governors.
- 2) **Receive for assurance** the Fit and Proper Persons Annual Declaration;
- 3) **Receive for information** the declaration on use of the Official Seal;
- 4) **Approve** the terms of reference for People Committee, Quality Assurance Committee, Finance and Performance Committee and Audit and Risk Committee and note the terms of reference for Remuneration Committee and Mental Health Legislation Committee will be received in September
- 5) **Note** development of the Annual Reports from the Board Sub Committees to Board for receipt in September.
- 6) **Note** plans to undertake a Board self-assessment for receipt at the September Board meeting
- 7) **Note** the intention to review the Constitution, to clarify any decisions on changes which should be taken at an Annual Members meeting, and to engage with the Governors. As part of this work the Board will review the element related to the standing orders for the Board.

Please identify which strategic priorities will be impacted by this report:

Covid-19 Getting through safely

Yes No

CQC Getting Back to Good

Yes No

Transformation – Changing things that will make a difference

Yes No

Partnerships – working together to make a bigger impact

Yes No

Is this report relevant to compliance with any key standards ? | State specific standard

Care Quality Commission	Yes	<input checked="" type="checkbox"/>	No <input type="checkbox"/>		<p>“Good Governance - The provider of your care must have plans that ensure they can meet these standards.</p> <p>“They must have effective governance and systems to check on the quality and safety of care. These must help the service improve and reduce any risks to your health, safety and welfare.”</p>
IG Governance Toolkit	Yes		No <input type="checkbox"/>		

Have these areas been considered ? YES/NO					If Yes, what are the implications or the impact? If no, please explain why
Patient Safety and Experience	Yes	X	No		In relation to the ToRs for the Quality Assurance Committee
Financial (revenue &capital)	Yes	X	No		In relation to the ToRs for the Finance and Performance Committee
OD/Workforce	Yes	X	No		In relation to the ToRs for the People Committee
Equality, Diversity & Inclusion	Yes	X	No		There are no specific implications for the issues covered in this report other than for the Annual Members Meeting which outlines support which will be provided as required
Legal	Yes	X	No		In relation to the ToRs for the Audit and Risk Committee; and in relation to the necessity to meet statutory obligations around the Annual Members' Meeting and reporting of Fit and Proper Persons compliance and use of the Official Seal.

Corporate Governance Matters

Section 1: Analysis and supporting detail

Annual Members' Meeting

- 1.1 The Annual Members' meeting will take place on 20 September 2022. The timing of the meeting is to be finalised however currently 1 – 5 pm is being held in diaries.
- 1.2 The meeting will reflect on the financial year 2021/22 as reported in the Annual Report and Accounts.
- 1.3 Board members are asked for views on whether the meeting should be held remotely given Covid19, new variants and current rising numbers of infection in the community with the potential for additional waves in the autumn in the lead up to winter.

The meeting held remotely in September 2021 was well attended. As was the approach last year it is proposed the event be live streamed via You Tube to maximise access for those who wish to attend. Depending on any current restrictions limited seating can be made available at a location to be determined in central Sheffield for the meeting to be broadcast for those who are unable to access it remotely.

Fit and Proper Persons Annual Declaration

- 1.4 We are required to ensure holders of specific senior posts comply with a statutory Fit and Proper Persons requirement under the Health and Social Care Act 2008 (Regulated Activities) Regulations 2014.
- 1.5 In accordance with our own policy on this, this applies to both voting and non-voting Board directors, whether in executive or non-executive roles. The test is also applied to Governors.
- 1.6 Assurance on compliance has been provided to Audit and Risk Committee and to the Board as part of the Annual Report and Accounts approval processes. It can be confirmed as at 20 July 2022 the organisation is compliant with Fit and Proper Persons requirements in respect of the Board and the Council of Governors.

Register of Sealings

- 1.8 The use of the official seal is regulated by the Board of Directors Standing Orders and formally signifies the act of entering into the transactions evidenced by the documents to which it is fixed. This report covers use of the seal for the period 1 April 2021 to 31 March 2022. (Appendix 1)
- 1.9 Board is asked to note the use of the seal on the register under delegated powers, and for this to be signed by the Chair.

Terms of Reference for Board Committees

1.10 At the July Board committee meetings, the terms of reference for the following committees were approved:

- People Committee
- Quality Assurance Committee
- Finance and Performance Committee
- Audit and Risk Committee (due for receipt at Audit Committee on xx and therefore due to be tabled)

The terms of reference still to be reviewed are the Remuneration Committee and the Mental Health Legislation Committee. These reviews will take place in advance of the Board meeting to be held in September.

1.11 In reviewing the Terms of Reference consideration was given to new leadership role requirements placed upon individuals and sub-committees as follows

NHSE/I have identified roles they recommend are held by Non-Executive Directors and roles which will now be covered by Board Sub Committees or other, Executive individuals. Detail is provided below. The roles are sufficiently covered in the reports that come through committee for the most part but we may need to give some consideration as to how we make this more explicit in our workplans and potentially in our TORs which can be reflected also in the Annual Reports the committees are doing for sharing with the Audit and Risk Committee and Board.

Roles to be held by Board sub committees or other named roles

Issue	Person	Committee
Hip fracture, falls and dementia	Can be an Executive	Quality and safety
Learning from deaths	Quality committee to champion	Quality and safety
Safety and risk	Can be a committee role	Quality and safety Audit and Risk
Palliative and end of life care	Can be a committee role	Quality and safety
Health and safety	Can be a committee role	Cuts across Quality - People - Finance
Children and Young People	Can be the Chair of Quality or a committee role	Quality and Safety
Resuscitation	Can be a committee role	Quality and safety
Cybersecurity	SIRO – Held by Director of Finance	Finance and Performance Audit and Risk
Emergency preparedness	Needs to be Board level – held by Deputy Chief Executive	Audit and Risk
Safeguarding	Can be a committee role	Quality and safety
Counter Fraud	Held by Director of Finance	Audit and Risk
Procurement	Held by Director of Finance	Finance and Performance
Security management, violence and aggression	Committee role	People

Role which are recommended to be held by Non-Executive champions

Role:	Held by:
Maternity safety champion – recommended for Trusts providing maternity services.	NA
Wellbeing guardian – recommended	Heather Smith
Freedom to Speak up – recommended	Richard Mills
Doctors disciplinary – statutory	clarification being sought on requirements
Security Management – statutory	clarification being sought on requirements

- 1.12 All terms of reference were updated in respect of quoracy requirements and meeting organograms appended. The terms of reference are presented to Board for ratification and included at Appendices 2-5.
- 1.13 Annual Reports from the Board Sub Committees were delayed in 2021/22 and are going through committee approvals and due to be received at the Board in September.
- 1.14 The Board will undertake a self-assessment across the summer for receipt at the September Board meeting

Culture and People

- 1.15 As the Board is aware discussions have taken place with the Council of Governors with regard to undertaking a review of the Constitution. Clarity will be provided on any changes which require approval at an Annual Members Meeting in order to allow planning for consultation and information sharing to take place to support that process. It is anticipated the full review of the Constitution will be taken to the Council of Governors in October
- 1.16 A review of compliance against the new Code of Governance will take place when this is launched in the autumn and will then be received at Audit and Risk Committee.

Board is recommended to:

1. **Approve** a date of 20 September 2022 for the Annual Members' Meeting, final timing to be confirmed currently holding 1 – 5pm in diaries; and discuss preferences in terms of approach for onward discussion with the Council of Governors.
2. **Receive for assurance** the Fit and Proper Persons Annual Declaration;
3. **Receive for information** the declaration on use of the Official Seal;
4. **Approve** the terms of reference for People Committee, Quality Assurance Committee, Finance and Performance Committee and Audit and Risk Committee and note the terms of reference for Remuneration Committee and Mental Health Legislation Committee will be received in September
5. **Note** development of the Annual Reports from the Board Sub Committees to Board for receipt in September.

6. **Note** plans to undertake a Board self-assessment for receipt at the September Board meeting.
7. **Note** the intention to review the Constitution, to clarify any decisions on changes which should be taken at an Annual Members meeting, and to engage with the Governors. As part of this work the Board will review the element related to the standing orders for the Board.

Section 2: Risks

- 2.1 Failure to ensure proper arrangements are in place for the Annual Members' Meeting could result in members of the Foundation Trust becoming less engaged, resulting in low nominations and turnout at Council of Governor elections.
- 2.2 Failure to comply with the Fit and Proper Person requirements were previously cited as an area for improvement during the CQC inspection that took place in 2019-20.
- 2.3 Regular review of the committee terms of reference ensures effective assurance arrangements are in place across all services and areas.
- 2.4 None of the above potential risks are of sufficient seriousness to warrant inclusion as active risks on the team, directorate or corporate risk registers.

Section 3: Assurance

Benchmarking

- 3.1 Since the Covid-19 outbreak, the regional benchmarking processes, available via the Northern Alliance for mortality review, have been unavailable. Benchmarking will be developed as a part of the Better Tomorrow project.
- 3.2 Learning from Deaths will be subject to internal audit
- 3.3 Professional advice has been provided by the Better Tomorrow project team

Triangulation

- 3.4 The outcomes from the learning from deaths processes can be triangulated against the learning extracted from Serious Incident investigations into the deaths of service users.

Engagement

- 3.5 The current process for reviewing deaths reported within SHSC includes contact with bereaved relatives and carers to express the Trust condolences and ask for feedback on the quality of the service provided to their family member.
- 3.6 The Structured Judgement Review process requires that all completed reviews and the learning from those reviews is presented to the individual teams that

provided care to the deceased patient. As the Better Tomorrow project advances, Structured Judgement Reviews will be completed by a growing pool of clinical staff across SHSC.

Section 4: Implications

Strategic Priorities and Board Assurance Framework

- 4.1 Strategic Aims: Provide outstanding care; Create a great place to work
Strategic Priorities: Covid-19 Recovering effectively; CQC Getting back to good
All BAF risks are relevant in relation to the Terms of Reference oversight of board sub-committees

Equalities, diversity and inclusion

- 4.3 NA

Culture and People

- 4.3 People Committee TORs

Integration and system thinking

- 4.4 NA

Financial

- 4.5 Finance and Performance Committee TORs

Sustainable development and climate change adaptation

- 4.6 N/A

Compliance - Legal/Regulatory

- 4.7 FT Licence and Code of Governance compliance re Fit and Proper Person's test and role of statutory committees in the TORs

Section 5: List of Appendices

Appendix 1 – Register of Sealings

Appendices 2-4 – Terms of Reference of Board Committees

(note the Audit and Risk Committee meetings are shared with the caveat they are pending approval at the Audit and Risk Committee being held the day before the Board on 26 July – the Mental Health Legislation Committee and Remuneration Committee are still to be approved by their respective committees).



Register of Sealings - Period April 2021 to March 2022

Register Entry	Date Signed / Sealed	Item	Signed by
0206	4 June 2021	Deed of Surrender – Jordanthorpe Health Centre CHP Trust LTD & SHSC	Phillip Easthope, Executive Director of Finance Jan Ditheridge, Chief Executive
0207	4 June 2021	Deed of Variation of Lease Plan – Darnall Primary Care Centre CHP Trust LTD & SHSC	Phillip Easthope, Executive Director of Finance Jan Ditheridge, Chief Executive
0208	4 June 2021	Licence to Assign – Darnall Primary Care Centre CHP Trust LTD; Primary Care Sheffield & SHSC	Phillip Easthope, Executive Director of Finance Jan Ditheridge, Chief Executive
0209	4 June 2021	Land Registry – Transfer of Whole of Registered Title: Darnall Primary Care Centre Primary Care Sheffield & SHSC	Phillip Easthope, Executive Director of Finance Jan Ditheridge, Chief Executive
0210	9 August 2021	Engrossment Lease – Rooms 121(b); 415; 415a The Circle Building, 33 Rockingham Lane, S1 4FW	Phillip Easthope, Executive Director of Finance Helen Payne, Director of Facilities
0211	2 December 2021	Contract for Sale of Fulwood House Expresso Property & SHSC	P Easthope, Executive Director of Finance Beverley Murphy, Executive Director
0212	2 December 2021	Transfer of Deeds – Tower Block, Fulwood House Expresso Property & SHSC	P Easthope, Executive Director of Finance Beverley Murphy, Executive Director
0213	2 December 2021	Lease - Tower Block, Fulwood House Expresso Property & SHSC	P Easthope, Executive Director of Finance Beverley Murphy, Executive Director
0214	23 March 2022	Lease – Centre Court, Atlas Way, Sheffield 4 Safe Haven Investments Ltd & SHSC	Phillip Easthope, Executive Director of Finance Jan Ditheridge, Chief Executive
0215	23 March 2022	Lease – 2 nd Floor, Distington House, Atlas Way, Sheffield 4 Safe Haven Investments Ltd & SHSC	Phillip Easthope, Executive Director of Finance Jan Ditheridge, Chief Executive

Noted by the Board of Directors 28 July 2022

Signed by Chair: Sharon Mays



Terms of Reference

Document History:	
Version Number:	2
Approved by: (parent Committee/group)	Board
Date approved:	TBC
Name of author(s):	Heather Smith (Chair), Caroline Parry (Lead Executive), Helen Walsh (Committee Support), Emily Allan (Corporate Governance Officer)

Name of Committee/Group	People Committee
Type of Committee/Group	Board Committee

1.	Purpose of Committee/Group
<p>The People Committee ("the Committee") has been established to provide assurance to the Board in consultation with the other Board Committees that adequate and appropriate governance structures, processes and controls are in place in respect of the workforce, organisational development and any other matters that shall be determined to fall within its remit.</p> <p>The Committee has primary responsibility for receiving assurance regarding all aspects of strategic workforce and organisational development relating to staff in support of getting the best outcomes.</p> <p>The Committee will provide assurance to the Board regarding the following strategic areas: workforce, equality and diversity, recruitment and retention, staff development, role transformation, staff health, safety and wellbeing, organisation development and design, culture development, staff engagement, leadership development, talent management and succession planning.</p>	
2.	Scope
	<p>The Committee will:</p> <ul style="list-style-type: none">• Assure the Board that the Trust is meeting its legal and regulatory and moral duties in relation to its employees.;• Receive assurance into any area of work within its remit on behalf of the Board. <p>In fulfilling its obligations, the Committee will be mindful of the need to improve the diversity of the workforce so that it more accurately reflects the populations which the Trust serves.</p>

3.	Authority/Accountability
	<p>The Committee is constituted as a standing committee of the Board, and it is to the Board that it reports.</p> <p>The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any member of staff and all members of staff are directed to co-operate with any request made by the Committee.</p> <p>The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary. The budget for such advice must be within agreed financial constraints.</p> <p>The Committee is authorised by the Board to make decisions that are not of a significant matter to the parent body. Reference should be made, as appropriate to the Standing Orders and Standing Financial Instructions of the Trust.</p> <p>The following matters must be referred to Board:</p> <ul style="list-style-type: none"> • Where there is significant revenue, capital or cash implications as determined by the Trust's Standing Financial Instructions • Conflict with statutory obligations, or have significant governance implications • Likely to arouse significant public or media interest.
4.	Objectives of Committee/Group
	<p>The Committee will:</p> <ul style="list-style-type: none"> (i) provide assurance to the Board of Directors that Committee members are assured that there is a positive working environment for staff that promotes psychological safety, a supportive, open culture that helps staff do their job to the best of their ability; (ii) provide assurance to the Board of Directors that Committee Members are assured that there is support and opportunities for staff to maintain their health, wellbeing and safety; (iii) be assured that staff engagement strategies are in place prior to consultation exercises with staff to enable staff to be fully engaged in the decision-making processes that affect them and the services they provide, individually, through representative organisations and through local partnership working arrangements. (iv) be assured that appropriate policies to raise issues, grievances and concerns are in place, are fit for purpose and allow fair and consistent treatment of staff. (v) review achievement against the following strategic areas – workforce, equality and diversity, recruitment and retention, staff health, safety and wellbeing, organisation development, and achievement of goals set out in the People Strategy Delivery Plan and Organisational Development Plan; (vi) be assured that there is an appropriate range and scope of training for all members of staff; (vii) act as the forum for People risks to be discussed, ensuring actions are taken and action plans carried out to completion, and ensuring there are robust links across directorates to ensure a culture of risk management is present throughout the organisation.

The Committee will uphold the values of the Trust in the work it does. In particular it will look for assurances that these values are being delivered in the Trust, as part of its overall governance role on behalf of the Board.

5. Membership

The voting membership of the Committee will be:

- Three Non-Executive Directors (one of which will chair the meeting)
- Director of Clinical Operations and Transformation
- Executive Director of People (Committee lead with ownership of the agenda in support of the Chair)

Other Non-Executive Directors / Associate Non-Executive Directors and Executive Directors can attend as desired but will not form part of the permanent membership of the Committee.

Membership will be reviewed annually.

6. Attendees

Other directors or their deputies may be asked to attend meetings or part meetings for discussions on matters relating to their portfolio, if required. The provisions of the Trust's Standing Orders relating to acting up arrangements and joint members will apply to this Committee with respect to decision making authority.

Meetings of the Committee shall normally be attended by:

- Deputy Director of People (Head of People Transformation and Operations)
- Head of Leadership and Organisation Development
- Head of Equality and Inclusion
- Head of Workforce Development and Training

The Committee may invite other persons to attend a meeting so as to assist in deliberations. The Chair shall be notified of this prior to the meeting.

The Director of Governance will provide advice to the Chair and members and ensure that the Committee has the appropriate administrative support. A minute taker will also attend all Committee/Group meetings and be stated as in attendance.

In order to support the work of the Lived Experience Group and the Council of Governors, nominated observers are invited to attend the Committee. Their role as observers is to consider the work of the Committee in order to provide feedback to their respective bodies. Observers will be supported in their role by the Trust with training and access to Committee papers. Their feedback on the Committee's commitment to and effectiveness in considering the views of services users, carers and foundation trust members will form part of the annual effectiveness review carried out by Committee.

7. Chair, Quorum, Attendance and Meetings

Chair

The Chair will preside at all meetings having been approved as the Chair by the Board or appointed as such by the Trust Board Chair. In extraordinary circumstances where the Chair cannot attend, the Deputy Chair (similarly approved) will chair the meeting.

Quorum

A quorum will be 3 members and must include 2 Non-Executive Directors (including the Chair or Vice Chair) and 1 Executive Director. Deputies attending the meeting on behalf of members will not count towards the quorum

Deputies may attend, with the agreement of the Chair. This will be by exception, they must be fully briefed and if formally deputising will count towards the quorum.

If the Committee is not quorate the meeting may be postponed at the discretion of the Chair. If the meeting does take place and is not quorate no decisions shall be made at that meeting and such matters must be deferred until the next quorate meeting.

Attendance

Members are expected to attend all meetings. Apologies must be received by the Administrator in advance of the meetings. All members will be required to attend a minimum of two thirds of all meetings held annually. Members should not be absent for more than two consecutive meetings without the agreement of the Chair.

Any Committee member may participate in a meeting by way of telephone, computer or any other electronic means of communication provided that each person is able to hear and speak. A person participating in this way is deemed to be present in person although their actual location shall be noted in the minutes and is counted in a quorum and entitled to vote. The meeting is deemed to take place where the largest group of those participating is assembled, or if there is no such group, where the Chair of the meeting is located.

Meetings

Where a specific matter is deemed to be of a confidential or commercially sensitive nature the Chair has the authority to restrict attendance at the meeting to members only and to ask all invitees to leave the meeting.

If any member or invitee has an interest, pecuniary or otherwise, in any matter and is present at the meeting at which the matter is under discussion, they will declare that interest as early as possible and shall not participate in the discussions. The Chair will have the power to request that member or invitee to withdraw until its consideration has been completed.

8. Frequency and Notice of Meetings

Frequency

The Committee will meet as required but at least quarterly. Additional meetings can be arranged for specific purposes as necessary, with agreement by the Chair or Deputy Chair.

If a matter of urgent business arises and an extraordinary meeting is required, this may be convened by the Chair, subject to the agreement of a quorum number of members. Decisions will be subject to achieving quorum attendance.

Where a decision needs to be taken outside the normal cycle of meetings, and where the matter is not deemed by the Chair to require an additional meeting to be called, the decision may be made via e-mail. The preference is for decisions to be taken at meetings. The decisions via e-mail process will be used on an exceptions basis. The process for decision via e-mail will be as follows:

- a) An e-mail setting out the matter for decision will be sent to all members on the same working day. This shall include a statement setting out how the members should signify what their view on the matter is and the deadline for doing so.
- b) Members will be given no less than five working days in which to respond.
- c) For a decision to be passed, all of the members must express the same view on the matter.
- d) Where members have comments on the proposed decision or recommendation/s these will be circulated to other Committee members by the Administrator within one working day of receipt.
- e) If any individual member wishes to debate an item proposed for decision via e-mail at a meeting instead they may ask the Chair to arrange an additional meeting or defer the item for decision until the next meeting (such agreement by the Chair not to be unreasonably withheld).
- f) Decisions via e-mail will be reported to the next meeting and the wording of the decision minuted. Any decision made in this manner will be effective from the date of agreement of all of the members and confirmed by email by the Administrator.

Notice of meetings

Meetings shall be called by the Administrator at the request of the Chair or any of its members.

Unless otherwise agreed, notice of each meeting and agenda of items to be discussed, shall be forwarded to each member, any other person required to attend no later than three full working days before the date of the meeting. Supporting papers shall be sent to members and to other attendees as appropriate, at the same time.

Notices, agendas and supporting papers will normally be sent in electronic form.

A meeting calendar will be agreed on an annual basis, setting out the main work items to be carried out at each meeting to ensure that adequate time is given to the main objectives of the Committee.

9.	Minutes and Reporting Arrangements
	<p>The Committee will report to Board on how it discharges its responsibilities.</p> <p>The Board will report back if it has any concerns about its adherence to the Terms of Reference.</p> <p>The minutes of Committee meetings will be formally recorded and submitted to the parent body by the Chair of the Committee. The Chair of the Committee will draw to the attention of the parent body any issues or decisions that require disclosure to the Trust Board, or require executive action.</p> <p>Operational Groups will provide assurance to the committee as agreed in the governance structure.</p> <p>This assurance is provided through the provision of minutes and quarterly/bi-annual assurance reports which articulate how their duties and responsibilities have been discharged, highlighting any emerging risks and summarising recommendations and actions taken.</p> <p>The Committee will receive standing reports following each meeting and additional reports as part of the scheduled programme of annual reports.</p> <p>In addition, the Committee will receive thematic 'deep dive' reports or reviews as required to enable greater discussion about specific issues and to facilitate in depth discussions between the members and those staff providing services.</p> <p>The Board has ultimate responsibility for the effectiveness of its governance below Board. The Board will rely on the work of its Committees to provide assurance on the effectiveness of the governance structure. The Board Committees will use the reports and minutes outlined above to ensure that its underlying Committee is meeting its duties according to these terms of reference.</p>
10.	Administrative arrangements
	<p>The Committee will be supported by a nominated Administrator who will:</p> <ul style="list-style-type: none"> • produce a schedule of meetings and maintain the annual work plan for the Committee • prepare the agenda and papers with the Chair and circulate three working days prior to the meeting; • maintain accurate records of attendance, key discussion points and decisions taken and issue necessary action logs within five full working days of the meeting; • draft minutes, recording where the Committee has delivered its purpose through relevant reports and subsequent discussion, debate and challenge, and where further information is required, for circulation to the meeting Chair within five full working days of the meeting; • organise future meetings; and • file and maintain records in the required corporate records folder.

11.	Meeting effectiveness review								
<p>The Committee shall at least once a year, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to its parent body for approval.</p> <p>The Committee shall undertake appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members.</p> <p>A record of the frequency of attendance by members, quoracy and the frequency of meetings will be maintained. Any areas of concern will be highlighted to the Chair of the Committee.</p>									
12. Review to be conducted by Committee/Group/Forum Chair									
<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 30%; padding: 5px;">Date Committee/Group established</td><td style="width: 70%; padding: 5px;">19th November 2013</td></tr> <tr> <td style="width: 30%; padding: 5px;">Terms of Reference to be reviewed</td><td style="width: 70%; padding: 5px;">Annually</td></tr> <tr> <td style="width: 30%; padding: 5px;">Date of last review</td><td style="width: 70%; padding: 5px;">July 2022</td></tr> <tr> <td style="width: 30%; padding: 5px;">Date of next review</td><td style="width: 70%; padding: 5px;">July 2023</td></tr> </table>		Date Committee/Group established	19 th November 2013	Terms of Reference to be reviewed	Annually	Date of last review	July 2022	Date of next review	July 2023
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Date of last review	July 2022								
Date of next review	July 2023								

TRUST BOARD

People Committee CHAIR Heather Smith

Prioritise health and well-being to support staff to feel healthy and well at work

Recruit and retain the right staff with right skills

Strategic Priorities

Deliver workforce transformation to meet service needs both now and in the future

Collective, inclusive and compassionate leadership across the whole organisation with equal opportunity for growth and development

Tier 2 Assurance Groups

Staff Health and Wellbeing Group
CHAIR Sarah Bawden

Workforce Planning and Transformation Group
CHAIRS Caroline Parry and Karen Dickinson

Recruitment and Retention Group
CHAIR Sarah Bawden

Inclusion and Equality Group
CHAIR Neil Robertson

Organisational Design and Development Group
CHAIR Charlotte Turnbull

Tier 3 Engagement Groups

Medical Workforce Planning Group
CHAIR Nicholas Bell

Medical Staff Committee
CHAIRS Reem Abed and Jenny Jack

Nursing Council
CHAIR Beverley Murphy

Staff Network Chairs Group
CHAIR Linda Wilkinson

Joint Local Negotiating Committee
CHAIRS Mike Hunter and Simon Mullins

Joint Consultative Forum
CHAIRS Jan Ditheridge and Susan Highton

Plans for further group/s covering
Allied Health Professions, Social Workers and Corporate Functions

Tier 4 Staff Network Groups

Ethnically Diverse Staff Network Group
CHAIR Paulette Cammidge
VICE CHAIRS Jamilla Flaherty Themba Dlamini

Disability Staff Network Group
CO-CHAIRS Ellie Wildbore, Adam Butcher

Lived Experience Staff Network Group
CHAIR Helen Goodson, VICE CHAIR Simon Mullins

Rainbow Staff Network Group
CO-CHAIRS Justin Gardner, Henry Harrison

Carers Staff Network Group
CO-CHAIRS Pete Sandford, Jana Sandford

Amazing Women Staff Network Group
CHAIR Holly Cubitt



Terms of Reference

Document History:	
Version Number:	11
Approved by:	Trust Board (pending – July 2022)
Date approved:	July 2022
Name of Committee	
	Quality Assurance Committee
Type of Committee	
	Board Committee reporting to Trust Board
1. Purpose of Committee	To oversee and ensure the effective delivery of: <ul style="list-style-type: none">• safe care at all times;• timely access to effective care;• positive experience and outcomes for service users and carers;• effective quality assurance and improvement underpins all we do. The Committee shall provide assurance to the Board of Directors on the probity of the Trust and support the other Board Committees in the achievement of clinical effectiveness and safe outcomes for service users, maintaining positive service user and carer experience and equality and inclusion.
2. Scope	The scope of the Committee is Trust-wide
3. Authority/Accountability	The Committee is an assurance Committee of the Board of Directors for matters relating to quality assurance as stated in the purpose. The Committee reports to the Trust Board and sits within the portfolio of the Executive Director of Nursing, Professions and Operations. The Committee is authorised by the Trust Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee. The Committee is authorised by the Trust Board 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 budget for such

advice must be within agreed financial constraints.

The Committee is authorised to make decisions that are not reserved to the Trust Board. Reference should be made, as appropriate to the Standing Orders and Standing Financial Instructions of the Trust.

The following matters that must be referred to the Trust Board:

- Where there is significant revenue, capital or cash implications as determined by the Trust's Standing Financial Instructions
- Conflict with statutory obligations, or have significant governance implications
- Likely to arouse significant public or media interest.

4. Objectives of Committee

The Committee will:

- ensure Trust-wide clinical governance, clinical risk management arrangements and quality improvement and assurance strategies are in place and fit for purpose;
- ensure clinical governance and clinical risk management systems and processes are continually developed and monitored to deliver high quality clinical care to the highest standards and minimise risk to service users;
- ensure that negotiations with commissioners and stakeholders are based on maintaining high quality standards;
- oversee the key performance indicators capable of demonstrating improvements in safety, effectiveness and service user experience and/or early warning of risk at all levels of the organisation;
- oversee development and review of the Annual Quality Report and recommend approval to the Board of Directors;
- seek assurance that service users and carers are engaged in the business of the organisation and have a voice in service provision, organisational change and service improvements;
- seek assurance that risk management processes are underpinned by a culture of openness and transparency;
- ensure robust mechanisms are in place to maintain its registration with any required regulatory bodies; oversee all risks delegated to the Committee via the Corporate Risk Register (CRR) and Board Assurance Framework (BAF);
- monitor improvement following visits by the Care Quality Commission, including evidence of practice being embedded where necessary;
- monitor the timely review of policies in relation to its area of responsibility following approval by the Policy Governance Group;
- review the outcome of audits relating to its area of responsibility and contribute views to the Audit and Risk Committee as required;
- uphold the values of the organisation in the work it does. In particular it will look for assurances that these values are being delivered as part of its overall governance role on behalf of the Board.

5. Membership

Three Non-Executive Directors – one of which will be appointed chair.
Executive Director of Nursing, Professions and Operations
Executive Medical Director
Director of Quality

6. Attendees

Meetings will normally be attended by:

- Director of Operations and Transformation
- One representative from each Clinical Directorate triumvirate
- Director of Quality
- Service User Representative
- Committee Administrator
- Governor Observer

Other directors or their deputies may be asked to attend meetings or part meetings for discussions on matters relating to their portfolio, if required. The provisions of the Trust's Standing Orders relating to acting up arrangements and joint members will apply to this Committee with respect to decision making authority.

The Board Secretary will attend as required and provide advice to the Chair and members to ensure that the Committee has the appropriate administrative and secretarial support (an Administrator). A minute taker will also attend all Committee meetings and be stated as in attendance.

7. Chair, Quorum, Attendance and Meetings

Chair

The NED Chair will preside at all meetings. In extraordinary circumstances where the Chair cannot attend, one of the Non-Executive Director members will chair the meeting.

Quorum

A quorum will be 3 members and must include 2 Non-Executive Directors and 1 Executive Director.

Deputies may attend, with the agreement of the Chair. This will be by exception; they must be fully briefed and if formally deputising will count towards the quorum.

If the Committee is not quorate the meeting may be postponed at the discretion of the Chair. If the meeting does take place and is not quorate no decisions shall be made at that meeting and such matters must be deferred until the next quorate meeting.

Attendance

Members are expected to attend all meetings. Apologies must be received by the Administrator in advance of the meetings. All members will be required to attend a minimum of two thirds of all meetings held annually. Members should not be absent for more than two consecutive meetings without the agreement of the Chair.

Any Committee member may participate in a meeting by way of telephone, computer or any other electronic means of communication provided that each person is able to hear and speak. A person participating in this way is deemed to be present in person although their actual location shall be noted in the minutes and is counted in a quorum and entitled to vote.

The meeting is deemed to take place where the largest group of those participating is assembled, or if there is no such group, where the Chair of the meeting is located.

Meetings

Where a specific matter is deemed to be of a confidential or commercially sensitive nature the Chair has the authority to restrict attendance at the meeting to members only and to ask all invitees to leave the meeting.

If any member or invitee has an interest, pecuniary or otherwise, in any matter and is present at the meeting at which the matter is under discussion, they will declare that interest as early as possible and shall not participate in the discussions. The Chair will have the power to request that member or invitee to withdraw until its consideration has been completed.

8. Frequency and Notice of Meetings

Frequency

The Committee will normally meet monthly. Additional meetings can be arranged for specific purposes as necessary, with agreement by the Chair.

If a matter of urgent business arises and an extraordinary meeting is required, this may be convened by the Chair, subject to the agreement of a quorum number of members. Decisions will be subject to achieving quorum attendance.

Where a decision needs to be taken outside the normal cycle of meetings, and where the matter is not deemed by the Chair to require an additional meeting to be called, the decision may be made via e-mail. The preference is for decisions to be taken at meetings. The decisions via e-mail process will be used on an exceptions basis. The process for decision via e-mail will be as follows:

- a) An e-mail setting out the matter for decision will be sent to all members on the same working day. This shall include a statement setting out how the members should signify what their view on the matter is and the deadline for doing so.
- b) Members will be given no less than five working days in which to respond.
- c) For a decision to be passed, all of the members must express the same view on the matter.
- d) Where members have comments on the proposed decision or recommendation/s these will be circulated to other Committee members by the Administrator within one working day of receipt.
- e) If any individual member wishes to debate an item proposed for decision via e-mail at a meeting instead they may ask the Chair to arrange an additional meeting or defer the item for decision until the next meeting (such agreement by the Chair not to be unreasonably withheld).
- f) Decisions via e-mail will be reported to the next meeting and the wording of the decision minuted. Any decision made in this manner will be effective from the date of agreement of all of the members and confirmed by email by the Administrator.

Notice of meetings

Meetings shall be called by the Administrator at the request of the Chair or any of its members.

Unless otherwise agreed, notice of each meeting and agenda of items to be discussed, shall be forwarded to each member, any other person required to attend no later than five full working days before the date of the meeting. Supporting papers shall be sent to members and to other attendees as appropriate, at the same time.

Notices, agendas and supporting papers can be sent in electronic form where the recipient has agreed to receive documents in such a way.

A meeting workplan will be agreed on an annual basis, setting out the main work items to be carried out at each meeting to ensure that adequate time is given to the main objectives of the Committee.

9. Minutes and Reporting Arrangements

The Committee will report to the Board on how it discharges its responsibilities.

The Board will report back if it has any concerns about its adherence to the Terms of Reference.

The minutes of Committee meetings will be formally recorded and submitted to the Board. The Chair of the Committee will draw to the attention of the Trust Board any issues or decisions for disclosure or require executive action.

The Board will receive standing reports following each meeting and additional reports as part of the scheduled programme of annual reports.

In addition, the Committee will receive thematic 'deep dive' reports or reviews as required to enable greater discussion about specific issues and to facilitate in depth discussions between the members and those staff providing services.

The Board has ultimate responsibility for the effectiveness of its governance below Board. The Board will rely on the work of its Committees to provide assurance on the effectiveness of the governance structure.

10. Administrative arrangements

The Committee will be supported by a nominated Administrator who will:

- produce a schedule of meetings and maintain the annual work plan for the Committee
- prepare the agenda and papers with the Chair and circulate five working days prior to the meeting;
- maintain accurate records of attendance, key discussion points and decisions taken and issue necessary action logs within five full working days of the meeting;
- draft minutes, recording where the Committee has delivered its purpose through relevant reports and subsequent discussion, debate and challenge, and where further information is required, for circulation to the meeting Chair within five full working days of the meeting;
- organise future meetings; and
- file and maintain records of the work of the Committee in the required corporate records folder.

11. Meeting effectiveness review

The Committee shall at least once a year, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Trust Board for approval.

The Committee shall undertake appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members.

A record of the frequency of attendance by members, quoracy and the frequency of meetings will be maintained. Any areas of concern will be highlighted to the Chair of the Committee.

12. Review to be conducted by Committee Chair

Date Committee established	1 April 2011
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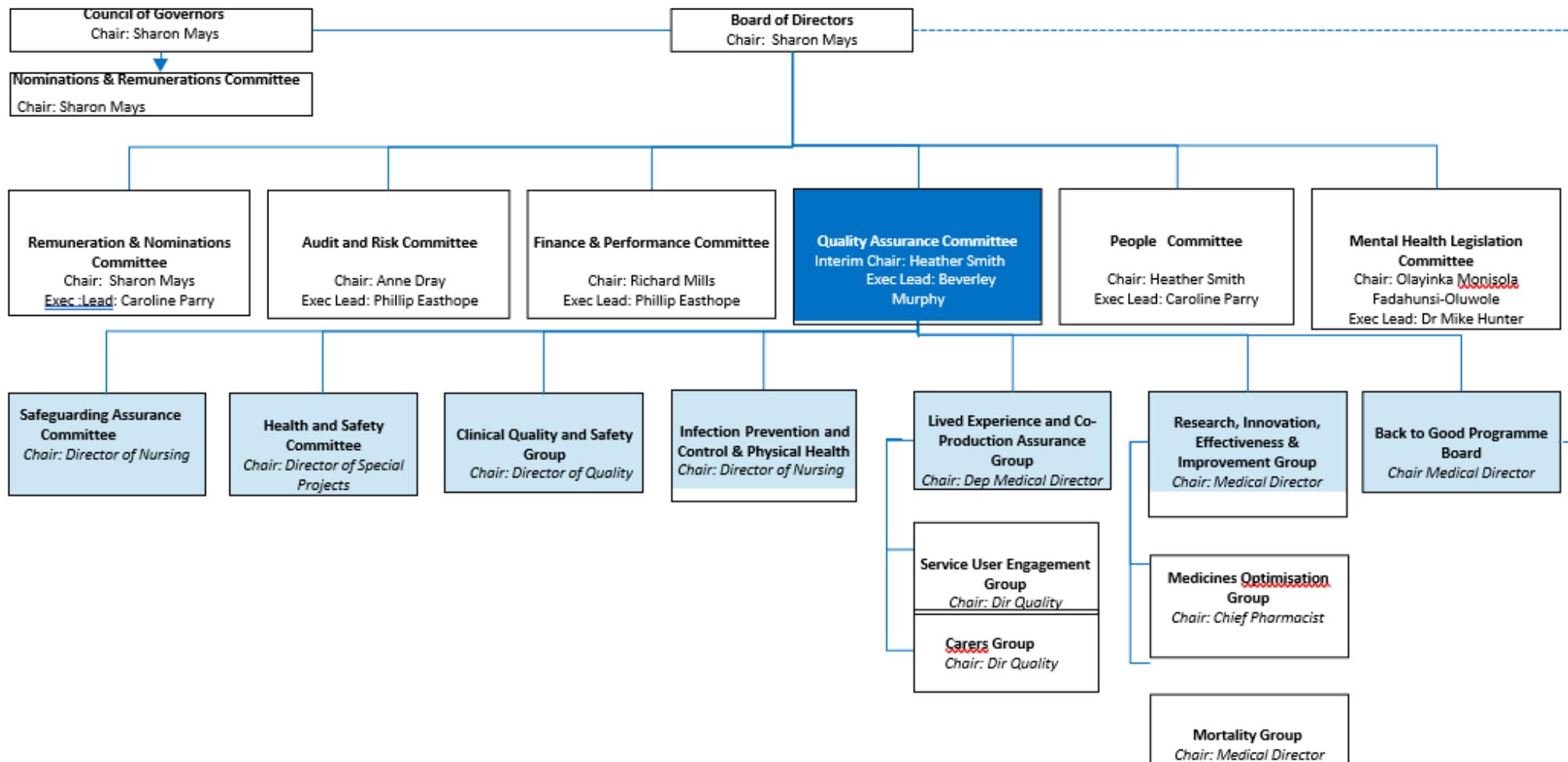
Terms of Reference to be reviewed	Annually
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Date of last review	July 2022
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Date of next review	July 2023
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Sheffield Health and Social Care NHS FT Governance Structure

Board & Committee Governance Structure – Quality Assurance Committee





Terms of Reference

Document History:	
Version Number:	2
Approved by: (parent Committee/group)	Trust Board
Date approved:	TBC
Name of author(s):	Emily Allan, Corporate Governance Officer

Name of Committee/Group	Finance and Performance Committee
Type of Committee/Group i.e. Committee of Board, Group reporting to EDG, Time limited working group	Committee of the Board of Directors

1.	Purpose of Committee/Group
	<p>The Finance and Performance Committee and ("the Committee") has been established to provide assurance to the Board of Directors (BoD) in consultation with the other Board Committees that adequate and appropriate governance structures, processes and controls are in place throughout the Trust to:</p> <ul style="list-style-type: none">• Over-arching review of financial risk• Overview of the Trust's financial processes and monitoring returns to NHS England/Improvement, ensuring finances are managed within the allocated resources to deliver an efficient and effective service.• Provide assurance to the BoD on the financial controls of the Trust.• Oversee the Trust's accountabilities in regard to data and information, establishing and regularly reviewing policy, procedures, practice and processes are effective, providing assurance to the BoD.• Provide assure of the Trust's compliance with its regulatory and statutory duties pertaining to data and information and the effective governance of data and information within the Trust.• Provide assurance that the performance framework enables the Trust to proactively manage its Quality, Financial and People performance agenda including oversight through committees.• Oversee the Estates Strategy <p>The Committee shall provide assurance to the BoD on the probity of the Trust and support the other Board Committees in the achievement of clinical effectiveness and safe outcome for service users, maintaining positive service users and carer experience and equality and inclusion.</p>

2.	Scope
The Committee will:	
<ul style="list-style-type: none"> • review and monitor the systems and processes for the financial activity within the organisation ensuring that decisions are in line with the Trust's overall strategic direction and its financial frameworks, including the Financial Strategy, Treasury Management Policy, Procurement Strategy and the Estates Strategy. • Review and monitor the systems and processes of information governance within the organisation ensuring decisions are in line with the Trust's overall strategic direction, regulatory frameworks and legislation, including the Digital Transformation Strategy. • Establish and maintain a performance framework that enables the Trust to proactively manage its, Quality, Financial and Workforce performance agenda including oversight through committees. 	
In delivering this purpose the remit will be to formulate an annual programme of work.	
3.	Authority/Accountability
The Committee is constituted as a standing committee of the BoD.	
The Committee is authorised to establish and delegate powers to sub-committee(s) and work groups. The Committee will oversee the work of those sub-committee(s) and work groups.	
The Committee is authorised by the BoD to investigate any activity within its 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 Committee.	
The Committee is authorised by the BoD 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 budget for such advice must be within agreed financial constraints.	
The Committee is authorised by the BoD to make decisions that are not of a significant matter to the parent body. Reference should be made, as appropriate to the Standing Orders and Standing Financial Instructions of the Trust.	
The following matters that must be referred to BoD:	
<ul style="list-style-type: none"> • Where there is significant revenue, capital or cash implications as determined by the Trust's Standing Financial Instructions • Conflict with statutory obligations, or have significant governance implications • Likely to arouse significant public or media interest. 	

4.	Objectives of Committee/Group
Financial Management and Performance	
The Committee will:	
(i)	establish and maintain a detailed knowledge of the Trust's overall strategic objectives
(ii)	establish and maintain an overview of the Trust's financial risks and ensure the effectiveness and implementation of the controls for financial risks. Provide assurance to the BoD that the controls are in place for any financial risks identified
(iii)	provide assurance to the Board on the Trust's financial resilience and sustainability through overview of the Trust's annual business priorities and the associated financial plans through the receipt of the Annual Plan,
(iv)	supervise the annual budget setting processes and financial information contained in the Annual Plan and provide assurance to the BoD on the process
(v)	monitor the Trust's activities in relation to the submission of offers for existing/new business opportunities in line with the agreed growth strategy. Provide regular updates to the BoD on the business opportunities being presented to the Committee monitor and provide assurance to the BoD on the Trust's affordability, profitability and return on investment of its core business and service developments
(vii)	review the most recent monthly finance report prepared for the BoD to enable an informed and focussed discussion at the Board meeting, making recommendations and priorities for discussion
(viii)	review in detail any major performance variation, in order to obtain assurance on behalf of the BoD as to the effectiveness of corrective actions and associated governance arrangements.
(ix)	oversee the on-going development of the finance report, to seek assurance that the measures incorporated meet the requirements of external stakeholders and provide assurance to the BoD that the Trust's Financial Strategy is being delivered
(x)	monitor and provide assurance to the BoD on the Cost Improvement/Cash Releasing Efficiency Savings Programme(s) as well as any agreed Disinvestment Programmes
(xi)	review the activity reports in respect of under/over performance against contracted targets. Escalate to the BoD any significant variations to contracts.
(xii)	review on a regular basis, the Trust's position in respect of contracts and any impact on overall Trust performance and financial stability
(xiii)	scrutinise details of movement in aged reports, specifically in relation to Losses category 3c (bad debts and claims abandoned) for assurance re the validity of information contained in financial reports
(xiv)	review, monitor and provide assurance to the BoD on the returns to NHS England/Improvement (as determined by their reporting processes)
(xv)	review the Trust Reference Cost submission and provide assurance to the BoD that the Committee is satisfied with the Trust's costing processes and systems, and that the Trust will submit its reference cost return in accordance with the guidance
(xvi)	review Reference Cost Index (measure of relative efficiency) on publication and provide assurance to the BoD on the value for money of services provided

- (xvii) consider the risks delegated to it via the Board Assurance Framework (BAF) and/or Corporate Risk Register (CRR). The Committee should determine if the appropriate level of risk has been identified, review the effectiveness of the controls in place relevant to the risks, review and challenge the strength of the assurances provided, identify any gaps in control or assurance and ensure that the risk lead identifies appropriate actions to address such gaps. The Committee should provide assurance to the BoD on the risks delegated to the Committee and highlight any key areas of concern identified by the Committee.
- (xviii) act as the forum for financial risk to be discussed, and ensure that where serious concerns are raised, action is taken, and that action plans are carried through to completion, and the reporting loops closed. In doing so, ensuring that there are robust links across directorates to ensure a culture risk management is present throughout the organisation.

Capital Management

The Committee will:

- (i) review on behalf of the BoD the strategic five year capital programme and the annual capital budgets and recommend to the BoD approval of the documents as appropriate.
- (ii) review capital business cases identified within the annual capital budget to ensure that each business case is within the resources approved by the Board and that the business cases comply with the business case standards set by the Trust and outside regulators
- (iii) approve capital business cases in accordance with the Trust's Detailed Scheme of Delegation (DSoD)
- (iv) provide assurance to the BoD on the functioning of the capital programme and associated business cases.

Treasury Management

The Committee will:

- a. manage and review investment decisions in accordance with the Trust's Treasury Management Policy and Trust Objectives, and ensure safe harbouring of "cash", following the agreed controls and ensuring all investment is risk averse
- b. review the Trust's Treasury Management Policy and make recommendations to the BoD for approval
- c. review Trust finance applications including loan applications
- d. provide assurance to the BoD on all Treasury Management issues.

Investment Appraisal

The Committee will:

- (i) review and approve the Trust Growth Strategy
- (ii) review and approve revenue business cases in accordance with limits in the Trust's DSoD and to make recommendations to the Board on those cases outside of its authority
- (iii) review the benefits realisation of business cases and post implementation reviews of business cases it approves to ensure that the standard of business case preparation is consistently high

- (iv) review and monitor the Trust's Business and Financial Performance by receiving high level monthly reports from the outputs of the Business Planning Group (BPG)
- (v) provide assurance to the BoD on all investment appraisal activity.

Digital Strategy

The Committee will:

- (i) review and approve the Digital Transformation Strategy
- (ii) review and provide assurance regarding the implementation of the transformation programmes to deliver the Digital Strategy.

Other

The Committee will:

- (i) Review the performance framework that enables the Trust to proactively manage its, Quality, Financial and People performance agenda, increasing triangulation to inform decision making
- (ii) review, approve and provide assurance to the BoD on the Trust Procurement Strategy
- (iii) review, approve and provide assurance to the BoD on the Trust Estate Strategy monitor and approve expenditure in respect of the Trust's Charitable and Endowment funds ensuring appropriate resource allocation
- (v) review the Trust's Standing Financial Instructions (SFI) and Standing Orders (SO) and where appropriate make recommendations regarding amendments to the Audit Committee for approval by the BoD
- (vi) notify the Audit and Risk (ARC) Committee of any statutory reporting concerns or identified system weaknesses
- (vii) review any matter referred to the Committee by the BoD
- (viii) prepare and share with the ARC and the BoD an Annual Report that outlines the work undertaken by the Committee during the year.

The Committee will uphold the values of the Trust in the work it does. In particular it will look for assurances that these values are being delivered in the Trust, as part of its overall governance role on behalf of the Board.

5.

Membership

The membership of the Committee will be:

- Three Non-Executive Directors (one of which will be appointed to chair the meetings and one of which will have financial experience)
- Executive Director of Finance (Lead Executive with ownership of the agenda and SIRO)
- Executive Director of Nursing, Professions and Operations
- **Director of Strategy (Special Projects)**

Other Non-Executive Directors and Executive Directors can attend as desired but will not form part of the permanent membership of this committee.

Membership will be reviewed annually.

6.	Attendees
	<p>Meetings of the Committee shall normally be attended by:</p> <ul style="list-style-type: none"> • Deputy Director of Finance • Director of Corporate Governance • Committee Administrator <p>The Committee may invite other persons to attend a meeting so as to assist in deliberations. The Chairman shall be notified of this prior to the meeting.</p> <p>Other directors or their deputies may be asked to attend meetings or part meetings for discussions on matters relating to their portfolio, if required. The provisions of the Trust's Standing Orders relating to acting up arrangements and joint members will apply to this Committee with respect to decision making authority.</p> <p>The Director of Governance will provide advice to the Chair and members and ensure that the Committee has the appropriate administrative and secretarial support (an Administrator). A minute taker will also attend all Committee meetings and be stated as in attendance.</p> <p>In order to support the work of the Lived Experience Group and the Council of Governors, nominated observers are invited to attend the Committee. Their role as observers is to consider the work of the Committee in order to provide feedback to their respective bodies. Observers will be supported in their role by the Trust with training and access to Committee papers. Their feedback on the Committee's commitment to and effectiveness in considering the views of services users, carers and foundation trust members will form part of the annual effectiveness review carried out by Committee</p>
7.	Chair, Quorum, Attendance and Meetings
	<p>Chair</p> <p>The Chair will preside at all meetings having been approved as the Chair by the BoD. In extraordinary circumstances where the Chair cannot attend, the Deputy Chair (similarly approved) will chair the meeting.</p> <p>Quorum</p> <p>A quorum will be 3 members and must include 2 Non-Executive Director and 1 Executive Director including the Chair or Vice Chair.</p> <p style="background-color: #ffff00; border: 1px solid black; padding: 5px;">Deputies may attend, with the agreement of the Chair. This will be by exception, they must be fully briefed and if formally deputising will count towards the quorum.</p> <p>If the Committee is not quorate the meeting may be postponed at the discretion of the Chair. If the meeting does take place and is not quorate no decisions shall be made at that meeting and such matters must be deferred until the next quorate meeting.</p> <p>Attendance</p> <p>Members are expected to attend all meetings. Apologies must be received by the Administrator in advance of the meetings. All members will be required to attend a minimum of two thirds of all meetings held annually. Members should not be absent for more than two consecutive meetings without the agreement of the Chair.</p>

Any Committee member may participate in a meeting by way of telephone, computer or any other electronic means of communication provided that each person is able to hear and speak. A person participating in this way is deemed to be present in person although their actual location shall be noted in the minutes and is counted in a quorum and entitled to vote. The meeting is deemed to take place where the largest group of those participating is assembled, or if there is no such group, where the Chair of the meeting is located.

Meetings

Where a specific matter is deemed to be of a confidential or commercially sensitive nature the Chair has the authority to restrict attendance at the meeting to members only and to ask all invitees to leave the meeting.

If any member or invitee has an interest, pecuniary or otherwise, in any matter and is present at the meeting at which the matter is under discussion, they will declare that interest as early as possible and shall not participate in the discussions. The Chair will have the power to request that member or invitee to withdraw until its consideration has been completed.

8. Frequency of meetings

Frequency

The Committee will meet every month. Additional meetings can be arranged for specific purposes as necessary, with agreement by the Chair or Deputy Chair.

If a matter of urgent business arises and an extraordinary meeting is required, this may be convened by the Chair, subject to the agreement of a quorum number of members. Decisions will be subject to achieving quorum attendance.

Where a decision needs to be taken outside the normal cycle of meetings, and where the matter is not deemed by the Chair to require an additional meeting to be called, the decision may be made via e-mail. The preference is for decisions to be taken at meetings. The decisions via e-mail process will be used on an exceptions basis. The process for decision via e-mail will be as follows:

- a) An e-mail setting out the matter for decision will be sent to all members on the same working day. This shall include a statement setting out how the members should signify what their view on the matter is and the deadline for doing so.
- b) Members will be given no less than five working days in which to respond.
- c) For a decision to be passed, all of the members must express the same view on the matter.
- d) Where members have comments on the proposed decision or recommendation/s these will be circulated to other Committee/Group members by the Administrator within one working day of receipt.
- e) If any individual member wishes to debate an item proposed for decision via e-mail at a meeting instead they may ask the Chair to arrange an additional meeting or defer the item for decision until the next meeting (such agreement by the Chair not to be unreasonably withheld).
- f) Decisions via e-mail will be reported to the next meeting and the wording of the decision minuted. Any decision made in this manner will be effective from the date of agreement of all of the members and confirmed by email by the Administrator.

Notice of meetings

Meetings shall be called by the Administrator at the request of the Chair or any of its members.

Unless otherwise agreed, notice of each meeting and agenda of items to be discussed, shall be forwarded to each member, any other person required to attend no later than three full working days before the date of the meeting. Supporting papers shall be sent to members and to other attendees as appropriate, at the same time.

Notices, agendas and supporting papers can be sent in electronic form where the recipient has agreed to receive documents in such a way.

A meeting calendar will be agreed on an annual basis, setting out the main work items to be carried out at each meeting to ensure that adequate time is given to the main objectives of the Committee.

9. Minutes and Reporting Arrangements

The Committee will report to the BoD on how it discharges its responsibilities.

The BoD will report back if it has any concerns about its adherence to the Terms of Reference.

The minutes of Committee meetings will be formally recorded and submitted to the parent body by the Chair of the Committee. The Chair of the Committee will draw to the attention of the BoD any issues or decisions that require disclosure to the Trust Board, or require executive action.

Operational groups will report to the committee as agreed within the governance structure.

This assurance is provided through the provision of minutes and quarterly/bi-annual assurance reports which articulate how their duties and responsibilities have been discharged, highlighting any emerging risks and summarising recommendations and actions taken.

The Committee will receive standing reports following each meeting and additional reports as part of the scheduled programme of annual reports.

In addition, the Committee will receive thematic ‘deep dive’ reports or reviews as required to enable greater discussion about specific issues and to facilitate in depth discussions between the members and those staff providing services.

The Board has ultimate responsibility for the effectiveness of its governance below Board. The Board will rely on the work of its committees to provide assurance on the effectiveness of the governance structure. The Board Committees will use the reports and minutes outlined above to ensure that its underlying Committee is meeting its duties according to these terms of reference.

10. Administrative Arrangements

The Committee shall be supported administratively by the Committee Administrator whose duties in this respect will include:

- produce a schedule of meetings and maintain the annual work plan for the Committee
- prepare the agenda and papers with the Chair and circulate three working days prior to the meeting;
- maintain accurate records of attendance, key discussion points and decisions taken and issue necessary action logs within five full working days of the meeting;
- draft minutes, recording where the Committee has delivered its purpose through relevant reports and subsequent discussion, debate and challenge, and where further information is required, for circulation to the meeting Chair within five full working days of the meeting;
- organise future meetings; and
- file and maintain records of the work of the Committee in the required corporate records folder.

11. Meeting Effectiveness Review

The Committee shall at least once a year, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to its parent body for approval.

The Committee shall undertake appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members.

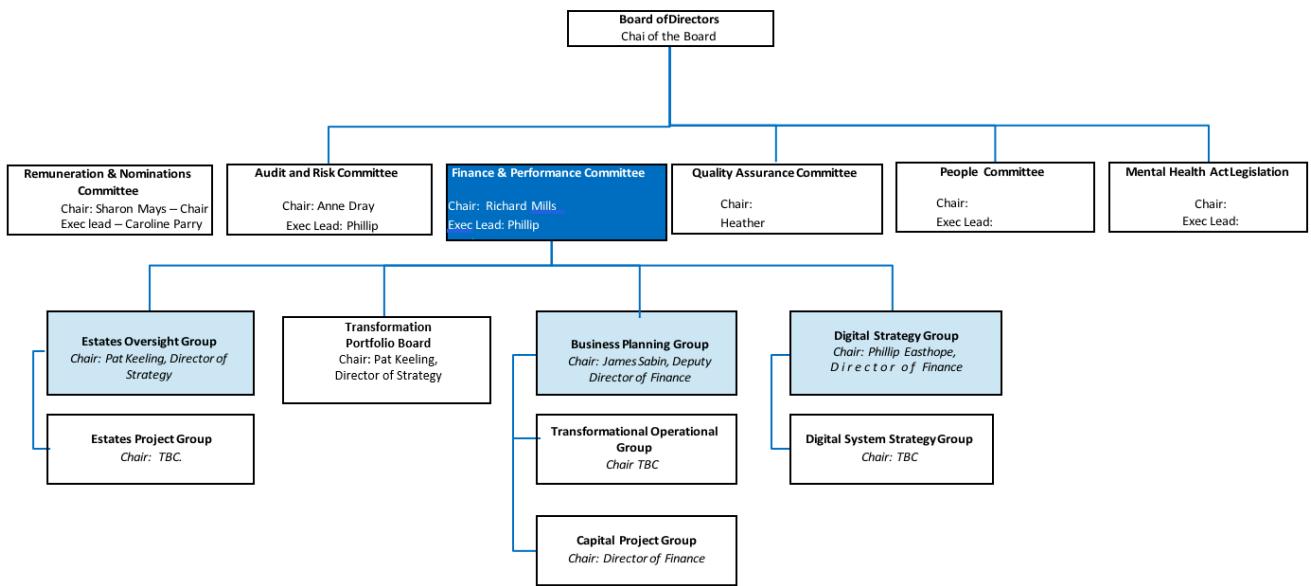
A record of the frequency of attendance by members, quoracy and the frequency of meetings will be maintained. Any areas of concern will be highlighted to the Chair of the Committee.

12. Review to be conducted by Committee/Group Chair

Date Committee/Group established	28 th July 2008
Terms of Reference to be reviewed e.g. Annually	The terms of reference of the committee shall be reviewed by the Board when required, but at least annually.
Date of last review	July 2022
Date of next review	July 2023

Governance Structure

Board & Committee Governance Structure



Approved 14 July 2022

Approved BoD XXXX 2022



Terms of Reference

Document History:

Version Number:	2
Approved by:	Trust Board (pending – July 2022)
Date approved:	TBC

Name of Committee	Audit and Risk Committee
Type of Committee	Board Committee reporting to Trust Board

1.	Purpose of Committee
	<p>The Audit & Risk Committee (“the Committee”) has been established to provide assurance to the Board of Directors in consultation with the other Board Committees that adequate and appropriate governance structures, processes and controls are in place throughout the Trust.</p> <p>In carrying out this function, the Committee will primarily use the work of internal audit and other assurance functions, but will not be limited to these functions. It will also seek reports and assurances from directors and managers as appropriate.</p> <p>The Committee may request and review reports and assurances (positive or negative) from directors and managers on the overall arrangements for governance and risk management.</p> <p>The Committee shall provide assurance to the Board of Directors on the probity of the Trust and support the other Board Committees in the achievement of clinical effectiveness and safe outcome for service users, maintaining positive service users and carer experience and equality and inclusion.</p>

2.	Scope
	<p>The Committee will:</p> <ul style="list-style-type: none"> monitoring the integrity of the financial statements, assisting the Board of Directors in its oversight of risk management and the effectiveness of internal control, oversight of compliance with corporate governance standards and matters relating to the external and internal audit functions provide the Board of Directors with a means of independent and objective review of financial and corporate governance, assurance processes and risk management across the whole of the Foundation Trust's activities (clinical and non-clinical) both generally and in support of the annual governance statement. <p>The Board of Directors is responsible for ensuring effective financial decision-making, management and internal control including:</p> <ul style="list-style-type: none"> management of the Foundation Trust's activities in accordance with statute and regulations; the establishment and maintenance of a system of internal control to give reasonable assurance that assets are safeguarded, waste or inefficiency avoided and reliable financial information produced, and that value for money is continuously sought.
3.	Authority/Accountability
	<p>The Committee is constituted as a standing committee of the Board of Directors.</p> <p>The Committee is authorised to establish and delegate powers to sub-committee(s) and work groups. The Committee will oversee the work of those sub-committee(s) and work groups.</p> <p>The Committee is authorised by the Board of Directors to investigate any activity within its 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 Committee.</p> <p>The Committee is authorised by the Board of Directors to obtain outside independent professional advice. The Committee is authorised to request the attendance at a committee of individuals or authorities from outside the Foundation Trust with relevant experience and expertise if it considers this necessary or expedient to the carrying out of its functions. The Committee will advise the Board of Directors of any investigation being undertaken that instructs professional advisors and update the Board of Directors on progress.</p>

4.

Objectives of Committee

Financial statements and the annual report

- (i) The Committee will: monitor the integrity of the financial statements of the Foundation Trust, any other normal announcements relating to the Trust's financial performance, reviewing the significant financial reporting judgements contained in them
- (ii) review the Annual Statutory Accounts, before they are presented to the Board of Directors for approval, in order to determine their completeness, objectivity, integrity and accuracy. This review will cover but is not limited to:
 - the meaning and significance of the figures, notes and significant changes;
 - areas where judgement has been exercised;
 - adherence to accounting policies and practices;
 - explanation of estimates or provisions having material effect;
 - the schedule of losses and special payments;
 - any unadjusted statements; and
 - any reservations and disagreements between the external auditors and management which have not been satisfactorily resolved.
- (iii) recommend to the Board of Directors that the Annual Statutory Accounts are approved
- (iv) review the Annual Report and Annual Governance Statement and recommend to the Board of Directors that the documents are approved
- (v) review each year the accounting policies of the Trust and make appropriate recommendations to the Board of Directors
- (vi) Review all accounting and reporting systems for reporting to the Board of Directors, including in respect of budgetary control
- (vii) the Committee will be notified of and scrutinise losses, write-offs and compensation including special payments, ex-gratia payments and extra statutory or extra regulatory payments.

Internal Control and Risk Management

The Committee will:

- (i) review the Foundation Trust's internal financial controls to ensure the provision and maintenance of an effective system of financial risk identification and associated controls, reporting and governance
- (ii) review and maintain an oversight of the Foundation Trust's general internal controls and risk management systems
- (iii) review processes to ensure appropriate information flows to the Committee from executive management and other Board committees in relation to the Trust's overall internal control and risk management position
- (iv) review the adequacy of the policies and procedures in respect of all counter-fraud work. Receive the annual report from counter fraud
- (v) review the adequacy of underlying assurance processes that indicate the degree of achievement of corporate objectives and the effectiveness of the management of principal risks, including the Board Assurance Framework (BAF).

- (vi) utilise and review the work of the internal audit, external audit and other assurance functions as well as reports and assurances sought from directors, managers, committee's and other investigatory outcomes so as to fulfil its functions in connection with these terms of reference.
- (vii) review the adequacy of policies and procedures for ensuring compliance with relevant regulatory, legal and conduct requirements.

Freedom to Speak Up: Raising Concerns (Whistleblowing)

The Committee will:

- (i) review arrangements that allow staff and other individuals where relevant, to raise, in confidence, concerns about possible improprieties in matters of financial reporting and control, clinical quality, patient safety and other matters
- (ii) Ensure that arrangements are in place for the proportionate and independent investigation of such matters, and for appropriate follow-up action, and ensure safeguards are in place for those who raise concerns.

Emergency Planning Resilience and Response (EPRR)

The Committee will:

- (i) review and monitor compliance with the NHS England EPRR core standards, Civil Contingencies Act 2004 and provide positive assurance to the Board of compliance.

Corporate Governance

The Committee will:

- (i) monitor and provide assurance to the Board of Directors on corporate governance compliance (e.g. compliance with terms of the Licence, Constitution, Codes of Conduct, Standing Orders, Standing Financial Instructions, maintenance of Registers of Interests).
- (ii) consider the outcomes of significant reviews carried out by other bodies which include but are not limited to regulators and inspectors within the health and social care sector and professional bodies with responsibilities that relate to staff performance and functions.

Internal Audit

The Committee will:

- (i) at least annually, monitor and review the effectiveness of the Foundation Trust's internal audit function, taking into consideration relevant UK professional and regulatory requirements
- (ii) review and approve the internal audit strategy and programme, ensuring that it is consistent with the needs of the organisation. This includes ensuring the programme covers the breadth of the internal control environment ensuring relevant coverage of Clinical Quality, Governance, Risk Management and Legislation, performance and Data Quality, Workforce and Finance

- (ii) oversee on an ongoing basis the effective operation of internal audit in respect of:
 - adequate resourcing;
 - its co-ordination with external audit;
 - meeting relevant internal audit standards;
 - providing adequate independence assurances;
- (iii) it having appropriate standing within the Foundation Trust; consider the major findings of internal audit investigations and management's response and their implications and monitor progress on the implementation of recommendations
- (iv) consider the provision of the internal audit service, the cost of the audit and any questions of resignation and dismissal of internal audit staff
- (v) where an audit report relates to a follow-up audit and high risk recommendations are still outstanding, the Executive Director shall attend the Committee meeting to provide an update on actions taken to address these recommendations
- (vi) an audit recommendation self-assessment report, which includes a log of audit reports submitted to the Committee and any outstanding actions, shall be submitted to each meeting of the Committee for review
- (vii) directors are responsible for providing an update at the Committee meetings on any outstanding actions that fall within their remit
- (viii) assuring itself that the management of the Trust has implemented the agreed recommendations of internal audit reports in a timely and effective way.

External Audit

- (i) The Committee will: review and monitor the effectiveness of the external audit process, taking into consideration relevant UK professional and regulatory requirements.
- (ii) assess the external auditor's work and fees each year. This assessment should include the review and monitoring of the external auditor's independence and objectivity and effectiveness of the audit process in light of relevant professional and regulatory standards
- (iii) oversee the conduct of a market testing exercise for the appointment of an auditor at least once every five years and, based on the outcome, support the Council of Governors in the appointment of the external auditors
- (iv) the Council of Governors will take the lead in agreeing with the Committee the criteria for appointing, re-appointing and removing external auditors. To support them in this task, the Audit & Risk Committee should:

Standing Orders, Standing Financial Instructions and Standards Of Business

The Committee will:

- (i) review Standing Orders, Standing Financial Instructions and any waiver or suspension on the documents
- (ii) review the reasons for such waivers or suspensions must be reported by the Lead Executive to the Board of Directors and reports shall be received by the Committee.
- (iii) review the Scheme of Delegation.

	<p>Other</p> <p>The Committee will:</p> <ul style="list-style-type: none"> (i) review performance indicators relevant to the remit of the Committee (ii) examine any other matter referred to the Committee by the Board of Directors and initiate investigation as determined by the Committee. Report back to the Board of Directors on any finding following an investigation (iii) the Chief Executive shall demonstrate that the use of private finance represents value for money and genuinely transfers risk to the private sector. Reports shall be received by the Committee.
5.	<p>Membership</p> <p>The membership of the Committee will be:</p> <ul style="list-style-type: none"> • Three Non-Executive Directors, one of which, with recent and relevant financial experience, will be appointed by the Board of Directors to chair the meetings • The Trust Chair should not be a member of the Committee, • The Committee shall have sufficient skills amongst its members to be able to discharge its responsibilities <p>Executive Directors should not be appointed to the Committee. The role of the Executive is to attend, to provide information, and to participate in discussions, either for the whole duration of a meeting or for particular items.</p>
6.	<p>Attendees</p> <p>Meetings of the Committee shall normally be attended by:</p> <ul style="list-style-type: none"> • Executive Director of Finance • Director of Corporate Governance (Board Secretary) • Deputy Director of Finance • A representative of the external auditors and a representative of the internal auditors • A representative of the local counter fraud service may be invited to attend meetings of the Audit & Risk Committee. <p>Other Non-executive Directors can attend as desired. Executive Directors will be invited to attend the Committee dependent on the business being discussed by the Committee.</p> <p>In order to support the work of the Lived Experience Group and the Council of Governors, nominated observers are invited to attend the Committee. Their role as observers is to consider the work of the Committee in order to provide feedback to theirrespective bodies. Observers will be supported in their role by the Trust with training and access to Committee papers. Their feedback on the Committee's commitment to and effectiveness in considering the views of services users, carers and foundation trust members will form part of the annual effectiveness review carried out by Committee.</p>

7. Chair, Quorum, Attendance and Meetings

Chair

The NED Chair will preside at all meetings. In extraordinary circumstances where the Chair cannot attend, one of the Non-Executive Director members will chair the meeting.

Quorum

The Committee is quorate when at least two members are present.

Deputies may attend, with the agreement of the Chair. This will be by exception; they must be fully briefed and if formally deputising will count towards the quorum.

On the occasions when the Committee has arranged to meet and the Committee is not quorate, business can be discussed and provisional decisions can be made, but those decisions must be taken back to the next meeting of the Committee for ratification.

Attendance

Members are expected to attend all meetings. Apologies must be received by the Administrator in advance of the meetings. All members will be required to attend **a minimum** of two thirds of all meetings held annually. Members should not be absent for more than two consecutive meetings without the agreement of the Chair.

Any Committee member may participate in a meeting by way of telephone, computer or any other electronic means of communication provided that each person is able to hear and speak. A person participating in this way is deemed to be present in person although their actual location shall be noted in the minutes and is counted in a quorum and entitled to vote.

The meeting is deemed to take place where the largest group of those participating is assembled, or if there is no such group, where the Chair of the meeting is located.

Meetings

Where a specific matter is deemed to be of a confidential or commercially sensitive nature the Chair has the authority to restrict attendance at the meeting to members only and to ask all invitees to leave the meeting.

If any member or invitee has an interest, pecuniary or otherwise, in any matter and is present at the meeting at which the matter is under discussion, they will declare that interest as early as possible and shall not participate in the discussions. The Chair will have the power to request that member or invitee to withdraw until its consideration has been completed.

Frequency

The Committee will normally meet five times per year. Additional meetings can be arranged for specific purposes as necessary, with agreement by the Chair.

If a matter of urgent business arises and an extraordinary meeting is required, this may be convened by the Chair, subject to the agreement of a quorum number of members. Decisions will be subject to achieving quorum attendance.

Where a decision needs to be taken outside the normal cycle of meetings, and where the matter is not deemed by the Chair to require an additional meeting to be called, the decision may be made via e-mail. The preference is for decisions to be taken at meetings. The decisions via e-mail process will be used on an exceptions basis. The process for decision via e-mail will be as follows:

- a) An e-mail setting out the matter for decision will be sent to all members on the same working day. This shall include a statement setting out how the members should signify what their view on the matter is and the deadline for doing so.
- b) Members will be given no less than five working days in which to respond.
- c) For a decision to be passed, all of the members must express the same view on the matter.
- d) Where members have comments on the proposed decision or recommendation/s these will be circulated to other Committee members by the Administrator within one working day of receipt.
- e) If any individual member wishes to debate an item proposed for decision via e-mail at a meeting instead they may ask the Chair to arrange an additional meeting or defer the item for decision until the next meeting (such agreement by the Chair not to be unreasonably withheld).
- f) Decisions via e-mail will be reported to the next meeting and the wording of the decision minuted. Any decision made in this manner will be effective from the date of agreement of all of the members and confirmed by email by the Administrator.

Notice of meetings

Meetings shall be called by the Administrator at the request of the Chair or any of its members.

Unless otherwise agreed, notice of each meeting and agenda of items to be discussed, shall be forwarded to each member, any other person required to attend no later than five full working days before the date of the meeting. Supporting papers shall be sent to

	<p>members and to other attendees as appropriate, at the same time.</p> <p>Notices, agendas and supporting papers can be sent in electronic form where the recipient has agreed to receive documents in such a way.</p> <p>A meeting workplan will be agreed on an annual basis, setting out the main work items to be carried out at each meeting to ensure that adequate time is given to the main objectives of the Committee.</p>
9.	<h3>Minutes and Reporting Arrangements</h3> <p>The Committee will report to the Board on how it discharges its responsibilities. The Board will report back if it has any concerns about its adherence to the Terms of Reference.</p> <p>The minutes of Committee meetings will be formally recorded and submitted to the Board. The Chair of the Committee will draw to the attention of the Trust Board any issues or decisions for disclosure or require executive action.</p> <p>The Board will receive standing reports following each meeting and additional reports as part of the scheduled programme of annual reports.</p> <p>In addition, the Committee will receive thematic ‘deep dive’ reports or reviews as required to enable greater discussion about specific issues and to facilitate in depth discussions between the members and those staff providing services.</p> <p>The Board has ultimate responsibility for the effectiveness of its governance below Board. The Board will rely on the work of its Committees to provide assurance on the effectiveness of the governance structure.</p>
10.	<h3>Administrative arrangements</h3> <p>The Committee will be supported by a nominated Administrator who will:</p> <ul style="list-style-type: none"> • produce a schedule of meetings and maintain the annual work plan for the Committee • prepare the agenda and papers with the Chair and circulate five working days prior to the meeting; • maintain accurate records of attendance, key discussion points and decisions taken and issue necessary action logs within five full working days of the meeting; • draft minutes, recording where the Committee has delivered its purpose through relevant reports and subsequent discussion, debate and challenge, and where further information is required, for circulation to the meeting Chair within five full working days of the meeting; • organise future meetings; and • file and maintain records of the work of the Committee in the required corporate records folder.

11. Meeting effectiveness review

The Committee shall at least once a year, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Trust Board for approval.

The Committee shall undertake appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members.

A record of the frequency of attendance by members, quoracy and the frequency of meetings will be maintained. Any areas of concern will be highlighted to the Chair of the Committee.

12. Review to be conducted by Committee Chair

Date Committee established	1 July 2008
Terms of Reference to be reviewed	Annually
Date of last review	July 2022
Date of next review	July 2023

Board & Committee Governance Structure – Audit & Risk Committee

