

# Board of Directors

<b>SUMMARY REPORT</b>	<b>Meeting Date:</b>	26 July 2023
	<b>Agenda Item:</b>	24

<b>Report Title:</b>	<b>Annual Reports from the board committees to the Board of Directors</b>	
<b>Author(s):</b>	Deborah Lawrenson, Director of Corporate Governance; Caroline Parry, Executive Director of People; Salli Midgley, Executive Director of Nursing, Quality and Professions; Phillip Easthope, Executive Director of Finance and Dr Mike Hunter, Medical Director with support from professional leads.	
<b>Accountable Director:</b>	Heather Smith, Non-Executive Director Chair of People Committee and Quality Assurance Committee; Owen McLellan, Chair of Finance and Performance Committee and Olayinka Monisola Fadahunsi-Oliwole, Chair of Mental Health Legislation Committee and Anne Dray, Chair of Audit and Risk Committee.	
<b>Other meetings this paper has been presented to or previously agreed at:</b>	<b>Committee/Tier 2 Group/Tier 3 Group</b>	Board assurance committee meetings
	<b>Date:</b>	<ul style="list-style-type: none"> <li>• People Committee – March 2023 and July 2023</li> <li>• Quality Assurance Committee – April 2023 and July 2023</li> <li>• Finance and Performance Committee – April 2023 and July 2023</li> <li>• Audit and Risk Committee – April 2023 and July 2023</li> <li>• Mental Health Legislation Committee – May 2023</li> <li>• Remuneration Committee – March 2023</li> </ul>
<b>Key points/ recommendations from those meetings</b>	<p>The Annual Reports from the board assurance committees have been reviewed and updated to</p> <ul style="list-style-type: none"> <li>• ensure membership and attendance details correlate with those presented in the Trust Annual Report 2022-23</li> <li>• ensure commonality in ordering of the appendices to the reports and to include the latest forward planners for 2023/24.</li> </ul> <p>The Terms of Reference have been updated for all committees and are presented for approval.</p>	

## Summary of key points in report

The Assurance Committee Annual Reports for 2022/23 provide an update on the work which has taken place over the financial year to fulfil the remits of their terms of reference together with detail on membership; attendance at meetings; meeting frequency during the year and planned for the year ahead; key matters escalated to the Board; delivery against committee objectives in 2022/23; objectives for 2023/24; examples of issues raised between committees; outcome of the review of effectiveness undertaken in 2022/23 and any proposed changes to the Terms of Reference.

The Annual Reports and their appendices are presented **for assurance**.

The updated Terms of Reference for the assurance committees are attached **for approval**. Versions showing track changes have been shared separately with members of the Board for reference.

### Examples of matters raised between committees in 2022/23

- The Health and Safety Report presented to Quality Committee each quarter and timetabled to be received by People Committee periodically.
- The Annual Equality and Human Rights Report (received at People Committee) presented to Quality Committee annually.
- There has been a cross cutting conversation between the Quality Assurance Committee and the People committee about the compliance with the Supervision standard and the quality of the supervision.
- Agreement to separation of BAF 21 into two risks, BAF 21a focus on Digital systems and BAF 21b, Cyber security was agreed at Finance and Performance Committee and Audit and Assurance Committee with the latter taking oversight of cyber security.
- Requests from Audit and Risk Committee that the assurance committees receive any limited internal assurance reports which has been taken forward.
- Issues concerning mandatory training compliance in relation to Information Governance escalated between Audit and Risk Committee and People Committee
- Deferral of IPC audit during the financial year agreed by Audit and Risk Committee on basis Quality Assurance Committee could provide assurance deferral would not pose additional risk or impact – note BAF risk in respect of Infection Prevention and Control has reduced and is anticipated to be de-escalated.
- Audit and Risk Committee asked Quality Assurance Committee to ensure clarity on responsibilities in respect of Health & Safety matters and associated reporting (this is reflected in forward planning for both Quality Assurance and People committees)

An action log for matters referred between the assurance committees is under development and will be available from August 2023 onwards.

**Given the size of the documents the Annexes to this paper (Annual Reports) and their Appendices (with the exception of the Terms of Reference) are available in a separate folder on IBABs and on Google drive for Board members and available on request for members of the public**

- **Annex 1 – People Committee Annual Report 2022/23**
  - Appendix A Draft Updated Terms of Reference – **attached**
  - Appendix B Annual Review of Effectiveness
  - Appendix C Annual Workplan 2023/24

- **Annex 2 – Quality Assurance Committee Annual Report 2022/23**
  - Appendix A Draft Updated Terms of Reference – **attached**
  - Appendix B Annual Review of Effectiveness
  - Appendix C Annual Workplan 2023/24
  
- **Annex 3 – Finance and Performance Committee Annual Report 2022/23**
  - Appendix A Draft Updated Terms of Reference – **attached**
  - Appendix B Annual Review of Effectiveness
  - Appendix C Annual Workplan 2023/24
  
- **Annex 4 – Mental Health Committee Annual Report 2022/23**
  - Appendix A Draft Updated Terms of Reference – **attached**
  - Appendix B Annual Review of Effectiveness
  - Appendix C Annual Workplan 2023/24
  
- **Annex 5 – Audit and Risk Committee Annual Report 2022/23**
  - Appendix A Draft Updated Terms of Reference – **attached**
  - Appendix B Annual Review of Effectiveness
  - Appendix C Annual Workplan 2023/24
  
- **Annex 6 – Remuneration Committee Annual Report 2022/23**
  - Appendix A Draft Updated Terms of Reference – **attached approved at the Board March 2023**
  - Appendix B Annual Review of Effectiveness
  - Appendix C Annual Workplan 2023/24

**Recommendation for the Board/Committee to consider:**

<b>Consider for Action</b>		<b>Approval</b>	<b>x</b>	<b>Assurance</b>	<b>x</b>	<b>Information</b>	
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The Board of Directors is asked to **receive and note** for assurance Annual Reports from the Assurance Committees and their associated appendices and to **approve** the updated Terms of Reference.

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

Recover Services and Improve Efficiency	Yes	✓	No	
Continuous Quality Improvement	Yes	✓	No	
Transformation – Changing things that will make a difference	Yes	✓	No	
Partnerships – working together to have a bigger impact	Yes	✓	No	

Is this report relevant to compliance with any key standards?				State specific standard
<b>Care Quality Commission Fundamental Standards</b>	Yes	✓	No	<ul style="list-style-type: none"> <li>• Well led (People Committee)</li> <li>• Quality and safety standards which we are regulated by the CQC to meet as set out in the Health and Social Care Act (Quality Assurance Committee)</li> </ul>
<b>Data Security and Protection Toolkit</b>	Yes	✓	No	<ul style="list-style-type: none"> <li>• Reports received at Audit and Risk Committee for this and other areas of internal audit assurance.</li> </ul>
<b>Any other specific standard?</b>			✓	<ul style="list-style-type: none"> <li>• Across the year a range of subject matter experts have attended meetings to present reports for example on health and safety.</li> </ul>

					Our obligations to deliver care consistent with the requirements of the Health and Social Care Act and the NHS Constitution provide a good overarching set of standards for this overarching report (Quality Assurance Committee)
<b>Have these areas been considered? YES/NO</b>					If Yes, what are the implications or the impact? If no, please explain why
Service User and Carer Safety and Experience	<b>Yes</b>	✓	<b>No</b>		Impact of staff experience, capability, and engagement on the quality of service user care (People Committee) Impact of staff experience, capability, and engagement on the quality of service user care (Remuneration and Nomination Committee)
Financial (revenue & capital)	<b>Yes</b>	✓	<b>No</b>		See updates provided on key items received during the year (Finance and Performance Committee) Relevant in relation to discussions on pay and conditions (Remuneration and Nomination Committee)
Organisational Development /Workforce	<b>Yes</b>	✓	<b>No</b>		Develop compassionate and inclusive leadership at Team SHSC which enables a just and learning culture (People Committee)
Equality, Diversity & Inclusion	<b>Yes</b>	✓	<b>No</b>		Promoting and ensuring equality, diversity, and inclusion in all that we do within a diverse organisation (People Committee) Develop compassionate and inclusive leadership at Team SHSC which enables a just and learning culture (Remuneration and Nomination Committee) Promoting and ensuring equality, diversity, and inclusion in all that we do within a diverse organisation (Remuneration and Nomination Committee)
Legal	<b>Yes</b>	✓	<b>No</b>		Trade Union and Labour Relations Act 2022 Equality Act 2010 (People Committee)
Environmental Sustainability	<b>Yes</b>	✓	<b>No</b>		Agile working, flexible working, health and wellbeing (People Committee) See updates provided on key items received during the year (Finance and Performance Committee)
These are annual reports on the committee effectiveness and look at a full range of reports across a 12-month cycle and consider these themes as appropriate through that process.					



## Terms of Reference

### For receipt post People committee July 2023

Document History:	
Version Number:	4
Approved by: (parent Committee/group)	Board of Directors (pending – July 2023)
Date approved:	July 2023 (pending) at People Committee
Name of Committee/Group	People Committee
Type of Committee/Group	Board Assurance Committee reporting to the Board of Directors (“Board”)

<b>1.</b>	<b>Purpose of Committee/Group</b>
	<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>
<b>2.</b>	<b>Scope</b>
	<p>The scope of the Committee is Trustwide it will:</p> <ul style="list-style-type: none"> <li>• Assure the Board that the Trust is meeting its legal and regulatory and moral duties in relation to its employees.;</li> <li>• Receive assurance into any area of work within its remit on behalf of the Board.</li> </ul> <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

The Committee is an assurance Committee of the Board of Directors group authorised to establish and delegate powers to sub-committee(s) and work groups. The Committee will oversee the work of these sub committees and work groups.

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.

The Committee is authorised by the Board to obtain outside legal or other independent professional advice and expertise as required to support it in discharging its duties. The budget for such advice must be within agreed financial constraints.

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

The following matters must be referred to 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/Group

The Committee will:

- 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;
- 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;
- 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.
- 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.
- 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;
- be assured that there is an appropriate range and scope of training for all members of staff;
- 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 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); 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 Board on the risks delegated to the Committee and highlight any key areas of concern identified by the Committee.

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)
- Executive Director of People (Executive Lead)
- Executive Director of Nursing, Professions and Quality
- Director of Operations and Transformation

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

Meetings of the Committee will 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
- Deputy Medical Director
- 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 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 (Board Secretary) 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 being in attendance.

## 7. Chair, Quorum, Attendance and Meetings

### Chair

The Non-Executive Director 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, 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 bi-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 generally 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**

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

The minutes of Committee meetings will be formally recorded and submitted to the Board of Directors by the Chair of the Committee (supported in this by the Corporate Governance team).

The Chair of the Committee will draw to the attention of the Board of Directors any issues or decisions that require disclosure to the Board or require executive action via the Alert, Advise, Assure (AAA) report.

Tier II groups will provide assurance to the committee as agreed in the governance structure.

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.

**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 ideally 5 working days prior to the meeting and no less than 3 working days except for reasons outlined to, and agreed with, the Chair
- 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**

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.

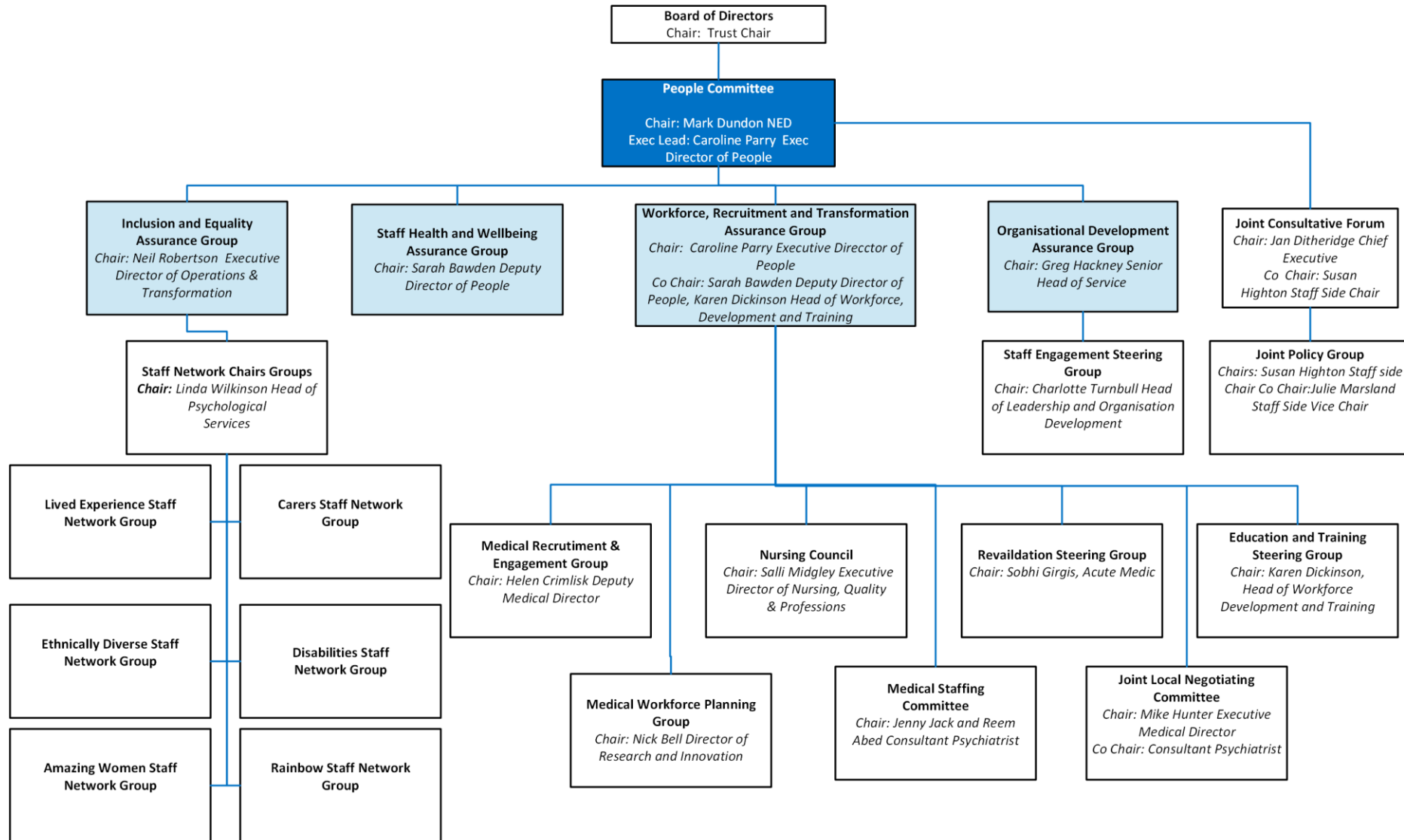
A record of the frequency of attendance by members, quoracy and the frequency of meetings will be maintained. Any areas of concern will be highlighted to the Chair of the Committee

**12. Review to be conducted by Committee/Group/Forum Chair Meeting effectiveness**

<b>Date Committee/Group established</b>	19 <sup>th</sup> November 2013
<b>Terms of Reference to be reviewed</b>	Annually
<b>Date of last review</b>	July 2023
<b>Date of next review</b>	July 2024

# Sheffield Health and Social Care NHS FT Corporate Governance Structure

## Board & Committee Governance Structure – People Committee





# Terms of Reference

## For receipt post QAC July 23

Document History:	
Version Number:	13
Approved by:	Trust Board (pending – July 2023)
Date approved:	For receipt at QAC July 2023

Name of Committee	<b>Quality Assurance Committee</b>
Type of Committee	Board Assurance Committee reporting to Board of Directors (the “Board”)

<b>1.</b>	<p><b>Purpose of Committee</b></p> <p>The Quality Assurance Committee (the “Committee”) has been established to oversee and ensure the effective delivery of:</p> <ul style="list-style-type: none"> <li>• safe care at all times;</li> <li>• timely access to effective care;</li> <li>• positive experience and outcomes for service users and carers;</li> <li>• effective quality assurance and improvement underpins all we do.</li> </ul> <p>The Committee shall provide assurance to the Board 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.</p> <p>Some specific areas identified by NHSE are requiring oversight at committee level or by named individuals and which would be covered by this committee as part of regular reporting includes where relevant: <i>Hip fracture, falls and dementia; learning from deaths; safety and risk; palliative and end of life care; health and safety; children and young people; resuscitation policy and safeguarding.</i></p>
<b>2.</b>	<p><b>Scope</b></p> <p>The scope of the Committee is Trust-wide. It will review and monitor arrangements around quality and safety of care, experience and outcomes following an annual programme of work.</p>
	<p><b>Authority/Accountability</b></p>

3.

The Committee is an assurance Committee of the Board of Directors, 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 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 Board to obtain outside legal or other independent professional advice and expertise as required to support it in discharging its duties. 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); 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 Board on the risks delegated to the Committee and highlight any key areas of concern identified by the Committee.
- 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;

The Committee will 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

**The membership of the Committee will be:**

- Three Non-Executive Directors (one of which will be appointed chair)
- Executive Director of Nursing, Professions and Quality (Executive Lead)
- Executive Medical Director

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 unless formally deputising for a committee member.

Membership will be reviewed annually.

## **6. Attendees**

Meetings will normally be attended by:

- Director of Operations and Transformation
- Senior Head of Service
- One representative from each Clinical Directorate clinical leadership team
- Service User Representative
- Committee Administrator
- Governor Observer

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.

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 Director of Governance (Board Secretary) 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 being in attendance.

## **7. Chair, Quorum, Attendance and Meetings**

### **Chair**

The Non-Executive Director 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, 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 meet a minimum of ten times a 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 generally 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 minutes of Committee meetings will be formally recorded and submitted to the Board of Directors by the Chair of the Committee (supported in this by the Corporate Governance team).

The Chair of the Committee will draw to the attention of the Board of Directors any issues or decisions that require disclosure to the Board or require executive action via the Alert, Advise, Assure (AAA) report.

Tier II groups will provide assurance to the committee as agreed within the governance structure.

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.

## 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 ideally 5 working days prior to the meeting and no less than 3 working days except for reasons outlined and to, and agreed with, the Chair;
- 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

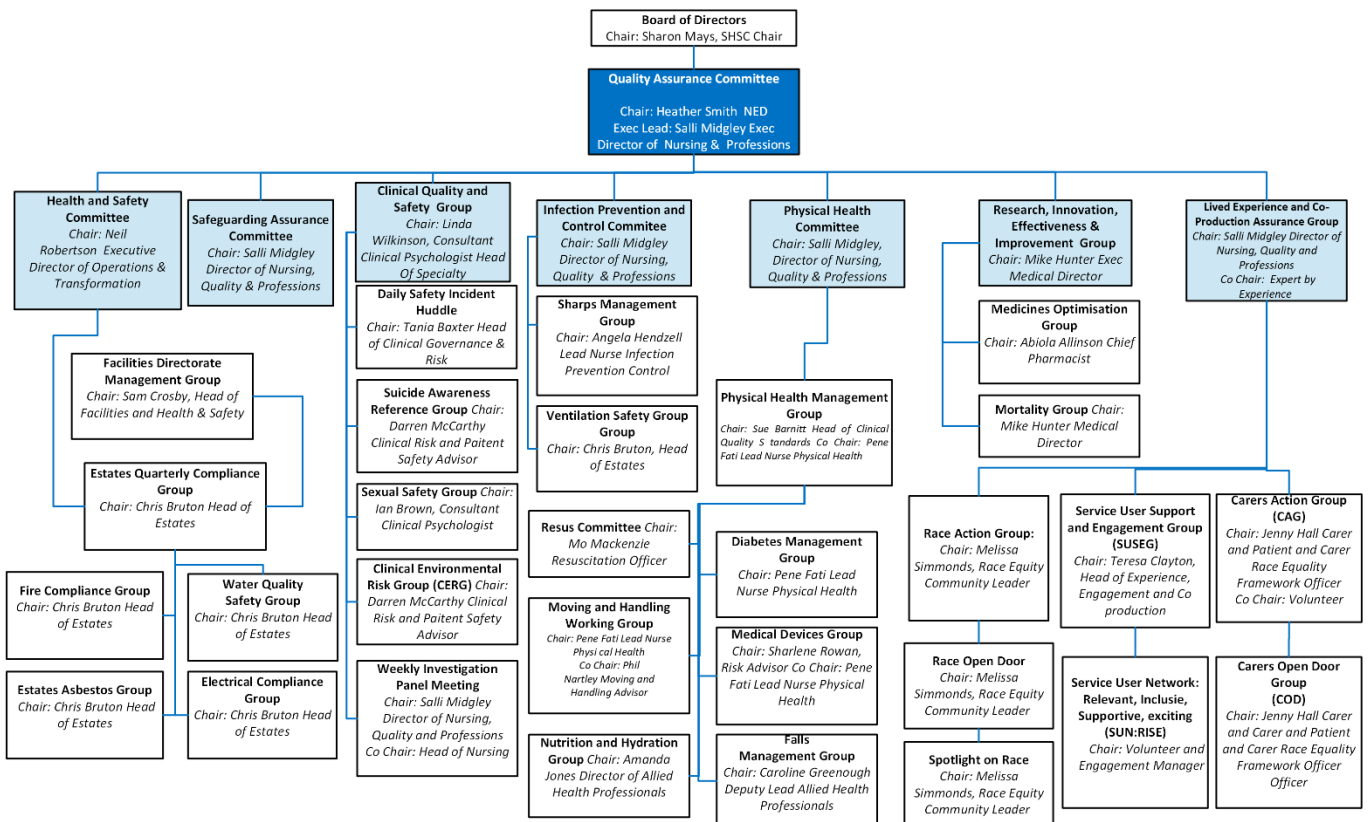
The Committee shall at least once a year, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

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.

<b>12.</b>	<b>Review to be conducted by Committee Chair</b>	
	<b>Date Committee established</b>	1 April 2011
	<b>Terms of Reference to be reviewed</b>	Annually
	<b>Date of last review</b>	July 2023 pending
	<b>Date of next review</b>	July 2023 pending

## Sheffield Health and Social Care NHS FT Corporate Governance Structure

### Board & Committee Governance Structure – Quality Assurance Committee





# Terms of Reference

<b>Document History:</b>	
<b>Version Number:</b>	<b>3</b>
<b>Approved by: (parent Committee/group)</b>	<b>Trust Board – pending approval July 2023</b>
<b>Date approved:</b>	<b>Finance and Performance Committee July 2023 pending</b>
<b>Name of Committee/Group</b>	<b>Finance and Performance Committee</b>
<b>Type of Committee/Group</b>	Board Assurance Committee reporting to Board of Directors (the “Board”)

<b>1.</b>	<b>Purpose of Committee/Group</b>
	<p>The Finance and Performance Committee and (“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 throughout the Trust to:</p> <ul style="list-style-type: none"> <li>• Over-arching review of financial risk</li> <li>• 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.</li> <li>• Provide assurance to the Board on the financial controls of the Trust.</li> <li>• 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 Board.</li> <li>• 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.</li> <li>• Provide assurance that the performance framework enables the Trust to proactively manage its Quality, Financial and People performance agenda including oversight through committees.</li> <li>• Oversee the strategies for Finance; Estates; Digital Transformation and Sustainability and Green Plan</li> </ul> <p>The Committee shall provide assurance to the Board 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>

<p><b>2.</b></p>	<p><b>Scope</b></p> <p>The scope of the Committee is Trust wide, it will:</p> <ul style="list-style-type: none"> <li>• 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.</li> <li>• 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.</li> <li>• Establish and maintain a performance framework that enables the Trust to proactively manage its, Quality, Financial and Workforce performance agenda including oversight through committees.</li> </ul> <p>In delivering this purpose the remit will be to formulate an annual programme of work.</p>
<p><b>3.</b></p>	<p><b>Authority/Accountability</b></p> <p>The Committee is an assurance Committee of the Board of Directors, 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 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 as required to support it in discharging its duties. The budget for such advice must be within agreed financial constraints.</p> <p>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.</p> <p>The following matters must be referred to Board:</p> <ul style="list-style-type: none"> <li>• Where there is significant revenue, capital or cash implications as determined by the Trust’s Standing Financial Instructions</li> <li>• Conflict with statutory obligations, or have significant governance implications</li> <li>• Likely to arouse significant public or media interest.</li> </ul>

## 4. Objectives of Committee/Group

### Financial Management and Performance

The Committee will:

- Review and provide assurance on the delivery of, the Finance Strategy
- establish and maintain a detailed knowledge of the Trust's overall strategic objectives
- 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 Board that the controls are in place for any financial risks identified
- 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,
- supervise the annual budget setting processes and financial information contained in the Annual Plan and provide assurance to the Board on the process
- 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 Board on the business opportunities being presented to the Committee monitor and provide assurance to the Board on the Trust's affordability, profitability and return on investment of its core business and service developments
- review the most recent monthly finance report prepared for the Board to enable an informed and focussed discussion at the Board meeting, making recommendations and priorities for discussion
- review in detail any major performance variation, in order to obtain assurance on behalf of the Board as to the effectiveness of corrective actions and associated governance arrangements.
- 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 Board that the Trust's Financial Strategy is being delivered
- monitor and provide assurance to the Board on the Cost Improvement/Cash Releasing Efficiency Savings Programme(s) as well as any agreed Disinvestment Programmes
- review the activity reports in respect of under/over performance against contracted targets. Escalate to the Board any significant variations to contracts.
- review on a regular basis, the Trust's position in respect of contracts and any impact on overall Trust performance and financial stability
- 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
- review, monitor and provide assurance to the Board on the returns to NHS England (as determined by their reporting processes)
- review the Trust national cost collection submission and provide assurance to the Board that the Committee is satisfied with the Trust's costing processes and systems, and that the Trust will submit its national cost collection return in accordance with the guidance, under delegated authority of the Board.
- review National cost collection outcomes & benchmarking (measure of relative efficiency) on publication and provide assurance to the Board on the value for money of services provided



- 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 Board on the risks delegated to the Committee and highlight any key areas of concern identified by the Committee.
- 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:

- review on behalf of the Board the strategic five year capital programme and the annual capital budgets and recommend to the Board approval of the documents as appropriate.
- 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
- approve capital business cases in accordance with the Trust's Detailed Scheme of Delegation (DSoD)
- provide assurance to the Board on the functioning of the capital programme and associated business cases.

### **Treasury Management**

The Committee will:

- 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
- review the Trust's Treasury Management Policy and make recommendations to the Board for approval
- review Trust finance applications including loan applications
- provide assurance to the Board on all Treasury Management issues.

### **Investment Appraisal**

The Committee will:

- review and approve the Trust Growth Strategy
- 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
- 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

- 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)
- provide assurance to the Board on all investment appraisal activity.

### **Digital Strategy**

The Committee will:

- review and approve the Digital Transformation Strategy
- review and provide assurance regarding its implementation.

### **Other**

The Committee will:

- Review the performance framework that enables the Trust to proactively manage its, Quality, Financial and People performance agenda, increasing triangulation to inform decision making
- review, approve and provide assurance to the Board on the Trust Procurement Strategy
- review, approve and provide assurance to the Board on the Trust Sustainability and Green Plan
- review, approve and provide assurance to the Board on the Trust Estate Strategy monitor and approve expenditure in respect of the Trust's Charitable and Endowment funds ensuring appropriate resource allocation
- 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 Board
- receive assurance on legal matters above the assigned threshold in the SFIs and Standing Orders
- notify the Audit and Risk (ARC) Committee of any statutory reporting concerns or identified system weaknesses
- review any matter referred to the Committee by the Board
- prepare and share with the ARC and the Board 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 and SIRO)
- Director of Operations and Transformation
- Director of Strategy

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 this committee unless formally deputising for a committee member.

Membership will be reviewed annually.

## 6. Attendees

Meetings of the Committee shall normally be attended by:

- Deputy Director of Finance
- Director of Corporate Governance
- Committee Administrator
- Governor observer

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

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 Director of Governance (Board Secretary) 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.

## 7. Chair, Quorum, Attendance and Meetings

### Chair

The Non-Executive Director 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, one of the Non-Executive Director members will chair the meeting.

### Quorum

A quorum will be 3 members and must include 2 Non-Executive Director 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 of meetings**

### **Frequency**

The Committee will generally 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 generally 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 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 minutes of Committee meetings will be formally recorded and submitted to the parent body by the Chair of the Committee (supported in this by the Corporate Governance Team).

The Chair of the Committee will draw to the attention of the Board of Directors any issues or decisions that require disclosure to the Trust Board, or require executive action via the Alert, Advise, Assure (AAA) report.

Tier II groups will provide assurance to the committee as agreed within the governance structure.

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

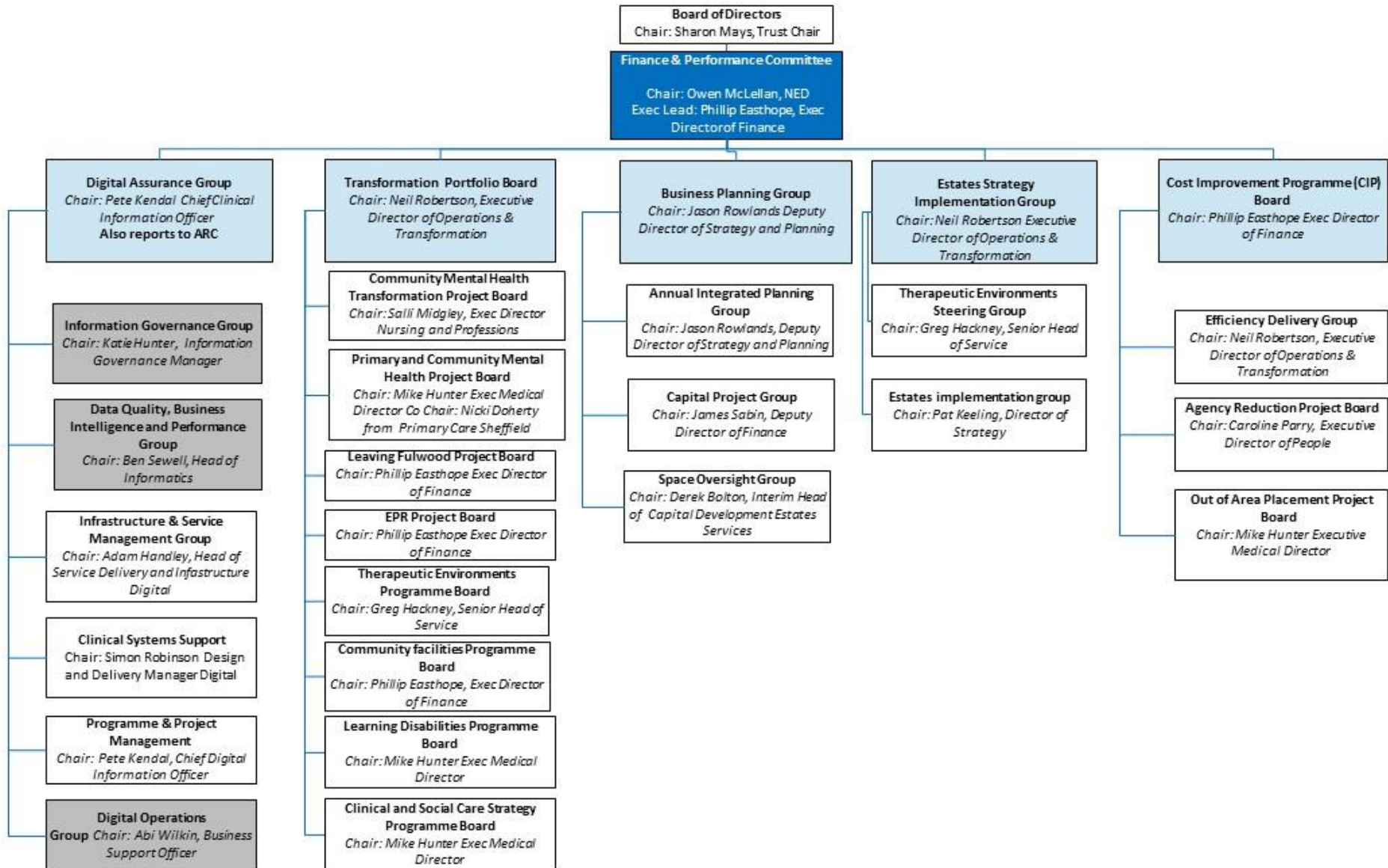
In addition, the Committee will receive thematic 'deep dive' reports or reviews as required to enable greater discussion about specific issues and to facilitate in depth discussions between the members and those staff providing services.

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.

10.	<b>Administrative Arrangements</b>	
	<p>The Committee will be supported administratively by a nominated Committee Administrator who will:</p> <ul style="list-style-type: none"> <li>• produce a schedule of meetings and maintain the annual work plan for the Committee</li> <li>• prepare the agenda and papers with the Chair and circulate ideally 5 working days prior to the meeting and no less than 3 working days ; except for reasons outlined and to, and agreed with, the Chair;</li> <li>• maintain accurate records of attendance, key discussion points and decisions taken and issue necessary action logs within five full working days of the meeting;</li> <li>• 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;</li> <li>• organise future meetings; and</li> <li>• file and maintain records of the work of the Committee in the required corporate records folder.</li> </ul>	
11.	<b>Meeting Effectiveness Review</b>	
12.	<b>Review to be conducted by Committee/Group Chair</b>	
	<b>Date Committee/Group established</b>	28 <sup>th</sup> July 2008
	<b>Terms of Reference to be reviewed e.g. Annually</b>	The terms of reference of the committee shall be reviewed by the Board when required, but at least annually.
	<b>Date of last review</b>	July 2023 pending
	<b>Date of next review</b>	July 2023 pending

# Sheffield Health and Social Care NHS FT Corporate Governance Structure

## Board & Committee Governance Structure – Finance & Performance Committee





# Terms of Reference

## Post MHLC June 2023

Document History:	
Version Number:	4 updated pending approval at Board
Approved by:	Pending approval at July 2023 Board
Date approved:	TBC

Name of Committee	Mental Health Legislation Committee
Type of Committee	Board Assurance Committee reporting to Board of Directors (the "Board")

<b>1.</b>	<b>Purpose of Committee</b>
	<p>The Mental Health Legislation Committee (the "Committee") has been established to ensure of effective application and administration of mental health legislation.</p> <p>For the purposes of the Committee, mental health legislation means (but is not exclusive to):</p> <ul style="list-style-type: none"> <li>• The Mental Health Act 1983 (as amended)</li> <li>• The Mental Capacity Act 2005</li> <li>• The Human Rights Act 1998</li> <li>• The Mental Health Units (Use of Force) Act 2018</li> <li>• The Deprivation of Liberty Safeguards (DOLS)</li> </ul> <p>and any associated secondary pieces of legislation eg. Codes of Practice.</p> <p>The Committee shall provide assurance to the Board 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.</p>
<b>2.</b>	<b>Scope</b>
	<p>The scope of the Committee is Trust-wide. It will review and monitor arrangements for systems and processes in place to oversee compliance with mental health legislation following an annual programme of work.</p>
<b>3.</b>	<b>Authority/Accountability</b>



The Committee is an assurance Committee of the Board of Directors, for matters of statutory and regulatory compliance in respect of mental health legislation. It 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 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 Board 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 Board to obtain outside legal or other independent professional advice and expertise as required to support it in discharging its duties. The budget for such advice must be within agreed financial constraints.

The Committee will advise the Board of Directors of any investigation being undertaken that instructs professional advisors and update the Board on progress.

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 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

Receive assurance of performance, from across the Trust, against Key Performance Indicators which reflect respect for:  
service users' rights;  
compliance with mental health and mental health related legislation and associated codes of practice (eg. Mental Health Act, Mental Capacity Act, Human Rights Act, Use of Force Act);  
adherence to the regulatory requirements of the CQC;  
the use of restrictive practice within the Trust in particular meeting the aim of the Trust with regards to reducing restrictive practice;  
the performance and activity of the Trust's Associate Mental Health Act Managers.

Assurance oversight will include overseeing the completion and embedding of any necessary corrective action(s), escalating concerns, identifying trends and themes, and overseeing recommendations.

(ii) Ensure the development, implementation and timely review of policies in relation to Mental Health and Human Rights Legislation (e.g Mental Health Act, Human Rights

Act, Use of Force Act) by receiving updates from the Mental Health Legislation Operational Group (MHLOG) Least Restrictive Practice Oversight Group (LRPROG) ensuring there is adequate engagement and involvement and timely approval by the MHLC for submission of policies through the Policy Governance Group. Ratifying these, following approval by the Policy Governance Group.

- (iii) Receive assurance from the Reducing Restrictive Practice Group on implementing the Trust's aim of reducing restrictive practice.
- (iv) Receive assurance in respect of the performance and functions of the Associate MHA Managers.
- (v) Ensure that the Trust actively listens to the experiences of the service user, family and carer(s) feedback in the application of mental health legislation so that good practice can be built upon, shared and learning developed.
- (vi) Seek assurance that inequalities are recognised where they occur in relation to the use of mental health related legislation and associated policies and that remedial action and reasonable adjustments are utilised to address them.
- (vii) Ensure a coordinated organisational response to the introduction of changes to or new law, regulations, guidance etc
- (viii) Receive assurance that appropriate training and continuous professional development in subjects related to mental health legislation is being made available and accessed (this includes both mandatory and non-mandatory training, along with any significant updates related to mental health legislation).
- (ix) To commission reviews and/or audits of standards and practice as required
- (x) Seek assurance on effective implementation of action plans developed in response to reviews and audits to improve legislative compliance and service user experience.
- (xi) Oversee all risks delegated to the Committee via the Corporate Risk Register (CRR) and Board Assurance Framework (BAF) and will receive assurance risks are being appropriately managed and mitigated. The Committee will receive and oversee the mental health legislation risk register to support onward assurance reporting to the Board of Directors.

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 chair).
- Medical Director (Executive Lead)
- Director of Quality
- Director of Corporate Governance

Other Non-Executive Directors / Associate Non-Executive Directors and Executive Directors can attend as desired but will not form part of the committee unless formally deputising for a committee member.

Membership will be reviewed annually.

## 6. Attendees

Meetings will normally be attended by:

- Director of Operations and Transformation
- Clinical Director: Rehabilitation and Specialist Services
- Clinical Director: Community and Acute Services
- Clinical Director: Learning Disability Services
- Lead Social Worker
- Head of Mental Health Legislation, Human Rights and Chaplaincy
- Human Rights Officer
- Head of Nursing
- Nurse Consultant for Restrictive Practice
- Head of Safeguarding
- Service user/Carer 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 Director of Corporate Governance (Board Secretary) will 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 Non-Executive Director Chair will preside at all meetings having been approved as the Chair by the Trust Board or appointed as such by the Trust Board Chair. 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 including the Chair or deputy chair.

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 quarterly. 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 generally 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 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.

<b>9.</b>	<p><b>Minutes and Reporting Arrangements</b></p> <p>The Committee will report to the Board on how it discharges its responsibilities.</p> <p>The minutes of Committee meetings will be formally recorded and submitted to the parent body by the Chair of the Committee (supported in this by the Corporate Governance Team).</p> <p>The Chair of the Committee will draw to the attention of the Board of Directors any issues or decisions that require disclosure to the Trust Board, or require executive action via the Alert, Advise, Assure (AAA) report.</p> <p>Tier II groups will provide assurance to the committee as agreed within the governance structure.</p> <p>The Trust 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>
<b>10.</b>	<p><b>Administrative arrangements</b></p> <p>The Committee will be supported by a nominated Administrator who will:</p> <ul style="list-style-type: none"> <li>• produce a schedule of meetings and maintain the annual work plan for the Committee</li> <li>• prepare the agenda and papers with the Chair and circulate ideally five working days prior to the meeting and no less than 3 working days;</li> <li>• maintain accurate records of attendance, key discussion points and decisions taken and issue necessary action logs within five full working days of the meeting;</li> <li>• 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;</li> <li>• organise future meetings; and</li> <li>• file and maintain records of the work of the Committee in the required corporate records folder.</li> </ul>
<b>11.</b>	<p><b>Meeting effectiveness review</b></p>

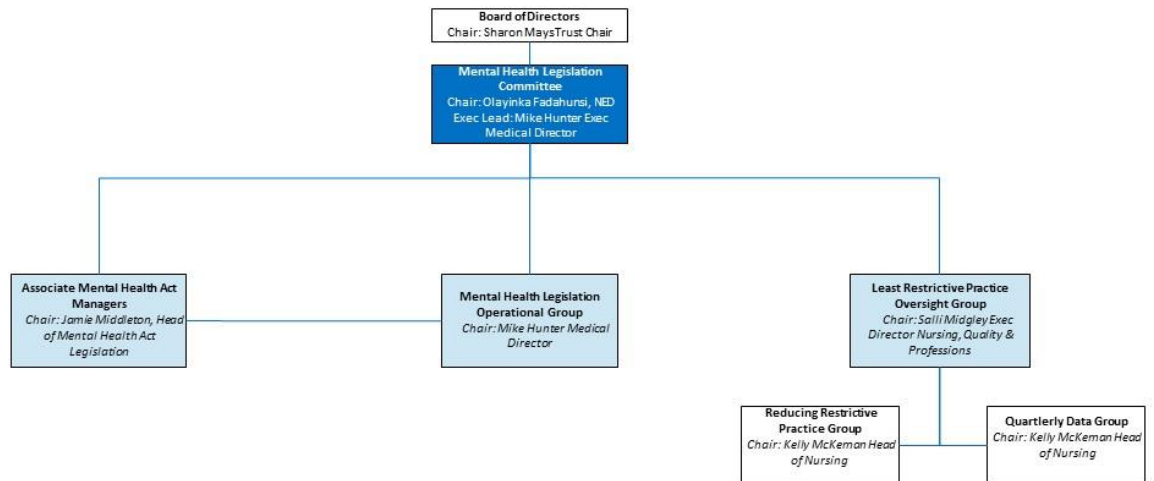
The Committee shall at least once a year, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

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.

<b>12.</b>	<b>Review to be conducted by Committee Chair</b>	
	<b>Date Committee established</b>	1 April 2021
	<b>Terms of Reference to be reviewed</b>	Annually
	<b>Date of last review</b>	July 2023 pending
	<b>Date of next review</b>	June 2024

## Sheffield Health and Social Care NHS FT Corporate Governance Structure

### Board & Committee Governance Structure – Mental Health Legislation Committee





# Terms of Reference

Document History:	
Version Number:	4
Approved by:	Trust Board (pending – approval July 2023)
Date approved:	Pending approval July 2023

Name of Committee	<b>Audit and Risk Committee</b>
Type of Committee	Board Assurance Committee reporting to Board of Directors (the “Board”)

<b>1.</b>	<b>Purpose of Committee</b>
	<p>The Audit &amp; 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 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>
<b>2.</b>	<b>Scope</b>
	<p>The scope of the committee is Trust wide, it will:</p> <ul style="list-style-type: none"> <li>• monitor 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 (this will include overseeing and monitoring arrangements for Digital and Security Management, Policy Governance and Risk Oversight which are supported by groups reporting into the Committee.</li> <li>• 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.</li> </ul> <p>The Board is responsible for ensuring effective financial decision-making, management and internal control including:</p> <ul style="list-style-type: none"> <li>• management of the Foundation Trust’s activities in accordance with statute and regulations;</li> <li>• the establishment and maintenance of a system of internal control to give reasonable</li> </ul>

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

The Committee is an assurance committee of the Board of Directors, 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 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.

The Committee is authorised by the Board to obtain outside legal or independent professional advice or expertise as required to support it in discharging its duties. 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 must be referred to the 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

#### Financial statements and the annual report

The Committee will:

- monitor the integrity of the financial statements of the Foundation Trust, and any other normal announcements relating to the Trust's financial performance, reviewing the significant financial reporting judgements contained in them
- review the Annual Statutory Accounts, before they are presented to the Board 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.
- recommend to the Board that the Annual Statutory Accounts are approved
- review the Annual Report and Annual Governance Statement and recommend to the Board of Directors that the documents are approved
- review each year the accounting policies of the Trust and make appropriate recommendations to the Board
- Review all accounting and reporting systems for reporting to the Board, including in respect of budgetary control
- the Committee will be notified of and scrutinise losses, write-offs and compensation including special payments, ex-gratia payments and extrastatutory or extra regulatory payments.

#### Internal Control and Risk Management

The Committee will:

- 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

- review and maintain an oversight of the Foundation Trust's general internal controls and risk management systems
- 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
- review the adequacy of the policies and procedures in respect of all counter-fraud work. Receive the annual report from counter fraud
- 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).
- 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
- review the adequacy of policies and procedures for ensuring compliance with relevant regulatory, legal and conduct requirements

### **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:

- monitor and provide assurance to the Board 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).
- 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:

- 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
- 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
- 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;
- 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
- consider the provision of the internal audit service, the cost of the audit and any questions of resignation and dismissal of internal audit staff
- 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
- 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

- directors are responsible for providing an update at the Committee meetings on any outstanding actions that fall within their remit
- 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**

The Committee will:

- review and monitor the effectiveness of the external audit process, taking into consideration relevant UK professional and regulatory requirements
- 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
- 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
- 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 and Risk Committee should:
  - provide information on the external auditor's performance, including details such as the quality and value of the work, the timeliness of reporting and fees.
  - Advise the Council of Governors in respect of the appointment, re- appointment and removal of an external auditor and related fees as applicable. To the extent that advice is not adopted by the Council of Governors, this shall be included in the annual report, along with thereasons for non-adoption.
  - discuss with the external auditor, before the audit commences, the nature and scope of the audit, and ensure coordination, as appropriate, with other external auditors in the local health economy.
  - review external audit reports, including the Annual Audit Letter, together with the management response, and to monitor progress on the implementation of recommendations.
  - to develop and implement a policy on the engagement of the external auditor to supply non-audit services, taking into account relevant ethical guidance.

### **Standing Orders, Standing Financial Instructions and Standards Of Business**

The Committee will:

- review Standing Orders, Standing Financial Instructions and any waiver or suspension on the documents
- 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.
- review the Scheme of Delegation.

### **Other**

The Committee will:

- review performance indicators relevant to the remit of the Committee
- examine any other matter referred to the Committee by the Board and initiate investigation as determined by the Committee. Report back to the Board on any finding following an investigation
- the Chief Executive shall demonstrate that, where there is the use of private finance represents value for money and genuinely transfers risk to the private sector. Reports shall be received by the Committee.
- oversee the work of, and receive assurance from the Digital Assurance Group (including data standards and data security arrangements)

- oversee the work of, and receive assurance from, the Policy Governance Group
- oversee the work of, and receive assurance from, the Risk Oversight Group

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, with recent and relevant financial experience, will be appointed by the Board 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

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.

Other Non-Executive Directors / Associate Non-Executive Directors can attend as desired but will not form part of the permanent membership of this committee unless formally deputising for a committee member.

Membership will be reviewed annually.

## 6. Attendees

Meetings of the Committee will normally be attended by:

- 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.
- Committee Administrator
- Governor observer

Other Non-executive Directors can attend as desired. Other Executive Directors or Trust officers will be invited to attend the Committee dependent on the business being discussed.

## 7. Chair, Quorum, Attendance and Meetings

### Chair

The Non-Executive Director 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, one of the Non-Executive Director members will chair the meeting.

### Quorum

The Committee is quorate when at least 2 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.

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 the 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 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 generally 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**

	<p>Meetings shall be called by the Administrator at the request of the Chair or any of its members.</p> <p>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.</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>
<b>9.</b>	<p><b>Minutes and Reporting Arrangements</b></p> <p>The Committee will report to the Board on how it discharges its responsibilities.</p> <p>The minutes of Committee meetings will be formally recorded and submitted to the Board by the Chair of the Committee (supported by the Corporate Governance team).</p> <p>The Chair of the Committee will draw to the attention of the Board any issues or decisions that require disclosure to the Trust Board, or require executive action via the Alert, Advise Assure (AAA) report.</p> <p>Tier II groups will provide assurance to the Committee as agreed within the governance structure.</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.</p>
<b>10.</b>	<p><b>Administrative arrangements</b></p> <p>The Committee will be supported by a nominated Administrator who will:</p> <ul style="list-style-type: none"> <li>• produce a schedule of meetings and maintain the annual work plan for the Committee</li> <li>• prepare the agenda and papers with the Chair and circulate ideally 5 working days prior to the meeting and no less than 3 working days, except for reasons outlined and agreed with the Chair of the Committee.</li> <li>• maintain accurate records of attendance, key discussion points and decisions taken and issue necessary action logs within five full working days of the meeting;</li> <li>• 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 5 full working days of the meeting;</li> <li>• organise future meetings; and</li> <li>• file and maintain records of the work of the Committee in the required corporate records folder.</li> </ul>
<b>11.</b>	<p><b>Meeting effectiveness review</b></p>

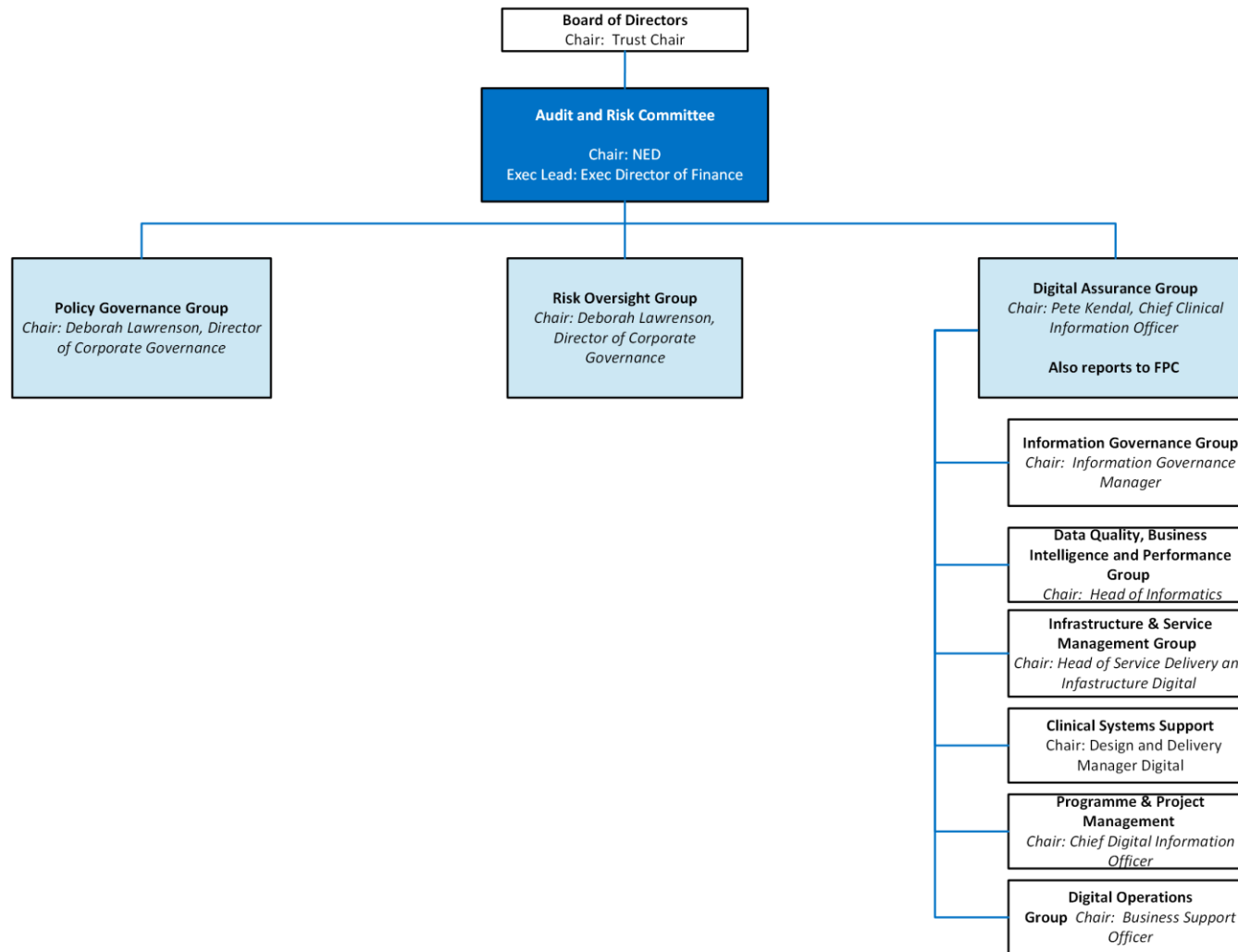
	<p>The Committee will at least once a year, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.</p> <p>A record of the frequency of attendance by members, quoracy and the frequency of meetings will be maintained. Any areas of concern will be highlighted to the Chair of the Committee.</p>								
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<b>12.</b>	<b>Review to be conducted by Committee Chair</b>								
	<table border="1"> <tr> <td><b>Date Committee established</b></td> <td>1 July 2008</td> </tr> <tr> <td><b>Terms of Reference to be reviewed</b></td> <td>Annually</td> </tr> <tr> <td><b>Date of last review</b></td> <td>July 2023 pending</td> </tr> <tr> <td><b>Date of next review</b></td> <td>July 2023 pending</td> </tr> </table>	<b>Date Committee established</b>	1 July 2008	<b>Terms of Reference to be reviewed</b>	Annually	<b>Date of last review</b>	July 2023 pending	<b>Date of next review</b>	July 2023 pending
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# Inserted updated Governance structure – June 2023 pending final approval

## Sheffield Health and Social Care NHS FT Corporate Governance Structure

### Board & Committee Governance Structure – Audit & Risk Committee



# Terms of Reference

Document History:	
Version Number:	3.0
Approved by:	Trust Board (pending March 2023)
Date approved:	Remuneration and Nomination Committee - 1 <sup>st</sup> March 2023.
Name of Committee	Remuneration and Nomination Committee
Type of Committee	Committee of the Trust Board of Directors
<b>1.</b>	<p><b>Purpose of Committee</b></p> <p>The Remuneration Committee (the 'committee') has been established to:</p> <ul style="list-style-type: none"> <li>• be responsible for supporting and approving the recruitment of Executive Directors to Board positions and agreeing their remuneration and other conditions of service.</li> <li>• be responsible for considering and actioning any matter relating to the continuation in office of any Executive Director at any time, including the suspension or termination of service of an individual as an employee of our Trust.</li> <li>• be responsible for agreeing the remuneration and other conditions of service of other very senior managers outside of Agenda for Change.</li> </ul> <p>In these Terms of Reference, the reference to senior managers relates only to Executive Directors and Very Senior Managers outside of Agenda for Change (VSM).</p>
<b>2.</b>	<p><b>Scope</b></p> <p>The scope of the committee is limited to remuneration and nomination requirements related to the Executive Directors and Very Senior Managers.</p>
<b>3.</b>	<p><b>Authority / Accountability</b></p> <p>The Remuneration and Nomination Committee is constituted as a standing committee of the Trust Board of Directors (the Board). Its constitution and terms of reference shall be as set out below, subject to amendments at future Trust Board meetings.</p> <p>The committee is authorised by the Board to act within its terms of reference. All members of staff are directed to cooperate with any request made by the committee.</p> <p>The committee is authorised by the Board to instruct professional advisors and request the attendance of individuals and authorities from outside our Trust with relevant experience and expertise if it considers this necessary or expedient to the exercising of its functions.</p> <p>The committee is authorised to obtain such internal information as is necessary and expedient to the fulfilment of its functions.</p>



#### 4. Objectives of the Committee

##### Appointments and nomination role

The committee will:

- I. in consultation with the Chief Executive annually review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Executive Team, making use of output from the Board annual self-assessment process as appropriate.
- II. give full consideration to and make plans for succession planning for the Chief Executive and, on the recommendation of the Chief Executive, for the other Executive Directors as part of any review of skills and experience required across the Board.
- III. identify and nominate for approval by the council of governors, appointment to the role of Chief Executive.
- IV. seek the opinion of NHS England where the Committee intends to make new appointments or increase pay of existing staff to £150,000 or above, in accordance with NHS England national guidance on pay for VSMs in NHS Trusts and Foundation Trusts (March 2018).
- V. be assured that when a vacancy is identified, the balance of skills, knowledge and experience required on the Board is taken into consideration, including diversity.
- VI. consider and action any matter relating to the continuation in office of any Executive Director at any time, including the suspension or termination of service of an individual as an employee of our Trust.
- VII. comply with the legal duties set out in the Equality Act 2010 and related Regulations, in particular the duty to have due regard to preventing discrimination and promoting equality of opportunity where people share specific characteristics.
- VIII. consider where appropriate the use of positive action in recruitment and promotion in line with section 158 and section 159 of the Equality Act 2010.
- IX. ensure appropriate processes are followed for the recruitment and appointment of Executive Directors.
- X. annually consider the objectives and performance of Executive Directors led by the Chief Executive and, in the case of the Chief Executive, the Chair will lead to ensure they are in line with our Trust's objectives and values.

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.

##### Remuneration Role

The committee will:

	<ul style="list-style-type: none"> <li>I. establish and keep under review a remuneration policy in respect of Executive Directors of the Board and any other very senior managers on locally determined pay.</li> <li>II. consult with the Chair and/or Chief Executive about proposals relating to the remuneration of the other Directors and/or senior managers on locally determined pay.</li> <li>III. adhere to all relevant laws, regulations and policy in all aspects, including but not limited to, determining levels of remuneration that are sufficient to attract, maintain and motivate executive directors while ensuring value for money.</li> <li>IV. in line with policy and relevant guidance, advise on and oversee contractual arrangements for Executive Directors including, but not limited to, provision of other benefits including pension and car allowances, payable expenses, any performance related pay where applicable, compensation, redundancy or termination payments.</li> <li>V. use national guidance and market benchmarking analysis in the annual determination of remuneration of Executive Directors of the Board and or Very Senior Managers on locally determined pay.</li> <li>VI. consider development of any performance related pay frameworks as and when required [note that our Trust doesn't currently have a PRF in place].</li> </ul>
<b>5.</b>	<b>Membership</b>
	<p>The committee should be composed of Non-Executive Directors and the Trust Board Chair.</p> <p>When appointing or removing the Chief Executive, the committee shall be the committee that is described in Schedule 7, 17(3) of the National Health Service Act 2006 as amended by the Health and Social Care Act 2012 (the Act) (that is all the Non-Executive Directors of the Board).</p> <p>When appointing or removing other Executive Directors of the Board the committee shall be the committee that is described in Schedule 7, 17(4) of the Act (that is the Trust Board Chair and Non-Executive Directors with the Chief Executive in attendance).</p>
<b>6.</b>	<b>Attendees</b>
	<p>Only members of the committee, detailed above, have the right to attend committee meetings.</p> <p>At the invitation of the committee, meetings shall normally also be attended by the Executive Director of People and Director of Corporate Governance and any Associate Non-Executive Directors, with the Chief Executive an attendee by invitation for specific agenda items (as detailed above).</p> <p>Other persons may be invited by the committee to attend a meeting so as to assist in deliberations. Any non-member, will be asked to leave the meeting should their own conditions of employment be the subject of discussion. Where Executive Directors of the Board or senior management are involved in advising or supporting the Remuneration and Nomination Committee, care should be taken to recognise and avoid conflicts of interest.</p> <p>No Director should be involved in deciding his or her own remuneration.</p>
<b>7.</b>	<b>Chair, Quorum, Attendance and Meetings</b>

**Chair**

The Trust Board Chair shall Chair the committee.

**Quorum**

The committee will be quorate when three Non-Executive Directors (voting) are present at the meeting. The Trust Board Chair (Chair of the Committee), is also a Non-Executive Director for the purposes of quoracy. The Trust Board Vice Chair or another Non-Executive Director may be required to Chair this committee in the absence of the Trust Board Chair.

**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 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 the 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**

Meetings shall be called as required, but at least once in each financial year.

A formal agenda and supporting papers will be forwarded to all members, and those in attendance where appropriate, three working days prior to the date of the meeting wherever possible.

The Executive Director of People will coordinate support to the committee and forward planning and will liaise with the Trust Board Chair (Committee Chair), and the Director of Corporate Governance, to draw up the agendas.

The committee will draw up an annual programme of those areas of its remit that may be planned and will undertake an annual review of the effectiveness of the committee in relation to fulfilling its terms of reference and provide reports to the board as required on decisions made.

Where a specific matter is deemed to be of a confidential nature and not appropriate for attendees to the meeting to be present, the Chair has the authority to restrict attendance to 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 to withdraw until its consideration is completed.

**8. Minutes and Reporting Arrangements**

	<ul style="list-style-type: none"> <li>• Formal minutes shall be taken of all committee meetings.</li> <li>• There are no Tier II groups reporting into this committee.</li> <li>• The committee will report to the Board after each meeting on discharge of its duties and key decisions made. The committee chair will draw to the attention of the Board an issues, or decisions for disclosure which require action.</li> <li>• The committee shall receive and agree a description of the work of the committee, its policies and all Executive Director of the Board emoluments in order that these are accurately reported in the required format in our Trust's Annual Report and Accounts</li> <li>• Where remuneration consultants are appointed, a statement should be made available as to whether they have any other connection with our Trust.</li> </ul>								
<b>9.</b>	<b>Administrative arrangements</b>								
	<p>The committee will be supported by a nominated Administrator who will:</p> <ul style="list-style-type: none"> <li>• produce a schedule of meetings and maintain the annual workplan for the committee.</li> <li>• prepare the agenda and papers with the Chair and Executive Lead and circulate five working days in advance of the meeting wherever possible.</li> <li>• prepare the agenda and papers with the Chair and circulate ideally 5 working days prior to the meeting and no less than 3 working days except for reasons outlined to, and agreed with, the Chair</li> <li>• maintain accurate records of attendance, key discussion points and decisions taken and issue necessary action logs within five working days of the meeting.</li> <li>• 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 working days of the meeting.</li> <li>• organise future meetings, and</li> <li>• file and maintain records of the work of the committee in the required corporate records folder.</li> </ul>								
<b>10.</b>	<b>Meeting effectiveness review</b>								
	<p>The committee shall at least once a year, review its own performance and terms of reference to ensure it is operating to maximum effectiveness and recommend any changes it considers necessary to the Board 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 frequency of attendance by members, quoracy and frequency of meetings will be maintained. Any areas of concern will be highlighted to the Chair of the committee.</p>								
<b>11.</b>	<b>Review to be conducted by Committee Chair (Trust Board Chair)</b>								
	<table border="1"> <tr> <td><b>Date Committee established</b></td> <td>2016</td> </tr> <tr> <td><b>Terms of Reference to be reviewed</b></td> <td>Annually</td> </tr> <tr> <td><b>Date of last review</b></td> <td>March 2023</td> </tr> <tr> <td><b>Date of next review</b></td> <td>March 2024</td> </tr> </table>	<b>Date Committee established</b>	2016	<b>Terms of Reference to be reviewed</b>	Annually	<b>Date of last review</b>	March 2023	<b>Date of next review</b>	March 2024
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Approved by Remuneration and Nomination Committee 1 March 2023

Approved by Board of Directors 22 March 2023