

Terms of Reference

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

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

3. Authority/Accountability

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

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

Sheffield Health and Social Care NHS FT Corporate Governance Structure

Board & Committee Governance Structure – People Committee

