

# Board of Directors - Public

## SUMMARY REPORT

Meeting Date: 24 July 2024

Agenda Item: 27

<b>Report Title:</b>	<b>Governance Report</b>	
<b>Author(s):</b>	Amber Wild, Head of Corporate Assurance and Deborah Lawrenson, Director of Corporate Governance (Trust Secretary)	
<b>Accountable Director:</b>	Deborah Lawrenson, Director of Corporate Governance (Trust Secretary)	
<b>Other Meetings presented to or previously agreed at:</b>	<b>Committee/Group:</b>	Council of Governors (20 June 2024) People Committee (9 July 2024) Audit and Risk Committee (16 July 2024)
	<b>Date:</b>	N/A
<b>Key Points recommendations to or previously agreed at:</b>	This report provides key updates on governance matters for reporting to Board of Directors	

### Summary of key points in report

#### Alert

##### Modern Anti-Slavery Statement for 2023-24

The Modern Anti- Slavery statement, which is produced retrospectively, is presented for approval following receipt at the People Committee and Audit and Risk Committee in July and updating thereafter, and is attached at **Appendix 1**.

##### Updated Constitution

Proposed changes to the Constitution are outlined below for approval. These were received at Council of Governors in June and at Audit and Risk Committee in July and will be reconfirmed at the Council of Governors in July, if required, following the Board of Directors meeting:

- Section 1 interpretations – reference to ‘Reserve Chair should cross refer to sections 17.3 in the main body of the document and 2.8 and 2.9 of Annex 7 standing orders for Governors.
- Amendments in respect of changes to the Fit and Proper Person’s test and reflection of changes in the Constitution. In order to resolve the inconsistency between the requirements of regulation 5 of the Health and Social Care Act 2008 (Regulated Activities) Regulations 2014, and the NHS England Fit and Proper Person Framework, we will be including wording that covers the following points:

- (i) Whether the person has been convicted in the United Kingdom of any offence or been convicted

elsewhere of any offence which, if committed in any part of the United Kingdom, would constitute an offence.

- (ii) Whether the person has been convicted of a criminal offence and sentenced to imprisonment of three months or more

To address this, it is proposed the following wording be used which legal advisors have confirmed covers both requirements – a requirement to declare:

*“Whether they have been convicted in the United Kingdom of any offence (or been convicted elsewhere of any offence which, if committed in any part of the United Kingdom, would constitute an offence) and whether they have been sentenced to imprisonment of three months or more.”*

- Section 17.3 Council of Governors – meetings of governors reference to the ‘reserve chair’ role and a suggestion from the Lead Governor that we consider stating this would be the Lead or Deputy Lead Governor and taking out a restriction that it can only be an elected public, service user or carer governor.
- Annex 2 constituencies –inclusion of reference to Pharmacy in section 2 Medical and Clinical staff class which reflects practice and was approved previously but is not currently clear.
- Annex 2 constituencies – the merge of the Support Worker Staff class and the Clinical Support staff class to better support filling for these vacancies and aligned to our workforce data.
- Some strike throughs from the review in 2023 have not been removed so these will be taken out in this review process.

The final version will be presented to the Annual Members Meeting for endorsement on 26 September 2024.

The document, **without changes as outlined above**, is provided for reference at **Appendix 2** available in IBABs and on Google Drive for members of the Board given its size. It is available upon request.

#### Board of Directors Register of Declaration of Interests, gifts, hospitality and sponsorship 2023-2024

Declarations have been received for all Board members and the current completed register for the Board of Directors is attached at **Appendix 3**.

## **Advise**

### Council of Governors Elections

Governor elections opened for nominations on 29 March 2024. There were 22 vacant seats in the 2024 election process and 12 seats were filled through that process. However, the candidate for the Medical and Clinical class seat does not meet the employment criteria and therefore is unable to continue and this will therefore become a vacant seat. As noted below due diligence remains underway and therefore numbers are subject to potential change.

Two seats were contested (AHP and Central Support) and voting concluded on 18 June 2023.

### Changes to appointed Seats

- Two nominees from Sheffield City Council have been confirmed following their AGM on the 15<sup>th</sup> May 2024 and due diligence checks on their nominated candidates will take place when documentation is received. As soon as these are completed, we will be able to confirm the appointments to the Council of Governors
- The term of office for the Sheffield African Caribbean Mental Health Association (SACMHA) concluded at the end of April and SACHMA have re-confirmed their nomination with Celia Jackson-Chambers commencing her second term of office from 1 May 2024.T

### Lead Governor Elections process

The term of office for the current lead governor came to an end on 30 June 2024. The Council of Governors agreed to hold back the process for election to the lead governor role post conclusion of the governor

elections and the Lead Governor agreed to stay on until the Annual Members Meeting on 26 September 2024 to enable an election process to take place for her successor.

It was agreed at the Council of Governors meeting in June 2024, to remove the requirement for a Governor to have two years remaining of their term of office and to open the election fully to all Governors. The Lead Governor election will therefore become an annual process.

A nomination process will run with all Governors who have gone through due diligence over the summer and the outcome will be formally confirmed at the Annual Members Meeting in September 2024.

## Assure

### Register of Declaration of Interests, gifts, hospitality and sponsorship 2023-2024 below Board level

Updated declarations for the current financial year have continued to be called in for staff below board and 329 have been received at the time of writing. There remain some outstanding declarations and these continue to be followed up with the individuals concerned and the relevant Executive Directors to expedite completion. The register of those received and who have consented to having their names on the public register is attached at **Appendix 4**.

### Fit and Proper Persons declarations – Board of Directors

In September 2023, NHS England published the Fit and Proper Person Test Framework in response to the recommendations made by Tom Kark KC in his 2019 Review of the FPPT. Work has taken place to meet the requirements for the Trust in respect of new Fit and Proper Person’s Test requirements:

- Annual fit and proper self-attestation forms have been completed for all Board members.
- The individual folders for Board members have been reviewed and updated and contain updated FPPT declarations and meet the new requirements
- The Chair has reviewed and confirmed that the required processes have been followed and all data captured appropriately on ESR supported by the Executive Director of People and the Director of Corporate Governance and their teams and the formal sign off process was completed by the end of June 2024 and confirmation submitted to the NHSE Regional Director.

### Council of Governors Declaration of Interests, gifts and hospitality and Fit and Proper Persons Test Declarations

The final declarations for the 2023/24 register for the Council of Governors have been received for the majority of governors currently serving on the Council of Governors. At the time of writing:

- Updated declaration forms were pending from 3 current governors, and these are being urgently followed up.
- Declarations of interest have been received from newly elected governors and the due diligence process is underway.
- Declarations of interest are pending from 3 newly appointed governors.

There were no declarations of gifts and hospitality from any Governors during the financial year. The current completed register of interests for the Council of Governors is attached at **appendix 5**.

Fit and Proper Persons Test declarations had been received from the majority of Governors at the time of writing. ID checks remain to be completed for 4 current governors and 3 new individuals and are being followed up.

Current Council of Governors					
Declarations of Interest			Fit and Proper Persons Test		
Received	Checked	Under review	Completed	Pending Completion	Under Review

18	18	3	10	7	4
<b>New Council of Governors</b>					
<b>Declarations of Interest</b>			<b>Fit and Proper Persons Test</b>		
<b>Received</b>	<b>Checked</b>	<b>Under review</b>	<b>Completed</b>	<b>Pending Completion</b>	<b>Under Review</b>
10	10	3	3	7	3

Due diligence for the newly elected or appointed governors is underway. It is anticipated this should be completed in time for Governors to be confirmed at the Annual Members Meeting in September

Cross Committee Referrals

The Cross-committee referrals tracker for 2024-2025 is attached for information at **appendix 6**. This has not yet been updated to reflect any cross referrals made at the committees in July.

Register of Sealings 2023-2024

As required under the Standing Orders, a register of sealing is kept by the Trust Secretary (managed by the Executive Assistant to the Chief Executive). The Board is asked to note the use of the Trust Seal report for 2023-2024, which notes that the Trust Seal was **not used** during 2023-24. The register will be signed off as such by the Chair.

Board Assurance Committee Terms of Reference

The Assurance Committee Annual Reports for 2023/24 which provided an update on the work which has taken place over the financial year to fulfil the remits of their terms of reference were received at the Audit and Risk Committee in May 2024. Since then, some changes have been made to terms of reference including to membership/attendees and as such the final Terms of Reference are attached at **Appendix 7** for final approval at the Board of Directors in July 2024.

Note – further amendment will be made to the Audit and Risk Committee terms of reference when terms of reference are received and approved in respect of new groups being established for Information Governance and Cyber Security as these will report into Audit and Risk Committee.

Appendices:

- Appendix 1:** Modern Anti-Slavery Statement for 2023-24
- Appendix 2:** Constitution current version as at November 2023 – shared on iBabs and available on request.
- Appendix 3:** Register for the Board of Directors
- Appendix 4:** Register for staff below Board level
- Appendix 5:** Register for the Council of Governors
- Appendix 6:** Cross -committee referrals tracker 2024/25
- Appendices 7.1-7.6:** Updated Board Assurance Committee Terms of Reference (these are referenced in their respective annual reports for 2023/24 as annex B – The annual reports are available in IBABs and on Google drive and on request.

**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>	<b>X</b>
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The Board is asked to receive and **approve:**

- The Modern Anti Slavery statement for 203/24 – **appendix 1**
- Proposed changes to the Constitution for receipt of any changes at the Council of Governors meeting in July listed in the cover report – **appendix 2** is the current document which is available on IBABs and Google drive for reference
- The Declaration of Interests for Board members – **appendix 3**
- Updated terms of reference for the Board assurance committee – **appendix 7.1-7.6**

Receive and note:

- Declarations of interest for staff below Board level – appendix 4
- Declarations of Interests for Council of Governors and work underway to complete the process – appendix 5
- The update provided on Fit and Proper Persons Test declarations and assurance regarding compliance
- Detail provided on Council of Governors elections and the election process for the role of Lead Governor
- The cross committee referrals tracker for 2024/25 which will be updated following the assurance committees and Board of Directors which have taken place in July – appendix 6
- The update provided on use of the Trust seal for 2023/24
- Full annual reports from the board assurance committees provided on IBABs and Google drive for Board members and for others on request - Annex 1 – 1.6

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

Effective Use of Resources	Yes		No	X
Deliver Outstanding Care	Yes	X	No	
Great Place to Work	Yes		No	X
Ensuring our services are inclusive	Yes		No	X

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

Care Quality Commission Fundamental Standards	Yes	X	No		WL4: Well-Led Development plan 'The Trust must ensure that effective governance systems are in place to assess, monitor and improve the quality and safety of services'
Data Security and Protection Toolkit	Yes		No	X	
Any other standards	Yes		No	X	Compliance with NHS governance requirements

**Have these areas been considered ? YES/NO**

If Yes, what are the implications or the impact?  
If no, please explain why

Service User Safety, Engagement and Experience	Yes		No	x	Not directly in relation to this report – specific detail would be covered through the reports referenced
Financial (revenue & capital)	Yes		No	x	
Organisational Development/Workforce	Yes		No	x	
Equality, Diversity & Inclusion	Yes		No	x	
Legal	Yes		No	x	
Sustainability			No	x	

## Appendix 1

### **Modern anti-Slavery and Human Trafficking Statement for the financial year ending March 31 2024**

This statement is made in pursuant to section 54 of the Modern Slavery Act 2015 and sets out the steps that Sheffield Health and Social Care NHS Foundation Trust has taken and continues to take to ensure that modern slavery or human trafficking is not taking place within our business or supply chain.

The definition for offences covered by the Modern Slavery Act 2015 can be found by clicking [here](#).

We take a zero tolerance approach to Modern Slavery and Human Trafficking and have taken a number of steps to ensure that it does not take place in any part of our supply chains and within our own business.

Any identified concerns regarding Modern Slavery and Human Trafficking are escalated as part of the organisational safeguarding process working in conjunction with our partner agencies.

SHSC has taken the following action in accordance with the Home Office statutory guidance:

#### **a) The organisation's structure, its business and its supply chains**

- Adhering to the National NHS Employment Checks / Standards (This includes employees UK address, right to work in the UK and suitable references).
- Continuing to follow NHS Agenda for Change terms and conditions to ensure that staff receive fair pay rates and contractual terms.
- Ensuring that Agency staff are procured through approved frameworks and put internal systems in place to check that appropriate pre-employment clearance has been obtained for agency staff.
- Ensuring that International recruitment takes place under the Code of Practice for International Recruitment (updated March 2023) and the Code of Practice for the international recruitment of health and social care personnel in England – Gov.UK ([www.gov.uk](http://www.gov.uk))

#### **b) Its policies in relation to slavery and human trafficking**

- Maintaining our policies and systems to report of concerns including Freedom to Speak Up and whistleblowing; and in respect of safeguarding, volunteering international recruitment and procurement.

#### **c) Its due diligence processes in relation to slavery and human trafficking in its business and supply chains**

- Continuing to review of all safeguarding referrals via our incident reporting system and sharing data at our Safeguarding Assurance Committee.
- Continuing to provide assurance from the Corporate Safeguarding Team to the Safeguarding Assurance Committee, Quality Assurance Committee and Sheffield Children and Adults Safeguarding Partnerships that the SHSC Safeguarding Adult Policy and South

- Yorkshire Safeguarding Adults Procedures are fully implemented.
- Working in partnership with multi-agency partners leading on this agenda in South Yorkshire and ensuring that we are represented on these committees.
- Working in partnership with sector partners on the approach to international recruitment.

**d) The parts of its business and supply chains where there is a risk of slavery and human trafficking taking place, and the steps it has taken to assess and manage that risk and e) its effectiveness in ensuring that slavery and human trafficking is not taking place in its business or supply chains, measured against such performance indicators as it considers appropriate**

- Building long standing relationships with our suppliers and making clear our expectations of business behaviour. Ensuring that with regard to the supply chain that the majority of our purchases utilise existing supply contracts or frameworks which have been negotiated under the NHS standard terms and conditions of contract, which all have the requirement for suppliers to have modern slavery and human trafficking policies and processes in place. We maintain professional practices relating to procurement and supply and ensure that procurement staff attend regular training on changes to procurement legislation. All suppliers are requested to confirm their compliance with the provisions of the Modern Slavery Act (2015), through agreement of purchase orders and tender specifications.
- Participating in the multi-agency Sheffield Adult Safeguarding Partnership and its associated sub-groups to support the South Yorkshire Safeguarding Adult Procedures, including links to the referral process for adults at risk in our Safeguarding Adults Policy.
- Work in partnership with statutory and voluntary agencies across the Integrated Care System who lead on this agenda in South Yorkshire and ensure that SHSC is represented at relevant groups.
- Only organisations listed as designated first responders can make referrals to the National Referral Mechanism (NRM). The list of referrers is on the link below. As an NHS organisation, SHSC is not a designated first responder organisation. If SHSC staff have a concern about a person being subject to Modern Slavery, we have a responsibility to complete a safeguarding concern and refer to the Local Authority requesting that they report to the NRM. The Duty to Notify is also only for first responders but can be used when an adult does not consent. Further information can be found here:  
<https://www.gov.uk/government/publications/human-trafficking-victims-referral-and-assessment-forms/guidance-on-the-national-referral-mechanism-for-potential-adult-victims-of-modern-slavery-england-and-wales>

**e) The training about slavery and human trafficking available to its staff**

- Modern Slavery and Human Trafficking is available to staff, including the board of directors and is included within SHSC Level 3 safeguarding adult training.



Appendix 3 **Register of Interests 2024-25 as at July 2024**

Appendix 1 **BOARD OF DIRECTORS**

Personal Details	Details Of Declared Interest	Identified potential for conflict of Interest and action taken by Trust	Date From	Date To	Date Notified/ Registered
<b>Trust Board</b>					
Sharon Mays (Chair)	<p>NHS provider board/ trustee member and director of the NHS providers company</p> <p>Chair of the South Yorkshire MHLDA provider collaborative board</p> <p>As Chair I represent the Trust on various committees including the MHLDA provider collaborative board and Sheffield Place Chair’s Forum.</p> <p>Part of the NHS England Chair’s Advisory Group</p> <p>Relative is employed by Tees Esk Wear Valley NHS FT in the role Head of Delivery -Digital and Data</p>	Non-Financial Professional	<p>1 July 2023</p> <p>12 July 2023</p> <p>22 January 2024</p>	<p>30 June 2026</p> <p>Ongoing</p> <p>Ongoing</p>	28/02/2024
Anne Dray, Non-Executive Director (Senior Independent Director)	<p>Non-Executive Director with Nottingham CityCare Partnership CIC.</p> <p>Managing Director of Adaptive Ideas Ltd</p>	<p>Non-Financial Professional</p> <p>Financial</p>	<p>2018</p> <p>2013</p>	<p>Ongoing</p> <p>Ongoing</p>	28/02/2024
Heather Smith, Non-Executive Director	Director of FoodWorks Sheffield, a not-for-profit organisation highlighting waste food and food sustainability issues (voluntary)	Non-Financial Professional	March 2020	Ongoing	28/02/2024



# Register of Interests 2024-25 as at July 2024



Personal Details	Details Of Declared Interest	Identified potential for conflict of Interest and action taken by Trust	Date From	Date To	Date Notified/ Registered
Olayinka Monisola Fadahunsi-Oluwole, Non-Executive Director	Member of the Advisory Group for South Yorkshire Police Race Action Plan Ambassador for the Children's Hospital Charity Sheffield Childre Foundation NHS Trust Trustee for the Steel City Choiresters	Non-Financial Professional	Oct 2020 July 2022 March 2021	Ongoing Ongoing Ongoing	13/03/2024
Owen McLellan, Non-Executive Director	Director of Company Shop Ltd Director of Community Shop Community Interest Company	Financial	August 2022 August 2022	Ongoing Ongoing	28/02/2024
Mark Dundon, Non-Executive Director	Director and Owner of Inversion Consultancy & Solutions Ltd	Financial	April 2015	Ongoing	28/02/2024

Appendix 3 **Register of Interests 2024-25 as at July 2024**



**Sheffield Health  
and Social Care**  
NHS Foundation Trust

Personal Details	Details Of Declared Interest	Identified potential for conflict of Interest and action taken by Trust	Date From	Date To	Date Notified/ Registered
Brendan Stone, Associate Non-Executive Director (non-voting)	Trustee/Director of Sheffield Flourish (Registered Charity 1147334) (PLC 7980332)  Senior leader for NCCMH delivery of NHSE Culture of Care Programme 2024  Professor, University of Sheffield	Non-financial  Non-financial professional	2010  2004	Ongoing  Ongoing	28/02/2024
Salma Yasmeen, Chief Executive	Member of the Board of Thirteen (Thirteen Housing Group), including Remuneration Committee  Charitable Community Benefit Society registered under the Co-operative & Community Benefits Society Act 2014  Advisory board member for School of Business, Huddersfield University  Spouse employed in management capacity at Leeds & York Partnership NHS Trust	Non-financial professional	Current  January 2022  Current	Ongoing  Ongoing	07/03/2024

Appendix 3 **Register of Interests 2024-25 as at July 2024**

Personal Details	Details Of Declared Interest	Identified potential for conflict of Interest and action taken by Trust	Date From	Date To	Date Notified/ Registered
Helen Crimlisk, Interim Executive Medical Director	<p>Specialist Adviosr (workforce) , Royal College of Psychiatrists</p> <p>Associate Direcotr of Teaching, School of Medicine, and Population Helath, University of Sheffield</p> <p>Hon Senior Lecturer, SchARR, University of Sheffield</p> <p>Spouse is a consultant neurologist at STH and Professor of Movement Disorders, Neurology at Univerity of Sheffield</p>	<p>Non-financial personal interests</p> <p>Non-financial personal interests</p> <p>Non-financial personal interests</p>	<p>2024</p> <p>2018</p> <p>2018</p>	<p>Ongoing</p> <p>Ongoing</p> <p>Ongoing</p>	<p>11/03/2024</p>
Phillip Easthope, Executive Director of Finance	Nothing to declare	N/A	N/A	N/A	29/02/2024
Caroline Parry, Executive Director of People	Owner/Director of Caroline Parry HR Consultancy LTD	Financial – no work undertaken through the company since 2017	2011	Ongoing	28/02/2024

Appendix 3 **Register of Interests 2024-25 as at July 2024**



**Sheffield Health  
and Social Care**  
NHS Foundation Trust

<b>Personal Details</b>	<b>Details Of Declared Interest</b>	<b>Identified potential for conflict of Interest and action taken by Trust</b>	<b>Date From</b>	<b>Date To</b>	<b>Date Notified/ Registered</b>
Salli Midgley, Interim Executive Director of Nursing and Professions	Trustee for the Restraint Reduction Network	Non-Financial Professional	July 2022	ongoing	11/03/2024
Neil Robertson, Interim Executive Director of Operations and Transformation (non-voting)	Nothing to declare	N/A	N/A	N/A	27/02/2024
James Drury Director of Strategy	Trustee of Keighley Healthy Living a charity providing health and wellbeing support activities in and around Keighley, West Yorkshire  Grant Investment Panel - Voting member of the Sheffield Hospitals Charity	Non-financial personal  Non-Financial Professional	2022  2024	ongoing	14/03/24
Deborah Lawrenson, Director of Corporate Governance (non-voting)	Unpaid Trustee (Director of Corporate Affairs) for Better Together Learning Trust	Non-financial	01/09/2021	Ongoing – term duration 4 years	27/02//2024

# Appendix 4 Register of Interests 2023-2024 for Staff below Board level -updated as at July 2024

Staff are requested to complete a Declaration of Interest if: they are a decision-maker or contributor to tax-payer's money; a delegated budget holder; graded at 8c or above; able to enter into contracts on behalf of the Trust; involved in decision-making concerning commissioning of services; purchasing of goods, medicines, medical devices or equipment; prescribing and formulary decisions.

## CORPORATE STAFF

Personal Details	Details Of Declared Interest	Identified potential for conflict of Interest and action taken by Trust	Date From	Date To	Date Notified/ Registered
<b>Corporate Staff – Corporate and Clinical Governance</b>					
Tania Baxter, Head of Clinical Governance and Risk	Nothing to Declare	N/A	N/A	N/A	07/05/2024
Godfrey Mugoti, Risk Management Officer	Trustee of a non trading charity (Global Challenge- Charity number 1104311)	Non-financial	10 January 2019	Current	18/04/2024
Wendy Fowler, Freedom to Speak Up Guardian	Nothing to Declare	N/A	N/A	N/A	
Amber Wild, Corporate Assurance Manager	Member of Yorkhire and Humber Clinical Senate Council	professional	2019	present	18/04.2024
Personal Details	Details Of Declared Interest	Identified potential for conflict of Interest and action taken by Trust	Date From	Date To	Date Notified/ Registered
<b>Corporate Staff – Facilities</b>					

# Appendix 4 Register of Interests 2023-2024 for Staff below Board level -updated as at July 2024

Staff are requested to complete a Declaration of Interest if: they are a decision-maker or contributor to tax-payer's money; a delegated budget holder; graded at 8c or above; able to enter into contracts on behalf of the Trust; involved in decision-making concerning commissioning of services; purchasing of goods, medicines, medical devices or equipment; prescribing and formulary decisions.

Personal Details	Details Of Declared Interest	Identified potential for conflict of Interest and action taken by Trust	Date From	Date To	Date Notified/ Registered
Liam Casey Associate Director of Estates & Facilities	Nothing to Declare	N/A	N/A	N/A	13/05/2024
James Clarke, Head of Technical Support	Nothing to Declare	N/A	N/A	N/A	17/04/2024
Samantha Crosby, Interim Head of Facilities and Health & Safety	Nothing to Declare	N/A	N/A	N/A	09/04/2024
Brian Neale Interim maintenance and grounds manager	Nothing to Declare	N/A	N/A	N/A	28/11/2023
Mark Martel Mechanical Charge Hand	Nothing to Declare	N/A	N/A	N/A	28/11/2023
Stephen Price, Security and Fire Officer	Nothing to Declare	N/A	N/A	N/A	10/04/2024
Andrew Probert, Head of Estates	Nothing to Declare	N/A	N/A	N/A	18/04/2024
Charlie Stephenson Health Safety and Risk Adviser	Nothing to Declare	N/A	N/A	N/A	21/05/2024

# Appendix 4 Register of Interests 2023-2024 for Staff below Board level -updated as at July 2024

Staff are requested to complete a Declaration of Interest if: they are a decision-maker or contributor to tax-payer's money; a delegated budget holder; graded at 8c or above; able to enter into contracts on behalf of the Trust; involved in decision-making concerning commissioning of services; purchasing of goods, medicines, medical devices or equipment; prescribing and formulary decisions.

Personal Details	Details Of Declared Interest	Identified potential for conflict of Interest and action taken by Trust	Date From	Date To	Date Notified/ Registered
<b>Corporate Staff – Digital</b>					
Andrew Barclay System Developer	Nothing to Declare	N/A	N/A	N/A	09/05/2024
Simon Barnitt, Chief Nursing Information Officer	Director of a limited company -Compassionate Humans Ltd. Services provided to ImROC on a consultancy basis via compassionate Humans Ltd company	Financial and Professional	October 2023	Ongoing	30/04/24
Mike Barret, Digital Project Manager	Nothing to Declare	N/A	N/A	N/A	09/05/2024
Erica Butcher. System Support Analyst	Nothing to Declare	N/A	N/A	N/A	18/04/2024
Moira Bowler, SQL Reporting Analyst & System Support	Nothing to Declare	N/A	N/A	N/A	18/04/2024
John Baring Senior Digital Project Manager,	Nothing to Declare	N/A	N/A	N/A	08/01/2024
Fiona Czarnecki, Senior Business Architect	Nothing to Declare	N/A	N/A	N/A	08/01/2024
David Earney Systems Engineer	Nothing to Declare	N/A	N/A	N/A	09/04/2024
James Fiddes, Information Officer	Nothing to Declare	N/A	N/A	N/A	11/04/2024
Kenny Greig, Business and Performance Manager	Nothing to Declare	N/A	N/A	N/A	09/05/2024



# Appendix 4 Register of Interests 2023-2024 for Staff below Board level -updated as at July 2024

Staff are requested to complete a Declaration of Interest if: they are a decision-maker or contributor to tax-payer's money; a delegated budget holder; graded at 8c or above; able to enter into contracts on behalf of the Trust; involved in decision-making concerning commissioning of services; purchasing of goods, medicines, medical devices or equipment; prescribing and formulary decisions.

Personal Details	Details Of Declared Interest	Identified potential for conflict of Interest and action taken by Trust	Date From	Date To	Date Notified/ Registered
Susan Gosling Rio/Insight and Digital EPR Training	Nothing to Declare	N/A	N/A	N/A	08/04/2024
Adam Handley, Head of Service Delivery & Infrastructure	Nothing to Declare	N/A	N/A	N/A	08/01/2024
Katie Hunter, Information Governance Manager	Nothing to Declare	N/A	N/A	N/A	08/01/2024
Dave Jolliffe, IT Infrastructure Engineer	Nothing to Declare	N/A	N/A	N/A	15/04/2024
Robert Ogley Senior System Support & Reporting Analyst	Nothing to Declare	N/A	N/A	N/A	08/04/2024
John Poole IT Trainer	Nothing to Declare	N/A	N/A	N/A	18/04/2024
Emma Porter, IT Operations Team lead	Nothing to Declare	N/A	N/A	N/A	08/05/2024
Simon Robinsons, EPR Configuration Manager	Nothing to Declare	N/A	N/A	N/A	09/05/2024
Amy Scott, SQL reporting Analyst	Nothing to Declare	N/A	N/A	N/A	12/04/2024
Joe Whyke IT Systems Engineer	Nothing to Declare	N/A	N/A	N/A	09/04/2024
Sarah Woodruff, Project Support Officer	Son (Liam Woodruff) recruited to New EPR Project via Venn Recruitment Agency	personal	24/11/23	31/01/24	24/11/2024
<b>Finance</b>					
Carla Bond, Finance administrator	Nothing to Declare	N/A	N/A	N/A	09/05/2024

# Appendix 4 Register of Interests 2023-2024 for Staff below Board level -updated as at July 2024

Staff are requested to complete a Declaration of Interest if: they are a decision-maker or contributor to tax-payer's money; a delegated budget holder; graded at 8c or above; able to enter into contracts on behalf of the Trust; involved in decision-making concerning commissioning of services; purchasing of goods, medicines, medical devices or equipment; prescribing and formulary decisions.

Personal Details	Details Of Declared Interest	Identified potential for conflict of Interest and action taken by Trust	Date From	Date To	Date Notified/ Registered
Chris Cotton, Deputy Director of Finance	Trustee of Sheffield Health International Partnerships (SHIP) which has a connection into Gulu Sheffield partnership within SHSC. Spouse is Deputy Operations Director for Sheffield Children's NHS FT Family member is Managing Director of Grow UK Charity	Non-financial personal interests	2024	ongoing	13/05/2024
Sarah Ellison, Sustainability Lead	Nothing to Declare	N/A	N/A	N/A	09/04/2024
Olga Lycett, Project Accountant (Finance)	Nothing to Declare	N/A	N/A	N/A	08/04/2024
Jill Savoury, Head of Finance	Nothing to Declare	N/A	N/A	N/A	08/05/2024
Carl Twibey, Head of Financial Accounts	Nothing to Declare	N/A	N/A	N/A	07/04/2024

# Appendix 4 Register of Interests 2023-2024 for Staff below Board level -updated as at July 2024

Staff are requested to complete a Declaration of Interest if: they are a decision-maker or contributor to tax-payer's money; a delegated budget holder; graded at 8c or above; able to enter into contracts on behalf of the Trust; involved in decision-making concerning commissioning of services; purchasing of goods, medicines, medical devices or equipment; prescribing and formulary decisions.

Personal Details	Details Of Declared Interest	Identified potential for conflict of Interest and action taken by Trust	Date From	Date To	Date Notified/ Registered
<b>Corporate Staff – Procurement/Supplies</b>					
Liz Caterer, Head of Contracts and Tender Management	Nothing to declare	None	N/A	N/A	26/04/2024
David Higginbottom Procurement Team Leader	Nothing to Declare	None	N/A	N/A	08/04/2024
David Fox, Procurement Category Manager	Nothing to Declare	None	N/A	N/A	14/06/2024
Courtney Vanes, Procurement Specialist	Nothing to Declare	None	N/A	N/A	26/04/2024

## ACUTE AND COMMUNITY

Personal Details	Details Of Declared Interest	Identified potential for conflict of Interest and action taken by Trust	Date From	Date To	Date Notified/ Registered
<b>Acute and Community</b>					
Susan Burns Memory Service Team Leader	Nothing to Declare	N/A	N/A	N/A	13/05/2024
Toni Dickinson, Ward Manager, Forest Close	Nothing to Declare	N/A	N/A	N/A	01/05/24

# Appendix 4 Register of Interests 2023-2024 for Staff below Board level -updated as at July 2024

Staff are requested to complete a Declaration of Interest if: they are a decision-maker or contributor to tax-payer's money; a delegated budget holder; graded at 8c or above; able to enter into contracts on behalf of the Trust; involved in decision-making concerning commissioning of services; purchasing of goods, medicines, medical devices or equipment; prescribing and formulary decisions.

Personal Details	Details Of Declared Interest	Identified potential for conflict of Interest and action taken by Trust	Date From	Date To	Date Notified/ Registered
Phillip Goodwin, Service Manager	Director: Whiterose Healthcare Consultants Limited. Partner director takes negotiates contracted work from NHS organisation with no involvement from myself	Personal	April 2024	April 2024	26/04/24
Andrea Gratton, Team Manager	Nothing to Declare	N/A	N/A	N/A	08/05/2024
Phillip Horton, Manager Forest Close	Nothing to Declare	N/A	N/A	N/A	13/05/2024
Laura Kennedy Clinical Nurse Specialist	Nothing to Declare	N/A	N/A	N/A	10/05/2024
Juliet Miller, Senior Practitioner and Carer Lead, Forest Close	Nothing to Declare	N/A	N/A	N/A	30/04/2024
Sarah Murphy Clinical Team Manager, North adult CMHT	Nothing to Declare	N/A	N/A	N/A	25/04/2024
Rachel Noble, Manager	Nothing to Declare	N/A	N/A	N/A	25/04/24
Adam Roper-Bowen Senior Practitioner	Nothing to Declare	N/A	N/A	N/A	08/05/2024
Chris Scott, operational Manager	Nothing to Declare	N/A	N/A	N/A	09/05/2024
Julia Skelding, Matron, CLDT	Nothing to Declare	N/A	N/A	N/A	25/04/2024
Laura Smedley, Clinical Manager	Nothing to Declare	N/A	N/A	N/A	09/05/2024
<b>Highly Specialist</b>					
Helen Cowhig Service Manager, HSS	Nothing to declare	N/A	N/A	N/A	25/0424

# Appendix 4 Register of Interests 2023-2024 for Staff below Board level -updated as at July 2024

Staff are requested to complete a Declaration of Interest if: they are a decision-maker or contributor to tax-payer's money; a delegated budget holder; graded at 8c or above; able to enter into contracts on behalf of the Trust; involved in decision-making concerning commissioning of services; purchasing of goods, medicines, medical devices or equipment; prescribing and formulary decisions.

Personal Details	Details Of Declared Interest	Identified potential for conflict of Interest and action taken by Trust	Date From	Date To	Date Notified/ Registered
Alison Egginton, Service Manager	Nothing to declare	N/A	N/A	N/A	25/05/2024
Andrea Gratton, Team Manager, PCMHT / HSS	Nothing to declare	N/A	N/A	N/A	15/05/2024
Kira Hunter, Team Manager, ME/CFS	Nothing to Declare	N/A	N/A	N/A	25/04/24
Carol Moore, Specialist Health Visitor, Health Inclusion Team	Nothing to Declare	N/A	N/A	N/A	07/05/2024
Alice Moncrieff, Operational Manager, SPS	Nothing to Declare	N/A	N/A	N/A	08/05/2024
Jessica Norton, Clinical Lead	Nothing to Declare	N/A	N/A	N/A	10/05/2024
Ryan Owen, Mental Health Nurse Prescriber	Nothing to declare	N/A	N/A	N/A	25/04/2024
Mark Parker, General Manager	Nothing to declare	N/A	N/A	N/A	09/05/2024
<b>Crisis and Emergency</b>					
Joanne Bond, Senior Practitioner, SPA/EWS	Nothing to Declare	N/A	N/A	N/A	08/05/2024
Eileen Dunne Flow Co-ordinator	Nothing to Declare	N/A	N/A	N/A	08/05/2024
Tom Foster, Senior Nurse Practitioner	Nothing to declare	N/A	N/A	N/A	09/05/2024

# Appendix 4 Register of Interests 2023-2024 for Staff below Board level -updated as at July 2024

Staff are requested to complete a Declaration of Interest if: they are a decision-maker or contributor to tax-payer's money; a delegated budget holder; graded at 8c or above; able to enter into contracts on behalf of the Trust; involved in decision-making concerning commissioning of services; purchasing of goods, medicines, medical devices or equipment; prescribing and formulary decisions.

Personal Details	Details Of Declared Interest	Identified potential for conflict of Interest and action taken by Trust	Date From	Date To	Date Notified/ Registered
Nicola Swann Senior practitioner	Nothing to declare	N/A	N/A	N/A	08/05/2024
Hayley Taylor, Service Manager	Nothing to declare	N/A	N/A	N/A	09/05/2024

## REHABILITATION AND SPECIALIST

Personal Details	Details Of Declared Interest	Identified potential for conflict of Interest and action taken by Trust	Date From	Date To	Date Notified/ Registered
<b>Rehabilitation and Specialist</b>					
Amanda Bennet, Senior Research Nurse	Nothing to Declare	N/A	N/A	N/A	25/04/2024
Kerri Booker General Manager	Nothing to Declare	N/A	N/A	N/A	08/05/2024
Andrew Cockerill, Service Manager, CERT	Nothing to Declare	N/A	N/A	N/A	25/04/2024
Daniel Gerrard, Team Manager	Nothing to Declare	N/A	N/A	N/A	08/05/2024
Rebecca Hodgson-Webb, Senior Practitioner, CERT	Nothing to Declare	N/A	N/A	N/A	10/05/2024

# Appendix 4 Register of Interests 2023-2024 for Staff below Board level -updated as at July 2024

Staff are requested to complete a Declaration of Interest if: they are a decision-maker or contributor to tax-payer's money; a delegated budget holder; graded at 8c or above; able to enter into contracts on behalf of the Trust; involved in decision-making concerning commissioning of services; purchasing of goods, medicines, medical devices or equipment; prescribing and formulary decisions.

Personal Details	Details Of Declared Interest	Identified potential for conflict of Interest and action taken by Trust	Date From	Date To	Date Notified/ Registered
Chris Ludford, Joint Team Manager	Nothing to Declare	N/A	N/A	N/A	25/04/2024
Neil McLennan Ward Manager	Nothing to Declare	N/A	N/A	N/A	08/05/2024
Mark Parker, General Manager, Long Term Neurological Conditions	Work on an adhoc bases as a Physiotherapist for Hallamshire Physiotherapy practice to practice my clinical skills, as this is not practical to do in my current role with SHSC. The work is adhoc and limited to a maximum of a couple of hours per month	Financial and professional interest	2014	2024	02/05/2024
Kirsty Rogers, Senior Nurse Practitioner	Nothing to Declare	N/A	N/A	N/A	09/05/2024
Julie Smalley, Matron, Forest Close	Nothing to Declare	N/A	N/A	N/A	28/04/2024
Sid Wiffen, Service Manager	Nothing to Declare	N/A	N/A	N/A	09/05/2024
<b>Staff Other</b>					
Andrew Algar, Professional ETD Lead	Nothing to Declare	N/A	N/A	N/A	14/05/2024
Angela Davies, Improvement Facilitator	Nothing to Declare	N/A	N/A	N/A	09/05/2024
Karen Dickinson, Head of Workforce Development and Training	Nothing to Declare	N/A	N/A	N/A	21/05/2024
Greg Hackney, Senior Head of Service	Nothing to Declare	N/A	N/A	N/A	16/04/2024



# Appendix 4 Register of Interests 2023-2024 for Staff below Board level -updated as at July 2024

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Personal Details	Details Of Declared Interest	Identified potential for conflict of Interest and action taken by Trust	Date From	Date To	Date Notified/ Registered
Jo Hardwick, Head of Population Health and Inequalities	Nothing to Declare	N/A	N/A	N/A	08/04/2024
Sally Hockey, Leadership and OD partner	Nothing to Declare	N/A	N/A	N/A	29/05/2024
Amy Jenkin, Perinatal Mental Health Service Manager	Nothing to Declare	N/A	N/A	N/A	26/04/2024
Maria Jessop, HR Business Partner	Nothing to Declare	N/A	N/A	N/A	09/05/2024
Liz Johnson, Head of Equality and Inclusion	Nothing to Declare	N/A	N/A	N/A	08/04/2024
Phil Jonas, Equality & Inclusion Engagement lead	Nothing to Declare	N/A	N/A	N/A	08/05/2024
Shirley Lawson Professional Lead for Bank	Nothing to Declare	N/A	N/A	N/A	08/05/2024
Hester Litten, Head of Safeguarding	Nothing to Declare	N/A	N/A	N/A	29/05/2024
Chin Maguire, Programme Manager	Nothing to Declare	N/A	N/A	N/A	14/05/2024
Darren McCarthy Clinical Risk and Patient Safety Advisor	Nothing to Declare	N/A	N/A	N/A	08/05/2024
Ciara Perera, Patient Safety Investigator	Nothing to Declare	N/A	N/A	N/A	10/05/2024

# Appendix 4 Register of Interests 2023-2024 for Staff below Board level -updated as at July 2024

Staff are requested to complete a Declaration of Interest if: they are a decision-maker or contributor to tax-payer's money; a delegated budget holder; graded at 8c or above; able to enter into contracts on behalf of the Trust; involved in decision-making concerning commissioning of services; purchasing of goods, medicines, medical devices or equipment; prescribing and formulary decisions.

Personal Details	Details Of Declared Interest	Identified potential for conflict of Interest and action taken by Trust	Date From	Date To	Date Notified/ Registered
Anne Raw, OD Practitioner	Nothing to Declare	N/A	N/A	N/A	08/04/2024
Joanne Sims, Nurse Recruitment Lead	Nothing to Declare	N/A	N/A	N/A	24/05/2024
David Sullivan, Head of Complaints	Nothing to Declare	N/A	N/A	N/A	09/04/2024
Louise Turnbull, Health Visitor and lead nurse Health Inclusion Team	Nothing to Declare	N/A	N/A	N/A	09/05/2024
Sharon Ward Flow Co-ordinator	Nothing to Declare	N/A	N/A	N/A	17/05/2024
Jennie Wilson, Mandatory Training Lead	Work in the GP Collaborative control room (STH) based at Northern General hospital	N/A	N/A	N/A	09/05/2024
Angela Whiteley Safeguarding Team	Nothing to Declare	N/A	N/A	N/A	13/05/2024

Personal Details	Details Of Declared Interest	Identified potential for conflict of Interest and action taken by Trust	Date From	Date To	Date Notified/ Registered
<b>Other - Pharmacy</b>					
Steven Bailey Medicines Management Technician	Nothing to Declare	N/A	N/A	N/A	08/04/2024
Jessica Hall, Pharmacist	Nothing to Declare	N/A	N/A	N/A	30/05/2024

# Appendix 4 Register of Interests 2023-2024 for Staff below Board level -updated as at July 2024

Staff are requested to complete a Declaration of Interest if: they are a decision-maker or contributor to tax-payer's money; a delegated budget holder; graded at 8c or above; able to enter into contracts on behalf of the Trust; involved in decision-making concerning commissioning of services; purchasing of goods, medicines, medical devices or equipment; prescribing and formulary decisions.

Personal Details	Details Of Declared Interest	Identified potential for conflict of Interest and action taken by Trust	Date From	Date To	Date Notified/ Registered
Carley Hinchliffe Medicines Management Technician	Nothing to Declare	N/A	N/A	N/A	08/04/2024
Debra Howe Senior Pharmacist	Nothing to Declare	N/A	N/A	N/A	13/05/2024
Penny Miller, Clozapine Lead Technician	Nothing to Declare	N/A	N/A	N/A	08/04/2024
Aimi Murray Medicines Management Technician	Nothing to Declare	N/A	N/A	N/A	08/04/2024
Kathleen Pawley Senior Mental Health Pharmacist	Nothing to Declare	N/A	N/A	N/A	08/04/2024
Nicola Ranby, Training and Dispensary lead	Nothing to Declare	N/A	N/A	N/A	08/04/2024
Joanne Widdowson-Wild	Nothing to Declare	N/A	N/A	N/A	09/05/2024

Personal Details	Details Of Declared Interest	Identified potential for conflict of Interest and action taken by Trust	Date From	Date To	Date Notified/ Registered
<b>Other – Doctors</b>					
Mike Atter, Consultant	Nothing to Declare	N/A	N/A	N/A	08/04/2024
Alex Bradwell Consultant Psychiatrist	Nothing to Declare	N/A	N/A	N/A	09/05/2024

# Appendix 4 Register of Interests 2023-2024 for Staff below Board level -updated as at July 2024

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Personal Details	Details Of Declared Interest	Identified potential for conflict of Interest and action taken by Trust	Date From	Date To	Date Notified/ Registered
Dr Nicholas Bell, Director of Research and Development	SHSC holds ~£10M in research grants managed through the RDU. Managed by contracts with funder	Non-personal Financial	N/A	N/A	07/04/2024
Paul Boston, Consultant Psychiatrist	Nothing to Declare	N/A	N/A	N/A	25/04/2024
Charlotte Blewett, Consultant Psychiatrist	Nothing to Declare	N/A	N/A	N/A	26/12/2024
Burak Cardak Core Psychiatry Trainee	Nothing to Declare	N/A	N/A	N/A	13/05/2024
Anita Coan, Speciality Doctor	Nothing to Declare	N/A	N/A	N/A	08/05/2024
Dr William Gann, Consultant psychiatrist	Nothing to Declare	N/A	N/A	N/A	09/04/2024
Justin Gardner, Specialty Doctor	Nothing to Declare	N/A	N/A	N/A	08/04/2024
Shahid Khan, Consultant Psychiatrist	I have recently set up a Private Ltd Company (Khan Private Ltd) for Section 12 work. I work less than full-time and carry out Mental Health Act (Approved Clinician) work for SHSC outside of my contractual duties on behalf of my Ltd company.	Financial professional	29/02/2024	ongoing	18/04/2024
Zoe Suet Yee Kwan Consultant OA Psychiatrist	Nothing to Declare	N/A	N/A	N/A	22/12/2024
Dr Nicoletta Lekka Consultant Psychiatrist	Work as a Tribunal Doctor on non-working days	Financial professional		present	08/05/2024
Helen Linnington, Consultant Psychiatrist	Occasional ad hoc work for Sheffield City Council DoLs Team in my own time.	Financial	2018	ongoing	22/02/2024

# Appendix 4 Register of Interests 2023-2024 for Staff below Board level -updated as at July 2024

Staff are requested to complete a Declaration of Interest if: they are a decision-maker or contributor to tax-payer's money; a delegated budget holder; graded at 8c or above; able to enter into contracts on behalf of the Trust; involved in decision-making concerning commissioning of services; purchasing of goods, medicines, medical devices or equipment; prescribing and formulary decisions.

Personal Details	Details Of Declared Interest	Identified potential for conflict of Interest and action taken by Trust	Date From	Date To	Date Notified/ Registered
Claire Littlewood, Consultant	Nothing to Declare	N/A	N/A	N/A	14/02/2024
Michael Ludlam, Consultant Psychiatrist & LNC Chair	Nothing to Declare	N/A	N/A	N/A	19/04/2024
Aparna Mordekar, Consultant	Nothing to Declare	N/A	N/A	N/A	14/01/2024
Dr Katherine Newton, Associate Specialist Doctor	Nothing to Declare	N/A	N/A	N/A	16/04/2024
Charlotte Nwigwe, Speciality doctor	Nothing to Declare	N/A	N/A	N/A	15/04/2024
Alex Pavlovic Consultant Psychiatrist	Nothing to Declare	N/A	N/A	N/A	08/05/2024
A V Pawar, Consultant	Second Opinion Appointed Doctor – CQC	Professional	2010	Present	08/04/2024
Kiran Pindiprolu, Consultant Psychiatrist	Directorship of a private limited company (rental property business)	Non-professional Financial	2024	ongpign	18/06/2024
Elio Plevneshi Core Trainee Year 1 Psychiatry	Locum work offered at Kendray hospital by SWYFT Locum Bank	Professional Financial	2024	ongoing	17/05/2024
Claire Pocklington, Consultant Psychiatrist	Nothing to Declare	N/A	N/A	N/A	08/04/2024
Gazala Shaikh, Speciality Doctor	Nothing to Declare	N/A	N/A	N/A	08/04/2024
Dr Velusamy Sivakumar, Consultant Psychiatrist	Private practice in Spire Claremont Hospital	Professional Financial	2014	ongoing	25/06/2024

# Appendix 4 Register of Interests 2023-2024 for Staff below Board level -updated as at July 2024

Staff are requested to complete a Declaration of Interest if: they are a decision-maker or contributor to tax-payer's money; a delegated budget holder; graded at 8c or above; able to enter into contracts on behalf of the Trust; involved in decision-making concerning commissioning of services; purchasing of goods, medicines, medical devices or equipment; prescribing and formulary decisions.

Personal Details	Details Of Declared Interest	Identified potential for conflict of Interest and action taken by Trust	Date From	Date To	Date Notified/ Registered
Gaelle Slater, Consultant Psychiatrist	Nothing to declare	N/A	N/A	N/A	15/04/2024
Dominic Strezynski,	Nothing to Declare	N/A	N/A	N/A	11/04/2024
Deepak Swamy, Speciality Doctor	Nothing to Declare	N/A	N/A	N/A	19/04/2024
Raihan Talukdar, Consultant Psychiatrist	PSYCHSCOPE LIMITED, Director for S12 work outside of contracted hours	Financial	2014	ongoing	17/04/2024
Dr Andreas Weichselbraun, Consultant Psychiatrist	Nothing to Declare	N/A	N/A	N/A	09/04/2024
Yamini Vadali, Specialty Doctor	Nothing to Declare	N/A	N/A	N/A	16/04/2024

# Appendix 4 Register of Interests 2023-2024 for Staff below Board level -updated as at July 2024

Staff are requested to complete a Declaration of Interest if: they are a decision-maker or contributor to tax-payer's money; a delegated budget holder; graded at 8c or above; able to enter into contracts on behalf of the Trust; involved in decision-making concerning commissioning of services; purchasing of goods, medicines, medical devices or equipment; prescribing and formulary decisions.

Personal Details	Details Of Declared Interest	Identified potential for conflict of Interest and action taken by Trust	Date From	Date To	Date Notified/ Registered
<b>Other - Psychology Services</b>					
Claire Bennet, Clinical Psychologist	Administrator for family business (Sheaf Bank Business Park).	Personal	2004	ongoing	15/02/2024
Hannah Gellini, Clinical Psychologist	Nothing to declare	N/A	N/A	N/A	15/05/2024
Kelly Griffiths, Clinical Psychologist	Contract with Adoption East Midlands to deliver support to adopted children and their families. Registered with BUPA	Professional Financial	2024	ongoing	26/05/2024
Colleen McElhatton, Senior Clinical Psychologist	Nothing to declare	N/A	N/A	N/A	06/06/2024
Rebecca Mountain, CBT Therapist	Private EMDR and CBT	Professional Financial	2004	ongoing	24/06/2024
Dr David Newman, Clinical Director & Consultant Clinical Psychologist	Run a small music label – Audiobulb Records	Finanacial (owner)	August 2003	present	
Max Ward, Consultant Clinical Psychologist	Nothing to declare	N/A	N/A	N/A	27/06/2024
Dr Sara Whittaker, Consultant Clinical Psychologist	Nothing to declare	N/A	N/A	N/A	27/06/2024



# Appendix 4 Register of Interests 2023-2024 for Staff below Board level -updated as at July 2024

Staff are requested to complete a Declaration of Interest if: they are a decision-maker or contributor to tax-payer's money; a delegated budget holder; graded at 8c or above; able to enter into contracts on behalf of the Trust; involved in decision-making concerning commissioning of services; purchasing of goods, medicines, medical devices or equipment; prescribing and formulary decisions.

Personal Details	Details Of Declared Interest	Identified potential for conflict of Interest and action taken by Trust	Date From	Date To	Date Notified/ Registered
<b>Other – Allied Health Professionals and Nurses</b>					
Zoe Dodd, Peer Support Lead	Lived experience consultancy for ImROC	Financial Professional	2024	ongoing	26/06/2024
Catherine Gray, Music Therapist	Part-time Cognitive Behavioral Psychotherapist. at Cornerstone Counselling and Therapy Centre	Financial Professional	2024	ongoing	07/06/2024
Stephanie Wilcock	Typing medical legal reports on a self employed basis from home address	Non-financial professional	2006	present	29/04/2024

# Appendix 5 Register of Interests 2024-25

## Council of Governors – as at 11 June 2024

Name of Governor and Constituency	DOI Date Notified/ Registered	Declaration of Interests	Identified potential for conflict of Interest and action taken by Trust	Date From	Date To
Dr. Alistair Brash (Young Carer)	17/04/2024	Employed by the University of Sheffield as a Research Fellow in the Department of Physics & Astronomy Member of Rethink EbE group Research fellowship in quantum physics from the Engineering and Physical Sciences Research Council. Awarded a research grant by the Science and Technology Facilities Council in the area of quantum physics	Professional	October 2016 Feb 2024 June 2022 Dec 2023	present
James Barlow (Carers Centre Sheffield)	14/03/2024	Sheffield Carers Centre, Data and Information Officer	N/A	2012	Present
Nighat Baghrat (Sheffield City Council)		Update pending			
Billie Critchlow (Carer)	16/04/2024	None declared	N/A	N/A	N/A
Chris Digman (Public SE)	11/04/2024	None declared	N/A	N/A	N/A
Ben Duke (Public SW)	03/03/2024	Research Assistant at University of Nottingham on a COVID19 Vaccination Programme Research Project. Volunteer and/or work for the following organisations: Sheffield MENCAP (1) Re-engage (2) Young Lives vs Cancer (3)	Professional	Sept 2023 Nov 2018 (1) July 2020 (2) Nov 2018 (3) May 2023 4) Jan 2024 (5) May 2023(6).	Present Present Present Present Present Present

Name of Governor and Constituency	DOI Date Notified/ Registered	Declaration of Interests	Identified potential for conflict of Interest and action taken by Trust	Date From	Date To
		Rethink – Expert by Experience sessional worker (4) SACMHA - Sheffield African Caribbean Mental Health Association – Community Research worker (5) Sheffield City Council – Sheffield Directory Adult Social Care Coproduction Group - sessional worker (6)			
Angelito Esquerra (Support Worker)	17/04/2024	Nothing to declare for purposes of this public record	N/A	N/A	N/A
Nicola Hudson (Service User)	02/03/2024	Employee of East Midlands Ambulance Service NHS trust (from 11/12/2023)	Professional	11/12/2023	present
Jonathan Hall (Service User)	05/03/2024	None declared	N/A	N/A	N/A
Vyvyan Hopkinson (AHP)	04/03/2024	None declared	N/A	N/A	N/A
Celia Jackson-Chambers (SACMHA)	21/03/24	Sheffield African Caribbean Mental Health Association (SACMHA) Chairperson	N/A	2020	Present
Julie Kitlowski (Public SW)	03/03/2024	Funding received from Medical school for medical student project 12/23	N/A	N/A	N/A
Irfan Khan VCFS (PMC)	25/03/2024	Nothing to Declare	N/A	N/A	N/A
Rebecca Lawlor	14/03/2024	Nothing to Declare	N/A	N/A	N/A
Kathleen Myrie (Nursing)	13/05/2024	Nothing to Declare	N/A	N/A	N/A
Julie Marsland (Staff-side)	17/04/2023	Mencap	N/A	2017	present
Ross Mallett (Sheffield Hallam University)	14/03/2024	Employed - Sheffield Hallam University	N/A	2015	Present

Name of Governor and Constituency	DOI Date Notified/ Registered	Declaration of Interests	Identified potential for conflict of Interest and action taken by Trust	Date From	Date To
		Possible financial arrangements may exist regarding our provision/services. I am unaware of specific contracts or levies regarding placements			
Irene Nakamatte (Public NW)		Update pending	N/A	N/A	N/A
Terry Proudfoot (Service User)	17/03/2024	South Yorkshire Housing Association Non-Executive Director Oct 2017 Member of Labour Party	Professional Non-professional	October 2017 1992	Present Present
Dave Swindlehurst (Sheffield MENCAP and Gateway)	01/03/2024	Sheffield Mencap and Gateway Chief Executive	N/A	Sept 2016	Present
Sophie Thornton (Sheffield City Council)		Update pending			
Prof Scott Weich (University of Sheffield)	14/03/2024	Named applicant on research grants hosted by SHSC and funded by NIHR. This research is ongoing and varies with time depending on applications and their outcome. My substantive employer is the University of Sheffield and I hold an honorary Consultant appointment with SHSC	N/A	ongoing	ongoing
Mohammed Khawja Ziauddin (Public North East)	14/05/24	Nothing to declare	N/A	N/A	N/A



# Terms of Reference

Document History:	
Version Number:	5.1
Approved by:	Trust Board
Date approved:	24 July 2024 <b>pending approval</b>

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>On behalf of the Board it 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> </ul>

	<ul style="list-style-type: none"> <li>the establishment and maintenance of a system of internal control to give reasonable assurance that assets are safeguarded, waste or inefficiency avoided and reliable financial information produced, and that value for money is continuously sought.</li> </ul>
3	<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 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.</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 the 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.	<p><b>Objectives of Committee</b></p> <p><b>Financial statements and the annual report</b></p>
	<p>The Committee will:</p> <ul style="list-style-type: none"> <li>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</li> <li>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: <ul style="list-style-type: none"> <li>the meaning and significance of the figures, notes and significant changes;</li> <li>areas where judgement has been exercised;</li> <li>adherence to accounting policies and practices;</li> <li>explanation of estimates or provisions having material effect;</li> <li>the schedule of losses and special payments;</li> </ul> </li> <li>any unadjusted statements; and</li> <li>any reservations and disagreements between the external auditors and management which have not been satisfactorily resolved.</li> <li>recommend to the Board that the Annual Statutory Accounts are approved</li> <li>review the Annual Report and Annual Governance Statement and recommend to the Board of Directors that the documents are approved</li> <li>review each year the accounting policies of the Trust and make appropriate recommendations to the Board</li> <li>Review all accounting and reporting systems for reporting to the Board, including in respect of budgetary control</li> <li>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.</li> </ul> <p><b>Internal Control and Risk Management</b></p> <p>The Committee will:</p> <ul style="list-style-type: none"> <li>review the Foundation Trust's internal financial controls to ensure the provision and</li> </ul>

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
- 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 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
- Have oversight on Information Governance arrangements and risk mitigation
- 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 – moving from FPC and pending approval of TORs for a new group being established.
- Have oversight on Cyber Security arrangements and risk mitigation

### **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 the reasons 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.

The committee has delegated its oversight responsibility in respect of Freedom to Speak Up/Whistleblowing to the Quality Assurance Committee and the People Committee and receives assurance on the discharging of this responsibility (in meeting HFMA requirements) through their annual reports and review of effectiveness received at the Audit and Risk Committee and Board of Directors.

## 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 the following or any successor roles:

- Executive Director of Finance
- Director of Strategy
- Director of Corporate Governance (Trust Board Secretary)
- Head of Corporate Assurance
- 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.

With the prior agreement of the Chair of the Committee any Committee member may participate **remotely** 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 **but will be recorded as having attended remotely** 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**

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 [approved](#) 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).

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.

[The Committee will provide an annual report and review of effectiveness to the Board of Directors on how it has met its obligations. Similarly any Tier II groups reporting into the committee will provide AAA reports and an annual report and review of their effectiveness to their Tier I committee.](#)

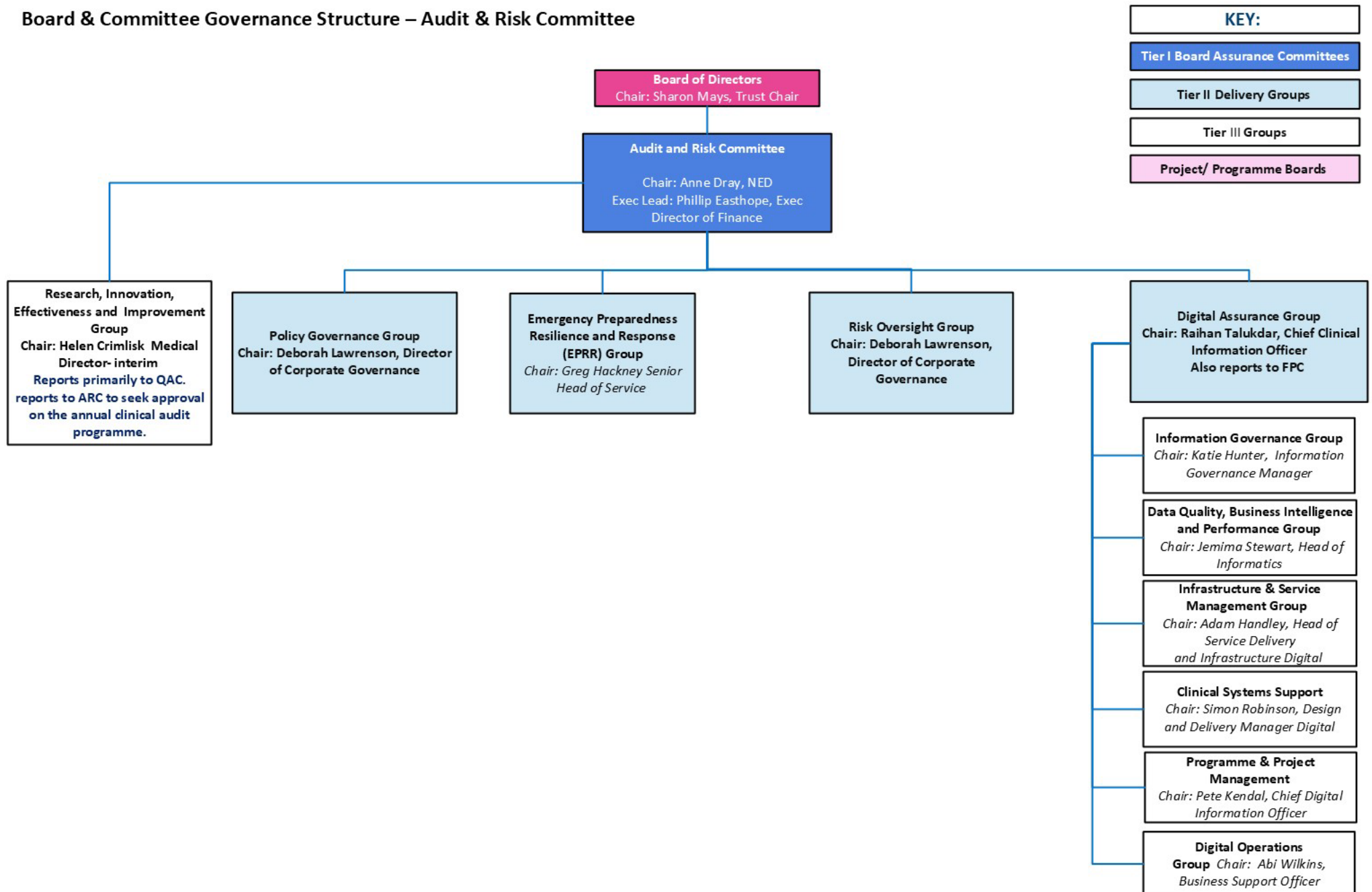
~~The committee will receive standing reports following each meeting and additional reports as part of the scheduled programme of annual reports.~~

In addition, the Committee will receive thematic 'deep dive' reports or reviews as required to

	<p>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, the Executive Lead and the Director of Corporate Governance 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>								
	<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>								
<b>12.</b>	<p><b>Review to be conducted by Committee Chair</b></p> <table border="1" data-bbox="209 1406 1473 1628"> <tr> <td data-bbox="209 1406 639 1480"><b>Date Committee established</b></td> <td data-bbox="639 1406 1473 1480">1 July 2008</td> </tr> <tr> <td data-bbox="209 1480 639 1554"><b>Terms of Reference to be reviewed</b></td> <td data-bbox="639 1480 1473 1554">Annually</td> </tr> <tr> <td data-bbox="209 1554 639 1592"><b>Date of last review</b></td> <td data-bbox="639 1554 1473 1592">July 2024</td> </tr> <tr> <td data-bbox="209 1592 639 1628"><b>Date of next review</b></td> <td data-bbox="639 1592 1473 1628">May 2025 at committee and July 2025 for Board approval</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 2024	<b>Date of next review</b>	May 2025 at committee and July 2025 for Board approval
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# Sheffield Health and Social Care NHS FT Corporate Governance Structure

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









# Finance and Performance Committee Terms of Reference

Document History:	
Version Number:	4.1
Approved by: (parent Committee/group)	Trust Board
Date approved:	24 July 2024 – pending approval
Name of Committee/Group	Finance and Performance Committee
Type of Committee/Group	Board Assurance Committee reporting to Board of Directors (the “Board”)

1.	Purpose of Committee/Group
	<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 assurance 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>



2.	<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>• <del>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.</del> Moving to Audit and Risk Committee pending approval of TORs for a new group being established.</li> <li>• Oversee development, and monitoring of delivery, of 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>
3.	<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
- 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.

<b>6.</b>	<b>Attendees</b>
	<p>Meetings of the Committee shall normally be attended by the following or any successor roles:</p> <ul style="list-style-type: none"> <li>• Deputy Director of Finance</li> <li>• Director of Corporate Governance</li> <li>• Head of Corporate Assurance</li> <li>• Senior Head of Service</li> <li>• Committee Administrator</li> <li>• Governor observer</li> </ul> <p>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.</p> <p>Other directors or their deputies may be asked to attend meetings or part meetings for discussions on matters relating to their portfolio, if required. The provisions of the Trust's Standing Orders relating to acting up arrangements and joint members will apply to this Committee with respect to decision making authority.</p> <p>The Director of Governance (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.</p>
<b>7.</b>	<b>Chair, Quorum, Attendance and Meetings</b>
	<p><b>Chair</b></p> <p>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.</p> <p><b>Quorum</b></p> <p>A quorum will be 3 members and must include 2 Non-Executive Director and 1 Executive Director.</p> <p>Deputies may attend, with the agreement of the Chair. This will be by exception, they must be fully briefed and if formally deputising will count towards the quorum.</p> <p>If the Committee is not quorate the meeting may be postponed at the discretion of the Chair. If the meeting does take place and is not quorate no decisions shall be made at that meeting and such matters must be deferred until the next quorate meeting.</p> <p><b>Attendance</b></p> <p>Members are expected to attend all meetings. Apologies must be received by the Administrator in advance of the meetings. All members will be required to attend <b>a minimum</b> of two thirds of all meetings held annually. Members should not be absent for more than two consecutive meetings without the agreement of the Chair.</p>

With the prior agreement of the Chair of the Committee any Committee member may participate remotely 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 but will be recorded as having attended remotely although their actual location shall be noted in the minutes and is counted in a quorum and entitled to vote.

### 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 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 [approved](#) 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).

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.

[The Committee will provide an annual report and review of effectiveness to the Board of Directors on how it has met its obligations. Similarly any Tier II groups reporting into the committee will provide AAA reports and an annual report and review of their effectiveness to their Tier I committee.](#)

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

~~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.



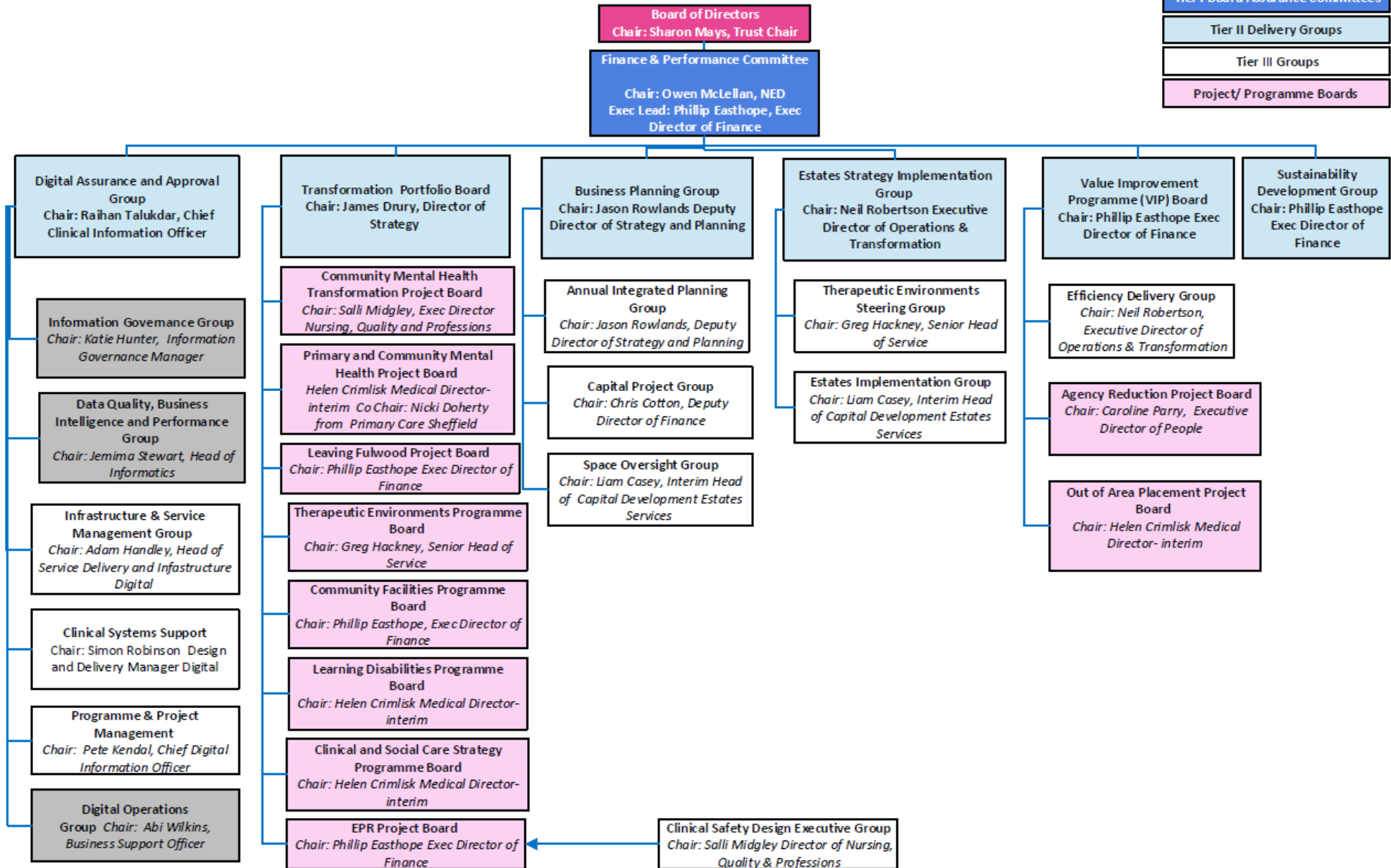
<b>10.</b>	<b>Administrative Arrangements</b>	
	<p>The Committee will be supported administratively by a nominated Committee Administrator who will :</p> <ul style="list-style-type: none"> <li>• produce a schedule of meetings and maintain the annual work plan for the Committee</li> <li>• prepare the agenda and papers with the Chair, the Executive Lead and the Director of Corporate Governance 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>	
<b>11.</b>	<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.</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>	
<b>12.</b>	<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 2024
	<b>Date of next review</b>	May 2025 at committee and July 2025 for Board approval



# Sheffield Health and Social Care NHS FT Corporate Governance Structure

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

KEY:
Tier I Board Assurance Committees
Tier II Delivery Groups
Tier III Groups
Project/ Programme Boards





# Mental Health Legislation Committee Terms of Reference

Document History:	
Version Number:	5.1
Approved by:	Board of Directors
Date approved:	24 July 2024 – pending approval

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 subcommittee(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 (e.g. 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.

- (i) 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.

- (ii) Receive assurance from the Reducing Restrictive Practice Group on implementing the Trust's aim of reducing restrictive practice.
- (iii) Receive assurance in respect of the performance and functions of the Associate MHA Managers.
- (iv) 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.
- (v) 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.
- (vi) Ensure a coordinated organisational response to the introduction of changes to or new law, regulations, guidance etc
- (vii) 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).
- (viii) To commission reviews and/or audits of standards and practice as required
- (ix) Seek assurance on effective implementation of action plans developed in response to reviews and audits to improve legislative compliance and service user experience.
- (x) 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 Nursing, Professions and Quality
- Director of Corporate Governance
- Head of Service

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
- Clinical Director: Rehabilitation and Specialist Services

- Clinical Director: Community and Acute Services
- Senior Practitioner in Learning Disability Services
- Head of Corporate Assurance
- 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.

With the prior agreement of the Chair of the Committee any Committee member may participate **remotely** 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 **but will be recorded as having attended remotely** although their actual location shall be noted in the minutes and is counted in a quorum and entitled to vote.

### 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 exception 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.

## **9. Minutes and Reporting Arrangements**



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

The [approved](#) 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).

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.

[The Committee will provide an annual report and review of effectiveness to the Board of Directors on how it has met its obligations. Similarly any Tier II groups reporting into the committee will provide AAA reports and an annual report and review of their effectiveness to their Tier I committee.](#)

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

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

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

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

## 10. Administrative arrangements

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

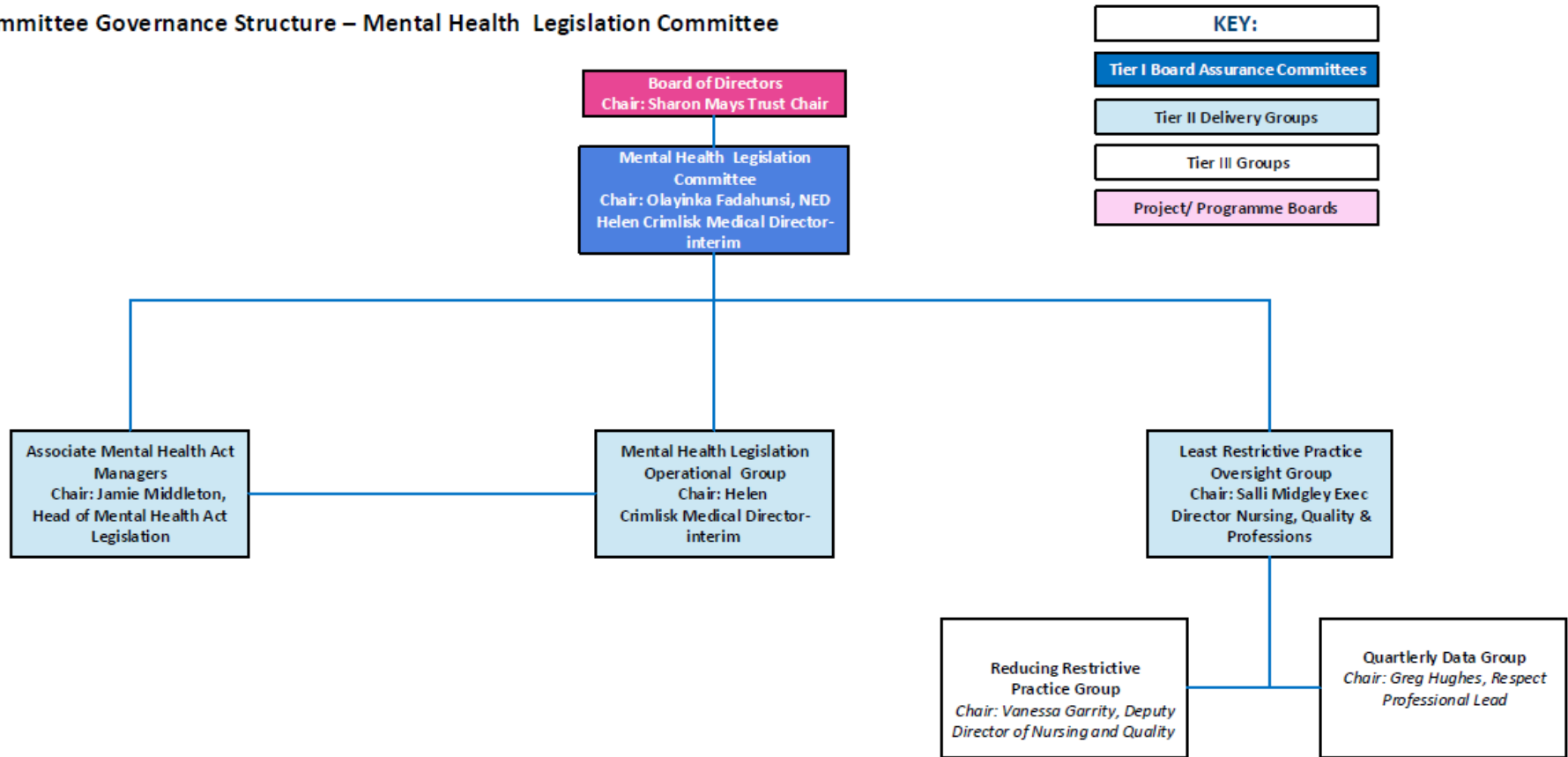
- produce a schedule of meetings and maintain the annual work plan for the Committee
- prepare the agenda and papers with the Chair, the Executive Lead and the Director of Corporate Governance and circulate ideally five working days prior to the meeting and no less than 3 working days.
- maintain accurate 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.



<b>11.</b>	<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.</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>	
<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 2024
	<b>Date of next review</b>	May 2025 at committee and July 2025 for Board approval

# Sheffield Health and Social Care NHS FT Corporate Governance Structure

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



## People Committee Terms of Reference

Document History:	
Version Number:	5.1
Approved by: (parent Committee/group)	Board of Directors
Date approved:	24 July 2024 pending approval
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 Trust wide 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 being 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 has responsibility along with the Quality Assurance Committee for oversight of Freedom to Speak Up/Whistleblowing arrangements as delegated to it by the Audit and Risk Committee (in ensuring the Trust meets HFMA requirements). Assurance on the discharging of this is provided to Audit and Risk Committee via the Annual Report and review of effectiveness reporting.

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

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 the following or any successor roles :

- 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
- Nominated Doctor
- Director of Corporate Governance
- Head of Corporate Assurance
- 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.

With the prior agreement of the Chair of the Committee any Committee member may participate remotely 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 but will be recorded as having attended remotely although their actual location shall be noted in the minutes and is counted in a quorum and entitled to vote.

### **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 exception 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

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

The [approved](#) 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).

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.

[The Committee will provide an annual report and review of effectiveness to the Board of Directors on how it has met its obligations. Similarly any Tier II groups reporting into the committee will provide AAA reports and an annual report and review of their effectiveness to their Tier I committee.](#)

~~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, the Executive Lead and the Director of Corporate Governance 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

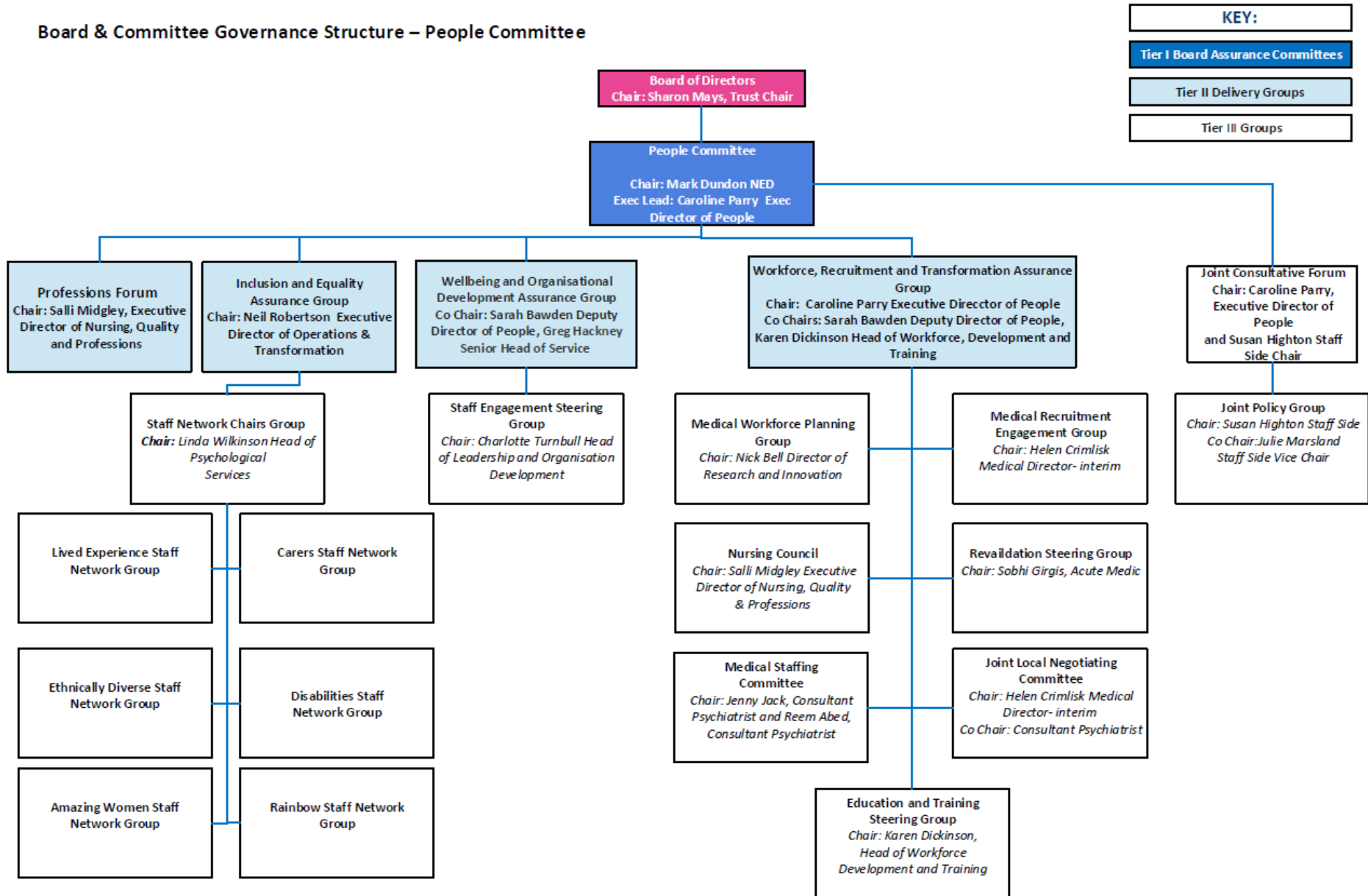
**12. Review to be conducted by Committee/Group/Forum Chair Meeting effectiveness review**

<b>12</b>	<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 2024
	<b>Date of next review</b>	May 2025 at committee and July 2025 for Board approval



# Sheffield Health and Social Care NHS FT Corporate Governance Structure

## Board & Committee Governance Structure – People Committee





## Appendix A Terms of Reference Quality Assurance Committee

Document History:	
Version Number:	14.1
Approved by:	Trust Board
Date approved:	24 July 2024 – Pending approval

Name of Committee	Quality Assurance Committee
Type of Committee	Board Assurance Committee reporting to Board of Directors (the “Board”)

<b>1.</b>	<b>Purpose of Committee</b>
	<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>	<b>Scope</b>
	<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>
	<b>Authority/Accountability</b>

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 has responsibility along with the People Committee for oversight of Freedom to Speak Up/Whistleblowing arrangements as delegated to it by the Audit and Risk Committee (in ensuring the Trust meets HFMA requirements). Assurance on the discharging of this is provided to Audit and Risk Committee via the Annual Report and review of effectiveness reporting.

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 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 the following or any successor roles:

- Director of Operations
- Director of Corporate Governance
- Head of Corporate Assurance
- 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.

~~With the prior agreement of the Chair of the Committee any Committee member may participate remotely 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 but will be recorded as having attended remotely although their actual location shall be noted in the minutes and is counted in a quorum and entitled to vote.~~

## **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 [approved](#) 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).

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.

[The Committee will provide an annual report and review of effectiveness to the Board of Directors on how it has met its obligations. Similarly any Tier II groups reporting into the committee will provide AAA reports and an annual report and review of their effectiveness to their Tier I committee.](#)

~~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, the Executive Lead and the Director of Corporate Governance 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 corporaterecords 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.

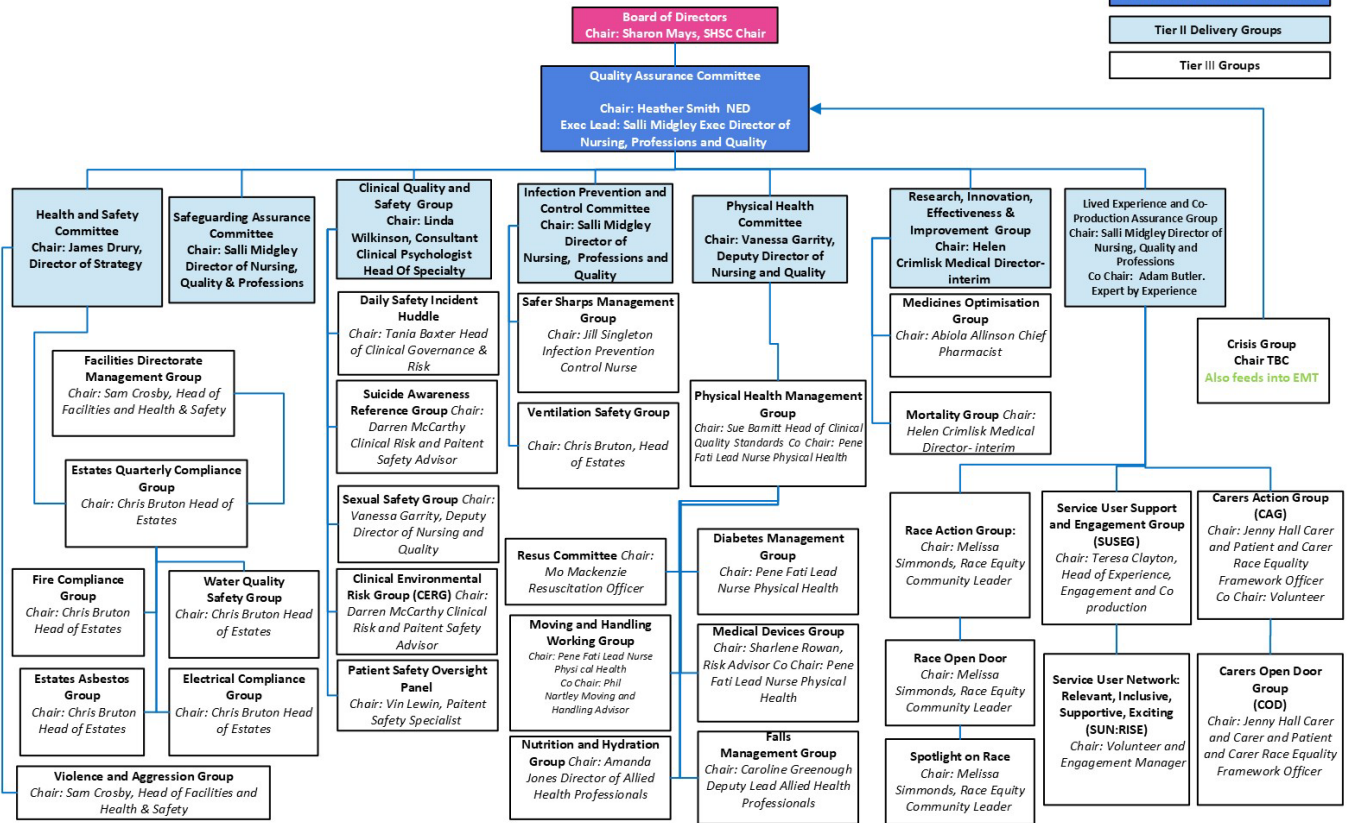
<b>12.</b>	<b>Review to be conducted by Committee Chair</b>	
	<b>Date Committee established</b>	1 April 2011
	<b>Terms of Reference to be reviewed</b>	Annually
	<b>Date of last review</b>	July 2024
	<b>Date of next review</b>	May 2025 at committee and July 2025 for Board approval

# Sheffield Health and Social Care NHS FT Corporate Governance Structure

## Board & Committee Governance Structure – Quality Assurance Committee

**KEY:**

- Tier I Board Assurance Committees
- Tier II Delivery Groups
- Tier III Groups



# Terms of Reference

Document History:	
Version Number:	4.1
Approved by:	Trust Board
Date approved:	24 July 2024 – pending approval
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>
<b>4.</b>	<p><b>Objectives of the Committee</b></p>



## **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:

- 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.

	<p>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.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>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].</p>
5.	<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>
6.	<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 <a href="#">by the following or their successor roles</a>:</p> <ul style="list-style-type: none"> <li>• the Executive Director of People</li> <li>• the Director of Corporate Governance and</li> <li>• any Associate Non-Executive Directors</li> <li>• with the Chief Executive an attendee by invitation for specific agenda items (as detailed above).</li> </ul> <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>
7.	<b>Chair, Quorum, Attendance and Meetings</b>
	<b>Chair</b>

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.

With the prior agreement of the Chair of the Committee any Committee member may participate remotely 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 but will be recorded as having attended remotely 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**

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**

- ~~Formal minutes shall be taken of all committee meetings.~~
- ~~There are no Tier II groups reporting into this committee.~~
- ~~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.~~
- 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
- Where remuneration consultants are appointed, a statement should be made available as to whether they have any other connection with our Trust.

The [approved](#) 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).

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.

[The Committee will provide an annual report and review of effectiveness to the Board of Directors on how it has met its obligations.](#)

[There are no Tier II groups reporting into this committee.](#)

## 9. Administrative arrangements

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

- produce a schedule of meetings and maintain the annual workplan for the committee.
- prepare the agenda and papers with the Chair and Executive Lead and circulate five working days in advance of the meeting wherever possible.
- 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 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 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.

## 10. Meeting effectiveness review

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.

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

A record of 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.

## 11. Review to be conducted by Committee Chair (Trust Board Chair)

<b>Date Committee established</b>	2016
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<b>Terms of Reference to be reviewed</b>	Annually
<b>Date of last review</b>	July 2024
<b>Date of next review</b>	April/May 2025 at committee and July 2025 for Board approval

To be approved by Remuneration and Nomination Committee April 2024 – approved, no changes

To be approved by Board of Directors July 2024 – updated to align with the other assurance committee TORs following changes requested at Audit and Risk Committee