

Meeting title:	Public Trust Board	Public Trust Board paper R				
Date of the meeting:	9 June 2022					
Title:	Board Committee terms of reference					
Report presented by:	Becky Cassidy – Director of Corporate and Legal Affairs					
Report written by:	Becky Cassidy – Director of Corporate and Legal Affairs					
Action – this paper is for:	Decision/Approval	X	Assurance		Update	
Where this report has been discussed previously						

To your knowledge, does the report provide assurance or mitigate any significant risks? If yes, please detail which
N/A

Impact assessment
N/A

<p>Acronyms used: SFI's – Standing Financial Instructions SoD – Scheme of Delegation QC – Quality Committee AC – Audit Committee FIC – Finance and Investment Committee PPC – People and Culture Committee CFC – Charitable Funds Committee RTC – Reconfiguration and Transformation Committee</p>
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Purpose of the Report

This report provides detail of the reviewed terms of reference of all the sub committees of the Board.

Recommendations

The Board is asked to:

- Review and approve the proposed amendments to the terms of reference documents

Summary

The Board sub committee terms of reference have been reviewed as part of their annual cycle of governance. It is important to make the Board aware there will be further reviews of the sub committees terms of reference and work plans aligned to the implementation of the refreshed Board Assurance Framework and the reviewed SFI's

and SoD. This work will take place over the coming months and the revised versions will be developed through their respective committees and brought to the Board for formal approval.

Main report detail

Committee	Amendments
AC	<ul style="list-style-type: none"> Replaced 'Statement of Internal Control' with 'Annual Governance Statement' Updated Exec Director titles Replaced NHSLA with NHS Resolution
CFC	<ul style="list-style-type: none"> • Director of Corporate and Legal Affairs now the Exec lead for the Charity. • Added DCLA as non-voting member due to role as Exec lead for Charity
FIC	<ul style="list-style-type: none"> • Added responsibility for IM&T and E&F oversight/assurance • Changed membership to: <ul style="list-style-type: none"> ○ add CIO, DEF, DQTEI, and DOF as non-voting members • add Medical Director as a voting member
PCC	<ul style="list-style-type: none"> • Removed annexes A&B (strategic priorities and workplan)
QC	<ul style="list-style-type: none"> • Retitled as QC not Quality Outcomes Committee • Clarified there are 2 Patient Partners co-opted onto QC • Added DQTEI and DQG to the non-voting membership
RTC	<ul style="list-style-type: none"> • Changed membership to: <ul style="list-style-type: none"> ○ reflect Simon Barton as SRO ○ reflect current NED membership ○ refer to Helen Mather (replacing Rachna Vyas) ○ remove Director of Strategy and Communications post • removed reference to Financial Recovery Board as a linked Committee (disbanded)

Supporting documentation

Appendix 1 – Audit Committee ToR

Appendix 2 – Charitable Funds Committee ToR

Appendix 3 – Finance and Investment Committee ToR

Appendix 4 – People and Culture Committee ToR

Appendix 5 – Quality Committee ToR

Appendix 6 – Reconfiguration and Transformation Committee ToR

Title: Audit Committee

Constitution : The Audit Committee is established as a standing committee of the Trust Board and is accountable to the Trust Board. Its constitution and terms of reference shall be as set out below, subject to amendment at future Trust Board meetings.

The Committee will meet in private.

The Minutes of meetings of the Audit Committee shall be formally recorded by the Secretary to the Committee and submitted to the Trust Board.

The appointment of sub-committees by the Audit Committee shall be in accordance with the Trust's Standing Orders. The Minutes of meetings of any sub-committees appointed by the Committee shall be submitted to the next available meeting of the Committee.

Membership : The Committee shall be appointed by the Trust Board from amongst the Non-Executive Directors of the Trust and shall consist of four Non-Executive Directors. As a minimum, one member of the Committee must have recent relevant financial experience. The Trust Chairman shall not be a member of the Committee.

Secretary : The Director of Corporate and Legal Affairs (or a member of staff delegated by him/her) shall be Secretary to the Committee and shall attend to take minutes of the meeting and provide appropriate support to the Chairman and Committee members.

Chairman : One of the members shall be appointed Chairman of the Committee by the Trust Board.

Quorum : A quorum shall be two members.

Attendance : The Trust Chairman, Chief Executive, other Directors and other officers of the Trust may be invited to attend a meeting of the Audit Committee. The Chief Executive shall be invited to attend a meeting of the Committee annually to discuss with the Committee the process for assurance that supports the **Annual Governance Statement**.

The Chief Financial Officer, Director of Corporate and Legal Affairs, the Head of Internal Audit and a representative of the External Auditor shall normally attend meetings. Attendance by any deputy shall only be permitted with the agreement of the Committee Chairman sought and obtained in advance of the meeting. At least once a year the Committee may wish to meet with the Internal and External Auditors privately without any executive officer or other employee of the Trust present (other than the member of staff nominated by the Director of

Corporate and Legal Affairs to act as Secretary to the Committee, at the Committee's discretion).

It is desirable that all members of the Committee and other postholders to whom standing invitations have been issued attend all meetings of the Committee. The Committee Chairman shall keep attendance under regular review and shall be assisted in this task by the Director of Corporate and Legal Affairs. The Committee Chairman shall raise any concerns about attendance at meetings with the Trust Chairman and shall seek the support of the Chairman in resolving such concerns.

Frequency : Meetings shall be held not less than three times a year. Additional meetings may be convened by the Committee Chairman at his/her discretion. The Head of Internal Audit or External Auditor may request a meeting if they consider that one is necessary.

The Committee will be supported by an agreed timetable of agenda items which will reflect the annual business cycle. All other agenda items will be subject to agreement by the Committee Chairman prior to the meeting.

Authority : The Committee is authorised by the Trust Board to investigate any activity within its terms of reference. The Trust Board may itself refer items of business to the Audit Committee for consideration and/or, where appropriate, recommendation to the Trust Board. The Committee is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.

The Committee is authorised by the Trust Board to obtain outside legal or other independent professional advice and to request the attendance of persons outside the Trust with relevant experience and expertise if it considers this necessary.

Duties: **Internal Control and Risk Management**

The Committee shall review the establishment and maintenance of an effective system of integrated governance, risk management and internal control across the whole of the organisation's activities (both clinical and non-clinical) that supports the achievement of the Trust's objectives.

In particular, the Committee will review the adequacy of:

- all risk and control related disclosure statements (in particular the **Annual Governance Statement**, together with any accompanying Head of Internal Audit statement, external audit opinion or other appropriate independent assurances, prior to endorsement by the Board;
- the underlying assurance processes that indicate the degree of

the achievement of corporate objectives, the effectiveness of the controls in place to manage the principal risks to the Trust and the appropriateness of the above disclosure statements;

- the policies for ensuring compliance with relevant regulatory, legal and code of conduct requirements;
- the policies and procedures for all work related to fraud and corruption as set out in Secretary of State Directions and as required by the Counter Fraud Specialist:

In carrying out its work the Committee will primarily utilise the work of Internal Audit, External Audit and other assurance functions, but will not be limited to these audit functions. It will also seek reports and assurances from Directors and managers as appropriate, concentrating on the over-arching systems of integrated governance, risk management and internal control, together with indicators of their effectiveness.

This will be evidenced through the Committee's use of an effective Assurance Framework to guide its work and that of the audit and assurance functions that report to it.

Internal Audit

The Committee shall ensure that there is an effective internal audit function established by management, that meets mandatory NHS Internal Audit Standards and provides appropriate independent assurance to the Audit Committee, Chief Executive and Board. This will be achieved by:

- consideration of the provision of the Internal Audit service, the cost of the audit and any questions of resignation and dismissal;
- review and approval of the Internal Audit strategy, operational plan and more detailed programme of work, ensuring that this is consistent with the audit needs of the organisation as identified in the Assurance Framework;
- consideration of the major findings of internal audit work (and management's response), and ensure co-ordination between the Internal and External Auditors to optimise audit resources;
- ensuring that the Internal Audit function is adequately resourced and has appropriate standing within the organisation;
- annual review of the effectiveness of internal audit.

External Audit

The Committee shall review the work and findings of the External Auditor appointed by the Audit Commission and consider the implications and management's responses to their work. This will be achieved by:

- consideration of the appointment and performance of the External Auditor, as far as the Audit Commission's rules permit;
- discussion and agreement with the External Auditor, before the audit commences, of the nature and scope of the audit as set out in the Annual Plan, and ensure co-ordination, as appropriate, with other External Auditors in the local health economy;
- discussion with the External Auditors of their local evaluation of audit risks and assessment of the Trust and associated impact on the audit fee;
- review of all External Audit reports, including agreement of the annual audit letter before submission to the Board and any work carried outside the annual audit plan, together with the appropriateness of management responses.

Other Assurance Functions

The Audit Committee may review the findings of other significant assurance functions, both internal and external to the organisation, and consider the implications in relation to the governance of the organisation.

These may include, but will not be limited to, any reviews by Department of Health Arms Length Bodies or Regulators/Inspectors (e.g. Care Quality Commission, NHS **Resolution**, etc.), professional bodies with responsibility for the performance of staff or functions (e.g. Royal Colleges, accreditation bodies, etc.).

In addition, the Committee will review the work of other committees within the organisation, whose work can provide relevant assurance to the Audit Committee's own scope of work.

Management

The Committee shall request and review reports and positive assurances from Directors and managers on the overall arrangements for governance, risk management and internal control.

It may also request specific reports from individual functions within the organisation (e.g. clinical audit) as they may be appropriate to the overall arrangements.

Financial Reporting

The Audit Committee shall review the Annual Report and Financial Statements before submission to the Board, focusing particularly on:

- the wording in the **Annual Governance Statement** and other disclosures relevant to the terms of reference of the Committee;
- changes in, and compliance with, accounting policies and practices;
- unadjusted mis-statements in the financial statements;
- major judgemental areas;
- significant adjustments resulting from the audit.

The Committee shall also ensure that the systems for financial reporting to the Board, including those of budgetary control, are subject to review as to completeness and accuracy of the information provided to the Board.

Reporting

The Committee will report to the Board annually on its work in support of the **Annual Governance Statement**, specifically commenting on the fitness for purpose of the Assurance Framework, the completeness and embeddedness of risk management in the organisation and the integration of governance arrangements.

Review :

The Committee shall conduct an annual review of its effectiveness and provision shall be made in the annual work programme of the Committee to enable such a review to be conducted. The results of the annual review shall be recorded in the Minutes of the Committee which shall be submitted to the Trust Board.

The terms of reference of the Committee shall be reviewed by the Trust Board at least annually.

May 2022

UNIVERSITY HOSPITALS OF LEICESTER NHS TRUST

LEICESTER HOSPITALS CHARITY

SCHEME OF DELEGATION

Title: CHARITABLE FUNDS COMMITTEE

Constitution: The Charitable Funds Committee is established as a standing committee of the University Hospitals of Leicester NHS Trust for the oversight and management of the Leicester Hospitals Charity.

The Minutes of all meetings of the Charitable Funds Committee shall be formally recorded and submitted to the Trust Board, as Corporate Trustee of the Leicester Hospitals Charity.

Membership: The Committee shall be appointed by the Trust Board, acting as the Corporate Trustee for the Leicester Hospitals Charity. The Committee will comprise of the following –

Three Non-Executive Directors of the Trust Board, one of whom shall be appointed as Chairman. (Voting)

Two Executive Directors of the Trust Board (Voting): Chief Financial Officer and Chief Nurse

Chair of the Medical Equipment Executive (non-voting)

Director of Corporate and Legal Affairs (non-voting)

Secretary to the Committee:

The Director of Corporate and Legal Affairs shall provide a member of his team to act as Secretary to the Committee, attending meetings to take Minutes and providing appropriate support to the Chairman and Committee members

Attendance: The Head of Fundraising and the Charity Finance Manager will have standing invitations to attend meetings of the Committee (non-voting).

Attendees, other than those appointed to the membership of the Committee, may attend any meeting of the Committee but shall not count towards the quorum. Other Directors and officers of the Trust may be invited to attend a meeting or meetings of the Committee.

Quorum: A quorum for the transaction of business at any meeting of the Committee shall be three voting members, one of whom must be a Non-Executive Director.

Frequency: The Committee shall meet at least four times in any financial year.

Authority: The Committee is duly authorised by the Trust Board, in its capacity as Corporate Trustee, to undertake any activity within these terms of reference.

The Trust Board, in its capacity as Corporate Trustee, may from time to time refer items of business to the Committee for consideration and/or, where appropriate, to ask for recommendations to the Trust Board (as Corporate Trustee) in matters pertaining to the Charity.

The Committee is duly authorised to seek any relevant information it requires from any employee of the Charity, and where appropriate, all such employees are directed to co-operate with any request made by the Committee.

The Committee is duly authorised by the Trust Board, in its capacity as Corporate Trustee, to obtain outside legal and/or other independent professional advice, and to secure the attendance of professionals with relevant experience and expertise, where it is considered necessary for the transaction of business.

Terms of Reference:

Governance

1. To keep under review and advise the Trust Board, as Corporate Trustee, as necessary upon:-

- a) the form and nature of the governing document(s) of the Charity (as may be amended from time to time);
- b) the measures established by the Committee to ensure that the Trust Board, as Corporate Trustee, is and remains well informed on all matters relating to the Charity;
- c) the arrangements to be adopted to ensure that charitable business is conducted by the Charity on a regular and timely basis;
- d) the adequacy of the resources available to the Charity to help it maintain a high standard of management and control;
- e) the documentation of rules by which the Charity shall be run, under the auspices of the Trust's overall corporate governance arrangements (e.g., Standing Orders, Standing Financial Instructions, and procedural guidelines).

- f) the induction procedures established by the Charity for new members of the Trust Board, in its capacity as Corporate Trustee;
- g) the arrangements to be adopted to ensure that adequate procedures are in place to deal with any potential conflicts of interest in the management of the Charity;
- h) the measures to be taken to make information about the Charity's affairs widely available.

Financial Control

2. To keep under review and advise the Trust Board, as Corporate Trustee, as necessary upon:-

- a) the arrangements adopted by the Committee to ensure that the Charity's funds are managed securely, economically, and deployed to the best advantage of users and beneficiaries, having due regard to the wishes of donors and the charities objectives;
- b) the reliability of financial systems;
- c) comprehensive guidance and procedure notes;
- d) agreed policies for the use of reserves;
- e) forward planning and budgeting;
- f) provision of accurate, timely management information to the Committee;
- g) management of investments;
- h) audit arrangements;
- i) agreed spending objectives;
- j) adequate control of all funds within the Charity.

2.1 The Committee shall rely on the Trust's Audit Committee to review and advise the Trust Board, as Corporate Trustee, as necessary upon 2(b) and 2(h) above.

Fundraising

3. To keep under review and advise the Trust Board, as Corporate Trustee, as necessary upon:-

- a) the development and implementation of the Charity's fundraising strategy;

- b) the support and facilitation of initiatives, both within the Charity and the community, to raise charitable funds;
- c) the development of criteria for the consideration of proposals for fundraising schemes in accordance with the University Hospitals of Leicester NHS Trust's corporate objectives and clinical priorities;
- d) all proposals received for fundraising schemes, which shall be presented to the Committee for consideration, and to make recommendations thereon to the Executive Team (where appropriate) and Trust Board, as Corporate Trustee;
- e) the conduct of all approved fundraising appeals at the Trust;
- f) the evaluation of different types of fundraising initiatives;
- g) the achievement of objectives in respect of individual appeals;
- h) the consideration and recommendations to the Trust Board, as Corporate Trustee, on applications for the use of general purpose charitable funds to establish fundraising appeals;
- i) the ongoing monitoring of fundraising contracts with commercial participants.

Investment Management

- 4. To appoint, on behalf of the Trust Board, as Corporate Trustee, a Charitable Funds Investment Manager for the Charity, who will provide quarterly reports to the Committee and attend at least two Committee meetings per financial year.
- 5. To review, quarterly, the performance of the Charity's Investment Manager, and to consider an annual independent review of the Investment Manager's performance.
- 6. To review, quarterly, the performance of the Charity's investment portfolio.
- 7. To consider and advise the Trust Board, as Corporate Trustee, upon the investment of charitable funds.

Determination of Grant Applications

- 8. The Charitable Funds Committee, under delegated authority, will consider all grant applications and approve/reject such applications as it deems fit. The Trust Board, as Corporate Trustee, reserves the right to approve any applications where:
 - a) the proposed expenditure is in excess of £50,000 in any financial year.
 - b) the proposal is for more than one financial year, and is in excess of £50,000 cumulative.

9. The Charitable Funds Committee shall first consider applications for expenditure from charitable funds (including general purpose funds) of a value of £50,000 or more and shall make recommendations to the Trust Board (as Corporate Trustee) as to whether the applications should be approved or rejected.

10. The Charity's officers are hereby authorised to consider and decide upon applications for expenditure from charitable funds (including general purpose funds) up to a value of £10,000. All decisions taken by the Charity's officers shall be reported for information to the next meeting of the Charitable Funds Committee.

11. The Committee will provide oversight of all grant applications approved by the Charity's officers under the scheme of delegation, from designated funds, where the value is £10,000 or less. This will include all grant applications from the general purposes fund, approved under the scheme of delegation by the charity's officers, where the value is £10,000 or less, but see point 12 below.

12. All grant applications will require the support and prior approval of the relevant CMG Clinical Director, Head of Operations or Head of Nursing. In the case of applications with a value of £10,000 or less to the general purposes fund, the approval of the Executive Directors on the Committee is required.

13. The Charitable Funds Committee is hereby authorised to consider and decide upon applications for expenditure from charitable funds (including general purpose funds) of a value of £10,000 or more up to a value of £50,000.

14. The Committee shall require all successful applicants to provide a written evaluation within twelve months of the start of the project. Any waiver to this requirement will be at the discretion of the Committee.

General

15. The Committee will approve the Charity's Annual Accounts and Annual Report prior to their submission to, and consideration by, the Trust Board as Corporate Trustee for formal adoption.

16. To consider general issues relating to the Charity, including guidance issued from time to time by the Charity Commission.

May 2022

Title	Finance and Investment Committee
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Constitution: The Finance and Investment Committee (FIC) is established as a standing committee of the Trust Board and is accountable to the Trust Board. Its constitution and terms of reference shall be as set out below, subject to amendment at future Trust Board meetings.

The Committee will meet in private.

The Minutes of meetings of the Committee shall be formally recorded by the Secretary to the Committee and submitted to the Trust Board.

The appointment of sub-committees by the Committee shall be in accordance with the Trust's Standing Orders. The Minutes of meetings of any sub-committees appointed by the Committee shall be submitted to the next available meeting of the Committee.

Membership The Committee shall be appointed by the Trust Board.

The voting membership of the Committee shall be three Non-Executive Directors, the Chief Executive Officer, the Chief Financial Officer, the Chief Operating Officer, and the Medical Director.

The Director of Quality Transformation Efficiency and Improvement, the Chief Information Officer, the Director of Estates and Facilities, and the Director of Operational Finance will attend on a non-voting basis.

The Trust Board Chairman shall be an ex-officio member of the Committee

To carry on the business of the Committee, other Executive or Corporate Directors and Senior Managers may be invited to attend meetings as deemed necessary.

It is desirable that all members of the Committee, and other postholders to whom standing invitations have been issued, attend all meetings of the Committee. The Committee Chair shall keep attendance under regular review and shall be assisted in this task by the Director of Corporate and Legal Affairs. The Committee Chair shall raise any concerns about attendance at meetings with the Trust Board Chairman and shall seek the support of the Trust Board Chairman in resolving such concerns.

Secretary : The Director of Corporate and Legal Affairs (or a member of staff delegated by him/her) shall be Secretary to the Committee and shall attend to take minutes of the meeting and provide appropriate support to the Chair and Committee members.

Chair: One of the Non-Executive Director members shall be appointed Chair of the Committee by the Trust Board.

Quorum : A quorum shall be three voting members of the Committee, of which two will be Non-Executive Directors.

Voting : In the event that members of the Committee decide to vote on any matter, the issue shall be determined by a majority of the votes of the voting Directors present and voting on the question and, in the case of any equality of votes, the person presiding shall have a second or casting vote.

Frequency : Meetings shall normally be held monthly. Additional meetings may be convened by the Committee Chair at his/her discretion.

The Committee will be supported by an agreed timetable of agenda items which will reflect the annual business cycle. All other agenda items will be subject to agreement by the Committee Chair, prior to the meeting.

Authority : The Committee is authorised by the Trust Board to investigate any activity within its terms of reference. The Trust Board may itself refer items of business to the Committee for determination and/or, where appropriate, to make recommendations to the Trust Board. The Committee is authorised to seek any information it requires from any employee, and all employees are directed to co-operate with any request made by the Committee.

The Committee is authorised by the Trust Board to request the attendance of persons outside the Trust with relevant experience and expertise if it considers this necessary.

Duties : To review the financial (reporting and forecasting) arrangements of the Trust to ensure that they are comprehensive and provide the necessary, timely and accurate information to the Trust Board to enable effective decision-making. The Committee does not replace proper consideration of the Trust's finances by the Trust Board; rather, it provides a forum for scrutiny and challenge on financial management matters to facilitate a better informed discussion at the Trust Board.

To review financial performance reports and to highlight variations from the financial plan.

To challenge overall performance and the indicators which measure the priorities and risks identified by the Trust Board; and to ensure

that actions are being taken to bring variances back into line across all indicators.

To review and recommend to the Trust Board the annual operational and financial plan, and the annual capital and revenue budgets.

To review the Trust's performance against the annual financial plan, and the annual capital and revenue budgets.

To consider the Trust's financial forecasts.

To consider proposals for maximising the benefits from the Trust's assets and resources.

To monitor and review the Trust's commercial activities.

To examine the economy, efficiency, and effectiveness in the Trust's use of resources.

To monitor actions being taken to address any area of poor financial performance.

To receive assurance updates on IM&T performance and key strategic IM&T issues.

To receive assurance updates on Estates and Facilities performance and key strategic E&F issues.

The terms of reference of the Committee shall be reviewed by the Trust Board annually.

Reporting: The Committee will report to the Trust Board on its work.

Review: The Committee shall conduct an annual review of its effectiveness and provision shall be made in the annual work programme of the Committee to enable such a review to be conducted. The results of the annual review shall be recorded in the Minutes of the Committee, which shall be submitted to the Trust Board.

May 2022

TITLE: PEOPLE AND CULTURE COMMITTEE

Constitution

The People and Culture Committee (PCC) is established as a standing committee of the Trust and is accountable to the Trust Board. Its constitution and terms of reference are set out below and are subject to amendment by the Trust Board.

The Committee will meet in private.

The minutes of meetings of the PCC shall be formally recorded by the Secretary to the Committee and submitted to the Trust Board.

The appointment of sub-committees by the PCC shall be in accordance with Trust Standing Orders. The minutes of meetings of any sub-committees appointed by the Committee are to be submitted to the next available meeting of the Committee.

Membership

The Committee is to be appointed by the Trust Board.

The membership of the Committee is to comprise of four Executive Directors and four Non-Executive Directors. The Executive Directors are the Chief Operating Officer, Chief Nurse, Chief People Officer and the Director of Estates and Facilities. All are to be voting members of the Committee.

The Chief Information Officer is to attend the Committee and the Trust Board Chair is to be an ex-officio member of the Committee, both are non-voting members.

Associate Non-Executive Directors may join the Committee as non-voting members, at the discretion of the Trust Chair.

To carry on the business of the Committee, other Executive or Corporate Directors and Senior Managers may be invited to attend meetings as deemed necessary.

It is desirable that all members of the Committee, and other postholders to whom standing invitations have been issued, attend all meetings of the Committee. The Committee Chair is to keep attendance under regular review and is to be assisted in this task by the Director of Corporate and Legal Affairs. The Committee Chair is to raise any concerns regarding attendance at meetings with the Trust Board Chair to seek support in resolving such concerns.

Secretary

The Director of Corporate and Legal Affairs (or a member of staff delegated by him/her) is to be Secretary to the Committee and is to attend to take minutes of the meeting and provide appropriate support to the Chair and Committee members.

Chair

Non-Executive Director members are to be appointed Chair and Deputy Chair of the Committee by the Trust Board.

Quorum

A quorum is to be four voting members of the Committee, of which two are to be Non-Executive Directors.

Voting

In the event that members of the Committee decide to vote on any matter, the issue is to be determined by a majority of the votes of the voting Directors present and voting on the question and, in the case of any equality of votes, the presiding Chair is to have a second or casting vote.

Frequency

Meetings are to be held bi-monthly. Additional meetings may be convened by the Committee Chair at his/her discretion.

Agenda

The Committee's agenda is to be supported by an agreed timetable of agenda items, which reflects the Trust's annual business cycle. All other agenda items are subject to agreement by the Committee Chair prior to the meeting.

Authority

The Committee is authorised by the Trust Board to investigate any activity within its terms of reference. The Trust Board may itself refer items of business to the Committee for determination and/or, where appropriate, recommendation to the Trust Board. The Committee is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.

The Committee is authorised by the Trust Board to request the attendance of persons outside the Trust with relevant experience and expertise, if considered necessary.

Duties

To enhance Trust Board oversight of all matters relating to our people and culture:

- To oversee the implementation of the NHSE/ People Plan and the Trust's People Strategy.
- To seek assurance that people management systems and processes are robust, effective and embedded within the Trust.
- To promote a positive workplace culture and ensure Equality, Diversity and Inclusivity (EDI), aligned with the Trust's values.
- To oversee Workforce and Organisational and Development (O&D) support for the Trust's Reconfiguration and Transformation programme.
- To regularly review the Board Assurance Framework Principal Risk 3 – Workforce Sustainability.
- To oversee and develop all aspects of staff health and wellbeing.

- To oversee and ensure the delivery of Trust Leadership programmes.
- To promote 'freedom to speak up' and ensure mechanisms are in place to monitor and survey staff opinions and concerns.
- To ensure the effectiveness and fairness of all disciplinary and performance processes.
- To oversee all Training and Education undertaken in the Trust.
- To oversee all appraisal, validation and revalidation processes in accordance with the requirements of governing bodies.
- To support the working of the Leicester, Leicestershire and Rutland Integrated Care System in respect of workforce matters.
- To oversee the making and submission of nominations for Queen's Honours and Awards and recognition from other bodies.

Annual Objectives

The Committee is to set specific annual objectives.

Reporting

The Committee is to report to the Trust Board on its work and approve related reports before submission to Board meetings. The Committee is to draw the Board's attention to matters of importance related to Trust's Workforce. The Board may also direct the Committee to undertake reviews into specific Workforce related matters.

Review

The Committee is to conduct an annual review of its effectiveness and provision is to be made in the annual work programme of the Committee to enable such a review to be conducted. The results of the annual review are to be recorded in the minutes of the Committee which are to be submitted to the Trust Board.

The terms of reference of the Committee are to be reviewed by the Trust Board annually.

May 2022

Title : **Quality Committee**

Constitution : The Quality Committee (QC) is established as a standing committee of the Trust Board and is accountable to the Trust Board. Its constitution and terms of reference shall be as set out below, subject to amendment at future Trust Board meetings.

The Committee will meet in private.

The Minutes of meetings of the Quality and Outcomes Committee shall be formally recorded by the Secretary to the Committee and submitted to the Trust Board.

The appointment of sub-committees by the Quality Committee shall be in accordance with the Trust's Standing Orders. The Minutes of meetings of any sub-committees appointed by the Committee shall be submitted to the next available meeting of the Committee.

Membership : The Committee shall be appointed by the Trust Board.

The voting membership of the Committee shall be four Non-Executive Directors, the Chief Executive Officer, Chief Nurse and Medical Director.

The Trust Board Chairman shall be an ex-officio member of the Committee

2 Patient Partners – who shall be non-voting - will be co-opted members of the Committee with speaking rights and shall be invited to attend each meeting of the Committee.

A representative of the Leicester, Leicestershire and Rutland Clinical Commissioning Groups – who shall be non-voting – will be a co-opted member of the Committee with speaking rights and shall be invited to attend each meeting of the Committee.

The Director of Quality Transformation Efficiency and Improvement and the Director of Quality Governance shall attend on a non-voting basis.

To carry on the business of the Committee, other Executive or Corporate Directors and Senior Managers may be invited to attend meetings of the Committee as necessary.

It is desirable that all members of the Committee and other postholders to whom standing invitations have been issued attend all meetings of the Committee. The Committee Chair shall keep attendance under

Chairman and shall seek the support of the Trust Board Chairman in resolving such concerns.

Secretary : The Director of Corporate and Legal Affairs (or a member of staff delegated by him/her) shall be Secretary to the Committee and shall attend to take minutes of the meeting and provide appropriate support to the Chair and Committee members.

Chair: One of the Non-Executive Director members shall be appointed Chair of the Committee by the Trust Board.

Quorum : A quorum shall be three voting members of the Committee, of which two will be Non- Executive Directors.

Voting : In the event that members of the Committee decide to vote on any matter, the issue shall be determined by a majority of the votes of the voting Directors present and voting on the question and, in the case of any equality of votes, the person presiding shall have a second or casting vote.

Frequency : Meetings shall normally be held monthly. Additional meetings may be convened by the Committee Chair at his/her discretion.

The Committee will be supported by an agreed timetable of agenda items which will reflect the annual business cycle. All other agenda items will be subject to agreement by the Committee Chair prior to the meeting.

Authority : The Committee is authorised by the Trust Board to investigate any activity within its terms of reference. The Trust Board may itself refer items of business to the Committee for determination and/or, where appropriate, recommendation to the Trust Board. The Committee is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.

The Committee is authorised by the Trust Board to request the attendance of persons outside the Trust with relevant experience and expertise if it considers this necessary.

Duties: To enhance Trust Board oversight of quality performance, quality outcomes and risk arising from clinical care.

To scrutinise quality performance, quality outcomes and risk arising from clinical care to ensure that required standards are achieved and that action is taken where sub-standard performance is identified.

To seek assurance that the organisational systems and processes in relation to clinical quality, quality outcomes and

risks arising from clinical care are robust and well-embedded so that priority is given, at the appropriate level within the organisation, to identifying and managing risks to the quality of care.

To approve the Annual Quality Accounts before submission to the Trust Board for adoption.

Reporting:

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

Review:

The Committee shall conduct an annual review of its effectiveness and provision shall be made in the annual work programme of the Committee to enable such a review to be conducted. The results of the annual review shall be recorded in the Minutes of the Committee which shall be submitted to the Trust Board.

The terms of reference of the Committee shall be reviewed by the Trust Board annually.

May 2022



Terms of Reference

UHL Reconfiguration &
Transformation Committee

Updated May 2022 (v1.6)

Investment in sustainable estate and reconfiguration

BUILDING BETTER HOSPITALS

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NHS Trust

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Document Quality Management

Title	Reconfiguration & Transformation Trust Board Sub-Committee
Date	May 2022
Updated by	Becky Cassidy, Director of Corporate and Legal Affairs
Authorised by	Andy Haynes – Reconfiguration & Transformation Committee Chair

Document History

Version	Date Issued	Brief Summary of Change	Author
1.0	13/06/21	First Draft	NT
1.1	07/07/21	Second Draft	DK/JJ/NT
1.2	10/08/21	Third Draft: attendees amended	NT
1.3	02/09/21	Updated membership	JH
1.4	27/01/22	Updated membership	JH
1.5	28/01/22	Updated SP job title	JH
1.6	31/05/22	Updated for review	BC

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1 | Purpose of Committee

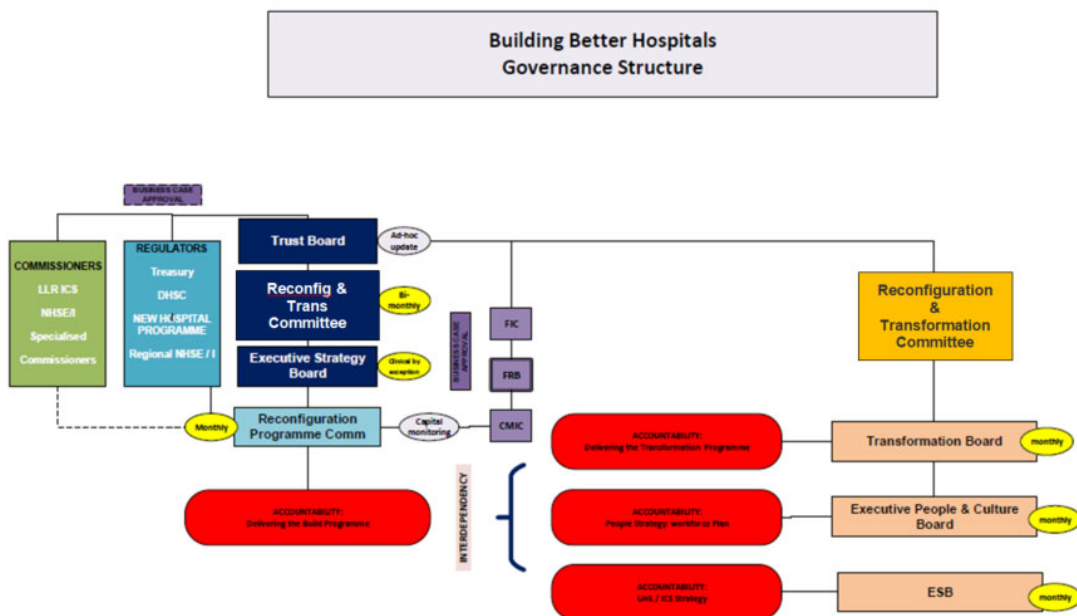
The UHL Reconfiguration & Transformation Committee will have an assurance role in the delivery of the programme to reconfigure services from three hospitals sites to two acute sites (LRI and GH) with Leicester General Hospital being repurposed to support the local community.

The Reconfiguration & Transformation Committee will set the direction and oversee the delivery of the programme, including leadership and advice.

Under the delegation of the Trust Board, the Reconfiguration & Transformation Committee will have the authority to:

- a. Provide assurance on decisions made by the Reconfiguration Programme Committee (within the agreed scheme of delegation.)
- b. Hold the Reconfiguration Delivery and Reconfiguration Transformation SROs to account
- c. Ensure each of the identified programme’s benefits and objectives are delivered in a robust, open and transparent manner.

The diagram below shows the governance arrangements for the Reconfiguration Programme Committee.



2 | Roles & Responsibilities

The Reconfiguration & Transformation Committee is responsible for providing strategic direction and is accountable for the delivery and success of the programme on behalf of the Trust Board.

In order to achieve its purpose, the Reconfiguration & Transformation Committee has responsibility to:

- Provide independent assurance to the Trust Board regarding processes, procedures and management of the Programme to support the successful achievement of the Programme Investment Objectives and realisation of the stated benefits;
- Provide independent assurance that projects within the programme are being effectively managed and controlled and that the projects are delivering the stated benefits are value for money and are ultimately affordable;
- Provide independent assurance that the interdependency of the Cost Improvement Programme and the efficiencies identified in the business cases are being appropriately managed and delivered;
- Provide independent assurance that the interdependent transformation projects: both clinical and non-clinical, are being delivered in accordance with the agreed plans;
- Provide assurance to the Trust Board on all key decisions prior to their consideration and approval at the Trust Board.

The Committee is authorised by the Trust Board to investigate any activity within its terms of reference; and may invite any Director, Executive, external or internal auditor, to attend any Committee(s) as considered necessary in order to deliver its objectives.

Primary Duties & Responsibilities

- Establish a programme of independent assurance to ensure that the programme, its projects and associated transformation; are managed and delivered in a controlled way;
- Agree the interdependent transformation projects that will be reported through the Committee; and ensure controls are established to effectively manage these;
- Receive reports from the Reconfiguration Programme Committee that address delivery progress, which includes costs, risks, outcome of assurance activities and actions to address recommendations, key decisions as well as specific items as requested by the Reconfiguration & Transformation Committee;
- Ensure that robust and effective governance arrangements are implemented to oversee the delivery of the programme and projects;
- Ensure that effective control and risk management arrangements are implemented to manage delivery of the Programme and Projects;

- Prior to their formal approval, confirm that the appropriate processes have been implemented and assurance activities completed on key programme documents, including, but not limited to:
 - Programme and project delivery plans
 - Outline Business' case
 - Full business case(s)
 - Contract and procurement strategies
 - Contract and Works Procurement documentation;
- Ensure that appropriate internal and external due diligence, using specialist external advice where appropriate, has been completed prior to the appointment of the Contractor; in line with the national procurement processes agreed by the New Hospital Programme;
- Provide advice and support to the identification and effective control of programme and project risks;
- Actively champion internally and externally the investment objectives and benefits of the programme;
- Terms of Reference will be reviewed on a six-monthly basis initially; and after the first year will be reviewed annually.

Duties of members and attendees shall be:

- Attend and contribute;
- Have read the papers and materials in advance and be ready to work with them;
- Actively participate in discussions pertaining to Committee business ensuring that solutions and action plans have multi-disciplinary perspectives and have considered the impact trust –wide;
- Disseminate learning and actions from meetings;
- Attend at least 75% meetings per year.

3 | Membership

VOTING MEMBERS		
Name	Position	Role
Andrew Haynes	Advisor to the Trust Board	Chair
Ballu Patel	NED	Assurance
Prof. Tom Robinson	NED (Dean of the UoL Medical School)	Assurance

Mike Williams	NED	Assurance
Lorraine Hooper	Chief Financial Officer	Executive
Andrew Furlong	Medical Director	Executive
NON VOTING MEMBERS		
Name	Position	Role
Simon Barton	Deputy Chief Executive (Reconfiguration)	SRO for Programme Delivery and Strategy
Andrew Carruthers	Chief Information Officer	Executive Sponsor - Digital
Mike Simpson	Interim Director of Estates and Facilities	Executive Sponsor – Estates and Facilities
Moira Durbridge	Director of Transformation	Executive Sponsor - Transformation
John Jameson	Deputy Medical Director	SRO for Programme Transformation
Nicky Topham	Reconfiguration Programme Director	Reconfiguration Lead
Harsha Kotecha	Healthwatch	Patient 'Voice'
Sarah Prema	CCG Executive Director of Strategy and Planning	System Strategy and Capital
Helen Mather	CCG representative	System Transformation
TBC	General Practitioner (ICS to confirm)	Primary Care Representative
Justin Hammond	Head of UHL Reconfiguration PMO	Reconfiguration PMO Lead
Helen Stokes	Corporate and Committee Services	Committee Administration

4 | Attendance

The membership is not exclusive and there may be times where additional people are invited to attend the meeting such as subject matter experts.

If an individual who is not a member of the UHL Reconfiguration & Transformation Committee has submitted an item to the meeting agenda, they will be invited to the meeting to present their specific item.

5 | Quorum

To be quorate there must be at least three members (or their deputies) of the CORE Committee present; representing the roles as shown below; and there must be 50% attendance from the invited members, one of which must be the Reconfiguration Programme Director or their deputy.

Role	Lead	Deputy
Chair	Non-Executive Director	Non-Executive Director TBC
Programme Delivery SRO	Deputy Chief Executive (Reconfiguration)	Reconfiguration Programme Director
Programme Transformation SRO	Deputy Medical Director	Reconfiguration Clinical Lead for LRI or GH

6 | Reporting Arrangements

A summary paper of the UHL Reconfiguration & Transformation Committee identifying outputs, feedback, key points and risks will be submitted to the Trust Board as and when the Sub-Committee sits.

7 | Links

The Reconfiguration & Transformation Committee will have close links with other Trust Board sub-committees and will work with these groups for advice and support with regard to the implementation of any element of a Reconfiguration scheme falling within their technical remit including :

- Capital Monitoring & Investment Committee
- Audit Committee

- Finance and Investment Committee

8 | Frequency & Administration of Meetings

The Reconfiguration & Transformation Committee will sit a minimum of three times a year; the exact frequency will be determined by the business that needs to be conducted.

Minutes / action notes and an attendance register will be recorded for each meeting and circulated within two weeks by the corporate administration function.

9 | Glossary of Terms

UHL	University Hospitals of Leicester
SRO	Senior Responsible Owner
PCBC	Pre Consultation Business Case
DMBC	Decision Making Business Case
SOC	Strategic Outline Case
OBC	Outline Business Case
FBC	Full Business Case
LLR	Leicester, Leicestershire and Rutland
LRI	Leicester Royal Infirmary
GH	Glenfield Hospital
LGH	Leicester General Hospital
ICU	Intensive Care Unit
OD	Organisational Development