

REPORT TO THE BOARD OF DIRECTORS (PUBLIC)

REPORT TITLE	Revised Board Subcommittee Terms of Reference
AUTHOR	Taff Gidi, Company Secretary
EXECUTIVE SPONSOR	Taff Gidi, Company Secretary
DATE OF MEETING	14 June 2022
PRESENTED FOR	Discussion
ITEM PREVIOUSLY CONSIDERED BY	Each subcommittee reviewed its own terms of reference

Presented For: Definitions

Information	For information only. Not to be discussed at meeting unless members have specific questions.
Discussion	For discussion and possibly future decision. This includes items presented for assurance.
Decision	For approval and/or when any other decision is required

PURPOSE OF THE REPORT

For the Board to approve the revised terms of reference following review by relevant subcommittees.

RISKS RELEVANT TO THE PAPER

Risk ID	Risk Description
N/A	All Strategic Risks.

RISK APPETITE RELEVANT TO THE PAPER

DOMAIN	TRUST RISK APPETITE LEVEL	DESCRIPTION OF RISK APPETITE
Compliance/ Regulatory	Minimal (ALARP) - (as little as reasonably possible) Preference for ultra-safe delivery options that have a low degree of inherent risk and only for limited reward potential	Want to be very sure we would win any challenge. Similar situations elsewhere have not breached compliances.

THE BOARD IS ASKED TO:

- note the process followed for the proposed changes and approve the revised subcommittee terms of reference.

STRATEGIC GOALS THIS REPORT SUPPORTS *(Check all that apply)*

Delivering outstanding care and experience	<input checked="" type="checkbox"/>
Recruiting developing and retaining our workforce	<input checked="" type="checkbox"/>
Improving and developing our services and infrastructure	<input checked="" type="checkbox"/>
Working together with local health and social care providers	<input checked="" type="checkbox"/>
Delivering financial sustainability	<input checked="" type="checkbox"/>

OTHER IMPLICATIONS OF THE PAPER

Legal/ Regulatory Relevance:	Health and Social Care Act 2008 (Regulated Activities) Regulations 2014: Regulation 17 – Good Governance
NHS Constitution Delivery	N/A
Freedom of Information Release	This report can be released under the Freedom of information Act 2000

Equality and Diversity Implications *(Check all that apply)*

Age	Gender	Ethnicity	Disability	Pregnancy/ Maternity	Marriage/ Civil Partnership	Religion/ Belief	Sexual Orientation	Gender Reassignment
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<i>Additional comments</i>								

1. EXECUTIVE SUMMARY

- 1.1 This paper proposes for the Board to approve the revised terms of reference following review by relevant subcommittees.
- 1.2 The table in section 2 below outlines the changes that have been proposed to all the terms of references attached in the appendices including charting the process followed to propose these changes.
- 1.3 Where the proposed changes have a material impact on the role and responsibilities for a specific committee that the Board needs to carefully consider before approving, this is highlighted and any recommendations from the company Secretary specified. The Board should pay specific attention to sections relating to the following committees:
- Audit Committee
 - Performance & Estates Committee
 - Strategy & Transformation Committee
- 1.4 All areas where changes are proposed are highlighted in red in the appendices.

2. PROPOSED CHANGES TO THE TERMS OF REFERENCE

- 2.1 The table below outlines the changes that have been proposed to all the terms of references attached in the appendices including charting the process followed to propose these changes.
- 2.2 Where the proposed changes have a material impact on the role and responsibilities for a specific committee that the Board needs to carefully consider before approving, this is highlighted and any recommendations from the company Secretary specified. The Board should pay specific attention to sections relating to the following committees:
- Audit Committee
 - Performance & Estates Committee
 - Strategy & Transformation Committee

COMMITTEE NAME	PROCESS FOR REVIEW OF TERMS OF REFERENCE
Quality Assurance Committee	Committee completed its Annual Effectiveness Review on 28 March 2022. No changes were suggested from the committee. There have been administrative changes made by the Company Secretary as highlighted in <u>Appendix A</u> . The proposed changes do not alter the role and responsibilities of the committee.
Audit Committee	Committee completed its Annual Effectiveness Review on 10 January 2022. No changes were suggested from the committee. <ul style="list-style-type: none">• There have been administrative changes made by the Company Secretary as highlighted in <u>Appendix B</u>. This includes updating the 'Reports To' section to correct that the Audit Committee Chair does not prepare the Annual Report. The proposed changes do not alter the role and responsibilities of the committee.

<p>People & Culture Committee</p>	<p>Committee completed its Annual Effectiveness Review on 29 March 2022. No changes were suggested from the committee except to note that by agreement with the Board the committee moved from bi-monthly meetings to monthly during the last financial year. There have been other administrative changes made by the Company Secretary as highlighted in <u>Appendix C</u>. The proposed changes do not alter the role and responsibilities of the committee.</p>
<p>Performance & Estates Committee</p>	<p>Committee completed its Annual Effectiveness Review on 25 May 2022. The Board is asked to review the following key changes to the terms of reference:</p> <ul style="list-style-type: none"> • Following transfer of the Estates portfolio from the Chief Operating Officer to the Chief Finance Officer on 1 April 2022, the CFO is now a member of the committee replacing the Chief Medical Officer. • Legal and regulatory compliance is a key aspect of the areas covered by the committee. The Company Secretary proposed addition of the highlighted wording to reflect this. The committee was concerned about the specificity of the wording and asked the Company Secretary to review. The Company Secretary notes that 'relevant' is sufficient specificity for terms of reference as it is not possible to list all of them. <p>There have been other administrative changes made by the Company Secretary as highlighted in <u>Appendix D</u>.</p>
<p>Strategy & Transformation Committee</p>	<p>Committee completed its Annual Effectiveness Review on 11 February 2022 and further reviewed its terms of reference on 6 June 2022. The Board is asked to review the following key changes to the terms of reference:</p> <ul style="list-style-type: none"> • The terms of reference presented recommend reducing the number of Non-Executive members of the committee from 4 to 3 which will bring them in line with all other committees. • There is also a proposal to change the quoracy requirements as shown. The recommendation from the Company Secretary is to have quoracy requirements of 2 Executive and 2 Non-Executive in line with all other committees. <p>There have been other administrative changes made by the Company Secretary as highlighted in <u>Appendix E</u>.</p>
<p>Finance & Digital Committee</p>	<p>Committee completed its Annual Effectiveness Review on 31 January 2022. No changes were suggested from the committee. There have been administrative changes made by the Company Secretary as highlighted in <u>Appendix F</u>. The proposed changes do not alter the role and responsibilities of the committee.</p>

3. CONCLUSION

3.1 The Board is asked to note the process followed for the proposed changes and approve the revised terms of reference attached in the appendices.

3.2 The process for review of terms of reference needs to be strengthened in future years to ensure that this is integrated as part of each committee's Annual Effectiveness Review and that this is completed in a timely way.

APPENDIX A: QUALITY ASSURANCE COMMITTEE TERMS OF REFERENCE

<p>Function</p>	<p>To provide assurance to the Board of Directors that delivery is in line with national and local standards and policy, and Trust plans and objectives, and that where necessary, adequate measures are in place and appropriately progressed to improve the quality of care and to identify and manage sub-optimal performance.</p> <p>To provide professional overview and scrutiny of the systems and processes in place to deliver, monitor and report on the quality of care delivered to patients, including continuous improvement of clinical outcomes.</p> <p>The work of the Committee will contribute to the assurances provided in the annual Quality Account.</p>
<p>Purpose</p>	<ol style="list-style-type: none"> 1. Review the work of Clinical Divisions, Care Quality Directorate domains, relevant committees and trackers and reports for Serious Incidents, the Risk Register, CAS alerts and all Safety Thermometer reports including Adult, Children and Young People and Maternity. In addition review of high and significant quality risks through a rolling programme of attendance to gain assurance of delivery of the trust-wide quality governance strategy and improvement programme. 2. Identify and address issues needing escalation to or from the Audit Committee (process related or internal audit investigation), the Board of Directors and / or the Council of Governors, People and Performance Committee (where performance concerns impact on quality), Quality Governance Operational Committee, Matron's Quality Assurance Forum, Safeguarding Committee, Patient Experience groups, Sustainability and Transformation Plan (STP) and external reviews and visits. 3. Endorse the annual quality improvement priorities and clinical audit programme. Receive regular reports for both to enable monitoring of progress and implementation. 4. Scrutinise and review data quality and commentary in the Quality Report and Operational Performance Dashboard (from a quality perspective) on a monthly basis ensuring that it is accurate, valid, reliable, timely, relevant and complete. 5. Promote a Trust culture that is patient and quality focused, and to review regular results from staff culture and satisfaction surveys (correlating those to patient experience). 6. Ensure clarity around roles, responsibilities and accountabilities of Clinical Divisions (CD) and corporate staff in quality governance leadership roles; and approve and oversee the overall Trust-wide quality governance strategy and framework 7. On a monthly basis, oversee the high and significant risk register entries associated with quality of care at CD and Trust-wide level ensuring that timely and effective action is taken to manage the level of risk. 8. Promote and ensure meaningful engagement with patients and the public around quality of care performance, monitoring and

	<p>developments including the patient complaint process and lessons learned from complaints, litigation, adverse events and PALS, soft intelligence and the Friends and Family Test. Also to ensure that all interactions take into account the diversity of the populations we serve and recognise the unique needs of the communities who have diverse needs around care delivery.</p> <p>9. Oversee the preparation of the Quality Account/Report each year, ensuring that lessons are learned from the scrutiny applied by Internal and External auditors and from feedback provided by key stakeholders.</p> <p>10. Obtain assurance that lessons have been learned and actions completed in relation to plans developed in response to serious incident investigations, external visits and other regulatory reviews/inspections, including CCGs, CQC and NHSI.</p> <p>11. Obtain assurance that new ways of working or changes in service delivery, particularly those associated with financial turnaround, have satisfied a Quality Impact Assessment and that adequate systems have been identified to provide early warning signs of any adverse effects on quality of care and corresponding escalation of concerns.</p> <p>12. Ensure external liaison across the healthcare economy of relevant quality governance issues.</p>
Level of Authority	The committee is authorised to seek any information it requires to carry out the activities set out above
Level of Financial Authority	None – except that commensurate with the performance of its duties.
Reports Received	<p>Quality Report (monthly)</p> <p>Director of Infection Prevention and Control Report (monthly)</p> <p>Risk Register Report (monthly)</p> <p>Board Assurance Framework (monthly)</p> <p>Maternity Report (monthly)</p> <p>Staffing Report (Bi-monthly)</p> <p>Serious Incident Monthly Report (monthly)</p> <p>Learning from SI's Report (monthly)</p> <p>Sepsis Dashboard (monthly)</p> <p>CLAEPP Report (quarterly)</p> <p>Infection Prevention and Control Board Assurance Framework (quarterly)</p> <p>Mortality / Dr Foster Report (quarterly)</p> <p>Trust Quality Improvement Plan (quarterly)</p> <p>Safeguarding Adults, Children's and Young People and LD and Autism Reports (quarterly)</p> <p>CREWS Tracker (six-monthly)</p> <p>CQC Action Plan Update Report (six-monthly)</p> <p>Dementia Report (six-monthly)</p> <p>Research and Development Report (six-monthly)</p> <p>Lincolnshire CCG Action Plan (six-monthly)</p> <p>Governors and Night Walkabout Feedback (six-monthly)</p> <p>Quality Account (annual)</p>

	<p>Chaplaincy Annual Report (annually)</p> <p>Director of Infection Prevention and Control Annual Report (annually)</p> <p>Adult and Children's Safeguarding Annual Report (annually)</p> <p>Clinical Risk Annual Report (annually)</p> <p>PALS and Complaints Annual Report (annually)</p> <p>Volunteers Annual Report (annually)</p> <p>Patient Experience and Carers Annual Report (annually)</p> <p>Non-Medical Education Annual Report (annually)</p> <p>Patient Safety Annual Report (annually)</p> <p>Research and Development Annual Report (annually)</p> <p>Quality Strategy (annually)</p> <p>Cancer Strategy Update (annually)</p> <p>Clinical Audit Plan (annually)</p> <p>Quality Account Priorities (annually)</p>
Reports to	Board of Directors
Links to Other Committees	<p>Hospital Management Committee</p> <p>People and Culture Committee</p> <p>Audit Committee</p> <p>Quality Governance Operational Committee</p> <p>CD Quality Governance Committees</p> <p>Matron's Quality Assurance Forum</p> <p>Safeguarding Committee</p> <p>Patient and Public Voice Partnership</p> <p>The work and effectiveness of the Quality Assurance Committee will be subject to regular (and at least annual) monitoring by the Audit Committee as part of its assurance function</p>
Status	Standing
Frequency and Duration	Monthly, 2.5 hours
Site	Via MS Teams
Minimum Required Attendance	75% of meetings that members are expected to attend e.g. 9/12
Chair	Non-Executive Director
Vice Chair	Non-Executive Director
Standing Agenda Items	<p>Quality and Management Information Reporting – Trustwide</p> <ul style="list-style-type: none"> • Monthly reports for discussion • Monthly reports for information <p>Quality Reports by Clinical Division</p> <p>Compliance Update</p> <p>Quality Strategy and Quality Governance Framework</p>
Minute-taker	Deputy Care Quality Support Manager
Archive responsibility	Deputy Care Quality Support Manager
Quorum	Two Non-Executive Director, Two Executive Directors (including either Chief Medical Officer or Chief Nurse)

Process for Compliance with ToRs	Review of terms of reference initially at six months and annually thereafter Monitoring of committee member attendance and rolling programme attendance
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Agreed date: 28 March 2022

Endorsed by: Board of Directors

Date of endorsement: 14 June 2022

Date of review: 31 March 2023

Date of expiry: 31 March 2025

Members: 3 x Non-Executive Director (including Chair of the committee)
Chief Nurse
Chief Executive Officer
Chief Medical Officer

Co-opted Members: Deputy Chief Nurse, Cambs and Peterborough CCG
Deputy Chief Nurse, Lincolnshire CCG

In attendance: Deputy Chief Nurse
Director of Midwifery
Trust Patient and Public Voice Partnership Group representative
Nominated Governor Observer

Nominated Deputies

~~Use of nominated deputies is desirable but does not fulfil quorum requirements~~
Nominated deputies can attend in agreement with the Chair.

Corresponding Members:

All Board Members are corresponding members who receive papers of the committee.

APPENDIX B: AUDIT COMMITTEE TERMS OF REFERENCE

<p>Function</p>	<p>The main objective of the Committee is to independently contribute to the Board of Directors overall process for ensuring that an effective internal control system is maintained by providing an assurance on the arrangements relating to all internal control activities. The work of the Committee will facilitate the completion of the Annual Governance Statement by the Accountable Officer.</p>
<p>Constitution</p>	<p>The Board of Directors hereby resolves to establish a Committee of the Board of Directors to be known as the Audit Committee (The Committee). The Committee is a non-executive committee of the Board and has no executive powers, other than those specifically delegated in these Terms of Reference.</p>
<p>Membership</p>	<p>The Committee shall be appointed by the Board of Directors from amongst the Non-Executive Directors of the Trust and shall consist of not less than 3 members. One of the members will be appointed Chair of the Committee by the Chairman of the Board of Directors. At least one member shall have recent and relevant financial experience with a professional qualification from one of the professional accountancy bodies. In the absence of one of the 3 members, another non-executive director can be asked to deputise. The Chairman cannot be a member of the Audit Committee.</p>
<p>Attendance</p>	<p>The Director of Finance, Company Secretary and any other deputies they nominate together with representative(s) of Internal Audit and the External Auditors shall normally attend meetings.</p> <p>Other directors and officers of the Trust will be invited to attend as required depending on the agenda. Invitations to attend will be issued as soon as possible. Reasons for non-availability need to be submitted to the Chair of the Committee. These reasons will be noted at the meeting.</p> <p>The Chief Executive and Chairman will be formally invited to attend separate meetings of the Committee at least annually.</p> <p>A Governor will attend meetings as an observer, as a means through which the Council of Governors can receive, as the appointing body, assurance on the performance of the External Auditors as well as assurance on the Trust's overall systems of internal control.</p> <p>Committee members may wish to meet with the External and Internal Auditors alone, without any others being present, to ensure a confidential channel of communication for raising any issues of concern. Arrangements will be made for this to take place on the day of Audit Committee meetings. This will take place at least once a year.</p>

<p>Level of authority</p>	<p>The Committee is authorised by the Board of Directors to investigate any activities 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.</p> <p>The Committee is authorised by the Board of Directors to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.</p>
<p>Level of financial authority</p>	<p>None – except that commensurate with the performance of its duties</p>
<p>Duties</p>	<p>The duties of the Committee are as follows:</p> <p><u>Governance, Risk Management and Internal Control</u></p> <p>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 Trust’s activities (both clinical and non-clinical), that supports the achievement of the Trust’s objectives.</p> <p>In particular, the Committee will review the adequacy of:</p> <ul style="list-style-type: none"> • all risks and control related disclosure statements (in particular the Annual Governance Statement, and processes required for self-certification required by NHS Improvement, and declarations of compliance with the Care Quality Commission Standards), 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 management of principal risks and the appropriateness of the above disclosure statements • the policies and procedures for ensuring compliance with relevant regulatory, legal and code of conduct requirements including but not limited to the Trust’s Licence, NHS Improvement’s Code of Governance, statutory Information Governance requirements, the NHS Constitution and the Trust’s constitution • the process for the determination of any changes to the Trust’s constitution

- the policies and procedures for all work related to fraud and corruption as set out in any directions by NHS Improvement, and as required by the NHS Counter Fraud Service and implemented by the Trust's nominated counter-fraud specialist.

In carrying out this 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 overarching 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 consisting of the Board Assurance Framework, the Trust's risk reporting framework, Audit Committee work programme and Internal and External Audit annual plans, to guide its work and that of the audit and assurance functions that report to it.

The Audit Committee will consider the Trust's draft annual report and accounts, along with the external auditor's report to those charged with governance (the ISA260 report), and will determine any further action to be taken, including the management response to matters raised by the External auditors. For the avoidance of doubt:

- the Finance Director will then present the annual accounts to the Board of Directors for approval, having incorporated any amendments required by the Audit Committee.
- the Company Secretary will present the annual report to the Board of Directors for approval, having incorporated any amendments as required by the Audit Committee.
- the Chief Nurse will present the quality account to the Board of Directors having incorporated any amendments required by the Quality Assurance Committee, who have responsibility for assuring that the quality account fulfils the required national reporting standards set out by NHS Improvement and the Care Quality Commission
- the Chair of the Audit Committee will present the auditor's report to those charged with governance (the ISA 260 report) to the Board of Directors at the same time as the annual accounts are being considered. The auditor's report and the annual report and accounts and the Audit Committee annual report will also be presented to the Council of Governors at a public meeting.

For the avoidance of doubt, the Charitable Funds Committee will consider the interim statements and draft annual accounts for the Trust's Charitable Funds. The Finance Director will then present the annual charitable fund accounts to the Trustees for approval, having incorporated any amendments required. The Chair of the Charitable

Funds Committee will present the auditor's report to those charged with governance (the ISA 260 report) to the Trustees at the same time as the annual charitable fund accounts are being considered. The charitable fund accounts will be made available at a public meeting of the Trust.

Internal Audit

The Committee shall ensure that there is an effective internal audit function established by management that meets mandatory Public Sector Internal Audit Standards and provides appropriate independent assurance to the Audit Committee, Chief Executive and Board of Directors. 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 ensuring co-ordination between the Internal and External Auditors to optimise audit resources
- ensuring that the Internal Audit service is adequately resourced and has appropriate standing within the organisation
- annual review of the effectiveness of internal audit
- follow-up on recommendations.

External Audit

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

- consideration of the appointment and annual performance of the External Auditor, and making

recommendations to the Council of Governors regarding appointment, audit fee and any questions of resignation and dismissal

- 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 Auditor 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
- review of any non-audit work undertaken to assure the Audit Committee of the ongoing independence of the External Audit function.

Other Assurance Functions

The Audit Committee shall ensure the findings of other significant assurance functions, both internal and external to the organisation, are reviewed appropriately and consider the implications to the governance of the organisation.

These assurances will include, but will not be limited to, any reviews by Department of Health Arm's 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.)

The Audit Committee is responsible for overseeing the arrangements for assurance across the whole Trust within a single framework and relies on the work of the Quality Assurance and Finance and Performance Committees. This is achieved as follows:

- the chairs of the Quality Assurance Committee and Finance and Performance Committee and other standing committees of the Board of Directors will provide an annual report to the Audit Committee describing the assurance work undertaken and any control weaknesses identified

	<ul style="list-style-type: none"> • the annual Clinical Audit Plan is reviewed by the Quality Assurance Committee and presented to the Audit Committee by the relevant manager • the Quality Account is reviewed by the Quality Assurance Committee before being presented to the Audit Committee and the Board • whilst all Internal Audit reports are reviewed in the first instance by the Audit Committee, the Quality Assurance and Finance and Performance Committees oversee implementation of agreed recommendations within their respective areas • the Finance and Performance Committee reviews the achievement of benefits realisation for Board approved investments • the Audit Committee will keep under review the effectiveness of its relationships with the Quality Assurance and Finance and Performance Committees to ensure that assurances to the Board are consistent with the requirements of the Board Assurance Framework, that processes are complementary and that they operate within a single independent framework which the Audit Committee oversees. <p>The Committee shall request and review reports and assurances from directors and managers on the overall arrangements for governance, risk management and internal control.</p> <p>The Committee may also request specific reports from individual functions within the organisation as they may be appropriate to the overall arrangements.</p>
Relationships	Internal Audit, External Audit and Counter Fraud Services have the ability to approach the Chair of the Audit Committee, at any reasonable time outside the meetings, to be able to raise issues of concern.
Reports to	<p>Board of Directors through committee assurance reports</p> <p>The Chair of the Audit Committee will prepare an annual report on the work of the Audit Committee, and will present the report to the Board of Directors (in April) and the first Council of Governors meeting following the Annual Report and Accounts being laid before Parliament. The Annual Report and Accounts will as a minimum, satisfy NHS Improvement's requirements included in the Annual Reporting Manual and the requirements of the Department of Health's Group Accounting Manual. The Audit Committee Report will</p>

	<p>demonstrate the Audit Committee's ongoing development and outline requirements for the following year.</p> <p>The Chair of the Audit Committee will report to the Board of Directors after each meeting on any areas of concern reviewed by the Committee. This will be through the Company Secretary's monthly report.</p>
Links to other committees	<p>The minutes of Audit Committee meetings shall be formally recorded and submitted to the Board of Directors.</p> <p>Specific committees of the Trust will review audits related to their work to ensure findings are integrated with their operational roles. Emerging issues may be reported to the Audit Committee by members, attendees or other Trust committee members.</p>
Status	Statutory Standing Committee
Frequency and duration	<p>Meetings shall be held not less than four times a year. The External Auditor or Chief Internal Auditor may request a meeting if they consider that one is necessary.</p> <p>An additional special meeting will be held to approve the Annual Report and Accounts which will be attended by the Chair and Chief Executive, Chair of Finance & Digital Committee or nominated representatives.</p>
Minimum required attendance	75% of meetings per member per year
Chair	A Non-Executive Director
Standing Agenda Items	<p>Corporate Governance Risks Internal Audit Report External Audit Report Local Counter Fraud Report Losses and Special Payments Waivers</p>
Minute taker and archive responsibility	Executive Assistant to Directors as assigned
Additional support and monitoring	<p>Company Secretary will act in support of the Audit Committee</p> <p>The Chair will ensure that the requirements of the terms of reference are met at each meeting</p> <p>Minutes of the Audit Committee will be circulated to the Board of Directors</p> <p>Arrangements for the Audit Committee will be reviewed against key sources of external advice including those from NHS Improvement,</p>

	Department of Health and bodies who issue standards of best practice e.g. ICASA, FRC, HfMA
Quorum	Minimum of 2 Non-Executive Directors

Approved by Audit Committee
Approved 17 January 2022
Endorsed by Board of Directors
Date 14 June 2022
Review date 31 January 2023
Expiry date 31 January 2025

Membership 3 x Non-Executive Directors (including committee Chair)

In Attendance Chief Finance Officer
 Company Secretary
 Deputy Finance Director
 Assistant Director (Financial Services)
 Associate Director of Governance & Risk
 Director of Procurement
 Internal Audit Representation
 External Audit Representation
 Counter Fraud Representation
 Nominated Governor Observer

If a meeting would not otherwise be quorate, the committee Chair will ask other non-executive director(s) to attend in their place. (Note: This does not include the Trust Chair, who is ineligible to be a member of the Audit Committee.)

Nominated deputies can attend in agreement with the Chair.

Corresponding Members:

All Board Members are corresponding members who receive papers of the committee.

APPENDIX C: PEOPLE AND CULTURE COMMITTEE TERMS OF REFERENCE

<p>Function</p>	<p>The People and Culture Committee (PCC) is a Committee of the Board of Directors (Board), established to provide assurance to the Board that the Trust has appropriate and effective strategies and plans relating to workforce, education, organisational development and culture, so as to enable the Trust to meet its Strategic Objectives.</p>
<p>Purpose</p>	<p>The specific responsibilities of the Committee are as follows:</p> <p>Provide oversight of the Trust's People and Culture leadership, management and delivery, and provide focus on specific issues where the Trust's performance in these areas is showing a deterioration or there are issues of concern.</p> <p>Monitor the effectiveness of the Trust's operational workforce, education and culture reporting systems ensuring that the Board is assured of continued compliance through its annual reporting and reporting by exception where required.</p> <p>Review the Trust's strategic and operational delivery against its annual plan, and other relevant strategies, and to monitor any necessary corrective planning and action as required from both internal oversight and external regulatory and NHS compliance.</p> <p>Provide overview and scrutiny to the development of the medium and long term workforce and culture delivery plans including the NHS People Plan.</p> <p>Oversight of the delivery of the Good to Outstanding Programme.</p> <p>Oversight of professional education, training and development data, plans and reports.</p> <p>Oversight of Health, Safety and Security data, plans and reports.</p> <p>Oversight of equality, diversity and inclusion data, plans and reports, ensuring compliance with the Equality Act 2010 and other relevant regulations and monitor that the Trust is in compliance with relevant statutory reporting requirements.</p> <p>Review the workforce and culture performance indicators relevant to the remit of the Committee. These will include data for all staff groups including medical and non-medical.</p> <p>Promote innovation and improvement in the Trust's management of its workforce to enhance staff experience and outcomes. To ensure that the Trust has effective and up-to-date workforce and organisational development policies and procedures.</p> <p>Other Responsibilities</p>

	<p>Consider any relevant risks within the Board Assurance Framework and high / significant risks as they relate to the remit of the Committee, as part of the reporting requirements, and to report any areas of significant concern to the Audit Committee or the Board as appropriate.</p> <p>Undertake any other responsibilities as delegated by the Trust Board.</p>
Level of Authority	<p>The Committee may investigate, monitor and review any activity within its terms of reference. It may seek information from employees and employees are directed to co-operate with requests made by the Committee.</p> <p>The Committee may secure the attendance of any individual with relevant experience and expertise if it considers this necessary. The Committee may seek to commission external specialist advice within policy and within budget.</p> <p>The Committee may approve proposals with financial implications, within its delegated authority and within policy and budget. The Committee will make recommendations to the Board on proposals outside its delegated authority. The Committee shall inform the Board of all decisions taken.</p>
Reports Received	<p>Monthly People and Culture performance Report Monthly key issues report from the Workforce Operational Committee and relevant sub committees for Medical and Non-Medical staff groups. Quarterly report on key issues and assurance on Equality, Diversity and Inclusion Monthly Risk Report/BAF Annual Equality, Diversity and Inclusion statutory reporting.</p>
Reports to	Board of Directors through committee assurance reports
Links to Other Committees	<p>Report on the People and Culture Committee will be provided to Audit Committee as part of the Annual Report on the effectiveness of the Trust's systems of internal control.</p> <p>The Chairs of all Board Committees will liaise to ensure that any cross-over between agendas is effectively managed.</p>
Status	Standing
Frequency, Duration and Location	Monthly - Meeting frequency and timing may be changed by agreement with the membership. The location of the Committee meeting shall normally be at Peterborough City Hospital (or on MS Teams) and rotated to other NW Anglia sites when site specific issues so required.
Minimum Required Attendance	75% of meetings per member per year
Chair	A Non-Executive Director

Vice Chair	A Non-Executive Director
Standing Agenda Items	Apologies for absence and Declaration of Interests Minutes of last meetings Workforce Performance Report Medical Workforce Key Issues Report Non-Medical Key Issues Report Health and Safety issues Report Monthly Risk Report/BAF Assurance report on delivery of the Trust People Plan Any Other Business
Minute-taker	EA to Chief People Officer
Archive responsibility	EA to Chief People Officer
Quorum	A quorum shall be at least 4 members, including 2 Non-Executive and 2 Executive Directors.
Process for Compliance with ToRs	The Committee shall undertake an annual self-assessment and agree an improvement plan resulting from the self-assessment as part of the systems of internal control.

Agreed date: 29 March 2022 (People & Culture Committee)

Endorsed by: Board of Directors

Date of endorsement: 14 June 2022

Date of review: 31 March 2023

Date of expiry: 31 March 2025

Membership: 3 x Non-Executive Director (including committee Chair)
Chief People Officer
Chief Nurse
Chief Medical Officer

In attendance: Deputy Chief People Officer
Deputy Chief Nurse - as required
Deputy Medical Director – as required
Nominated Governor Observer

Nominated deputies can attend in agreement with the Chair.

Corresponding Members:

All Board Members are corresponding members who receive papers of the committee.

APPENDIX D: PERFORMANCE AND ESTATES COMMITTEE TERMS OF REFERENCE

<p>Function</p>	<p>The Performance and Estates Committee (PEC) is a Committee of the Board of Directors (Board), established to provide assurance to the Board on its responsibilities for integrated operational oversight and ensuring that the Trust is well managed and effective in its delivery of the Trusts Operational Performance and its estates and facilities functions and services. The committee will also monitor compliance with all relevant laws, regulations and standards.</p>
<p>Purpose</p>	<p>The specific responsibilities of the Committee are as follows.</p> <p>Performance</p> <p>Provide oversight of the Trust’s operational management and performance, and provide focus on specific issues where the Trust’s performance is showing a deterioration or there are issues of concern.</p> <p>Monitor the effectiveness of the Trust’s operational performance management reporting systems ensuring that the Board is assured of continued compliance through its annual reporting and reporting by exception where required.</p> <p>Review the Trust’s operational performance management against its annual plan and other relevant strategies and to monitor any necessary corrective planning and action as required from both internal oversight and external regulatory and contractual compliance.</p> <p>Provide overview and scrutiny to the development of the medium and long term operational performance management plans.</p> <p>Review the performance indicators relevant to the remit of the Committee.</p> <p>Estates and Facilities</p> <p>To ensure the Trust Estate remains statutorily compliant and that there are effective systems in place to provide the Board with assurance of the Trust estate’s statutory compliance.</p> <p>To oversee the planning and delivery of the Trust’s planned maintenance programme including oversight of service issues requiring further attention or escalation.</p> <p>To have oversight of all Soft FM services to monitor performance, ensure effective monitoring of contractual arrangements and ensure that relevant tender processes are managed in line with best practice.</p> <p>To ensure appropriate participation in, and completion of, relevant annual returns; ensuring that these are approved before submission where relevant.</p>

	<p>Monitor the effectiveness of the Trust’s estates and facilities managements management reporting systems via the Premises Assurance Model (PAM) Tool; ensuring that the Board is assured of continued compliance through its annual reporting and reporting by exception where required.</p> <p>To ensure that the Trust Estates and facilities services have effective and up-to-date policies and procedures.</p> <p>To receive relevant reports on PFI arrangements across all relevant Trust sites and be assured that effective PFI arrangements are in place.</p> <p>To receive assurance that robust PFI contract management arrangements are in place including ensuring that variations are approved in line with Standing Financial Instructions and other relevant Trust procedures.</p> <p>The committee will ensure that controls are in place for monitoring that variations are reviewed on a regular basis to ensure that value for money is continually achieved.</p> <p>The committee will ensure that controls are in place for monitoring expired variations on a regular basis.</p> <p>Other Responsibilities Consider any relevant risks within the Board Assurance Framework and high / significant risks as they relate to the remit of the Committee, as part of the reporting requirements, and to report any areas of significant concern to the Audit Committee or the Board as appropriate.</p> <p>Undertake any other responsibilities as delegated by the Trust Board.</p>
<p>Level of Authority</p>	<p>The Committee may investigate, monitor and review any activity within its terms of reference. It may seek information from employees and employees are directed to co-operate with requests made by the Committee.</p> <p>The Committee may secure the attendance of any individual with relevant experience and expertise if it considers this necessary. The Committee may seek to commission external specialist advice within policy and within budget.</p> <p>The Committee may approve proposals with financial implications, within its delegated authority and within policy and budget. The Committee will make recommendations to the Board on proposals outside its delegated authority. The Committee shall inform the Board of all decisions taken.</p>
<p>Reports Received</p>	<p>Monthly Operations Report Monthly Estates Management Report Monthly key issues report from the Facilities Assurance Meeting Monthly Risk Report</p>

Reports to	Board of Directors through committee assurance reports
Links to Other Committees	Report on the Performance and Estates Committee will be provided to Audit Committee as part of the Annual Report on the effectiveness of the Trust's systems of internal control. The Chairs of all Board Committees will liaise to ensure that any cross-over between agendas is effectively managed.
Status	Standing
Frequency, Duration and Location	Meeting frequency and timing may be changed by agreement with the membership. The location of the Committee meeting shall normally be at Peterborough City Hospital and rotated to other NW Anglia sites when site specific issues so required.
Minimum Required Attendance	75% of meetings
Chair	A Non-Executive Director
Vice Chair	A Non-Executive Director
Standing Agenda Items	Apologies for absence and Declaration of Interests Minutes of last meetings Operational Performance Report Estates Management Report Facilities Assurance Meeting Key Issues Report Monthly Risk Report Any Other Business
Minute-taker	EA to Chief Operating Officer
Archive responsibility	EA to Chief Operating Officer
Quorum	A quorum shall be at least 4 members, including 2 Non-Executive and 2 Executive Director.
Process for Compliance with ToRs	The Committee shall undertake an annual self-assessment and agree an improvement plan resulting from the self-assessment as part of the systems of internal control.

Agreed date: 27 May 2022 (Performance & Estates Committee)
Endorsed by: Board of Directors
Date of endorsement: TBC
Date of review: 27 May 2022
Date of expiry: 31 March 2023

Membership: 3 x Non-Executive Director (Including committee Chair)
Chief Operating Officer

Chief People Officer
Chief Finance Officer

In attendance: Deputy Chief Operating Officer(s)
Estates and Facilities Director
Nominated Governor Observer

Nominated deputies can attend in agreement with the Chair.

Corresponding Members:

All Board Members are corresponding members who receive papers of the committee.

APPENDIX E: STRATEGY & TRANSFORMATION COMMITTEE TERMS OF REFERENCE

<p>Function</p>	<p>The Board of Directors has agreed, in line with the Trust constitution, the establishment of the Strategy and Transformation Committee. The Committee will provide assurance and identify any issues to the Trust Board in relation to the delivery of the Trust Strategy and Transformation agenda. In doing so the Strategy and Transformation Committee will:</p> <ul style="list-style-type: none"> • Lead the development and updating of the trust’s five year strategy prior to submission to the trust board and use strategic opportunities to drive change in line with the Trust’s vision • To drive the development and updating of the Trust’s commercial strategy, prior to submission to the Board of Directors • To ensure appropriate arrangements are in place for the review of significant business cases and tender responses in support of the Trust’s commercial strategy • To review market share trends and ensure appropriate action is taken in response to the trust strategy • To be responsible for establishing the selection criteria, selecting, approving and setting the terms of reference for any independent consultants who advise the Committee • provide assurance to the Board of Directors on compliance against the Strategic Development requirements of the Single Oversight Framework • Scrutinise the development of proposals to deliver long term financial and clinical sustainability for the Trust which also support the sustainability of the wider Local Health Economy and deliver patient benefit. • The Committee also provides assurance that planning processes deliver a safe, effective transition and transformation plan for existing services, in the context of strategic changes. • Provide the Strategy for delivery; guidance on monitoring priorities and have responsibility for providing all the necessary Executive support to ensure the transformation programme succeeds.
<p>Purpose</p>	<p><u>Sustainability & Transformation</u> Identify strategic opportunities arising at STP and national level whilst ensuring transformation schemes are developed and delivered to support sustainability not only within the trust but in the local integrated health and care system.</p> <p>Receive regular updates on the implementation on of the strategic programmes and system wide developments. Additional options that support long term sustainability. Monitor progress against major projects like redevelopment of sites. Monitor progress against the Transformation Priorities as identified in the trust Transformation Plan.</p> <p><u>Compliance</u></p>

	<p>Take an overview of and demonstrate compliance with strategic planning assumptions and documentation required by NHS Improvement</p> <p>Keep under review and ensure compliance with transactions guidance</p> <p>Review the requirements for annual plan submissions to NHS Improvement</p> <p><u>Internal Planning and Delivery</u></p> <p>Review Trust-wide strategic objectives prior to discussion by joint Board of Directors/Council of Governors meeting</p> <p>Ensure risks to achievement of strategic and transformation plan are identified and monitored through the Trust's Board Assurance Framework and /or the risk register.</p> <p><u>Communication and Engagement</u></p> <p>Ensure the Trust communicates and engages effectively with internal and external stakeholders regarding its strategic priorities and programmes.</p> <p>Provide clarity regarding those areas that are commercially sensitive.</p>
Level of Authority	To make recommendations to the Board of Directors
Level of Financial Authority	None
Reports Received	<p>Progress on review and development of medium and long term strategy</p> <p>Annual planning report</p> <p>Transformation priorities progress</p> <p>Major development projects</p> <p>Updates from the North Alliance /ICO</p>
Reports to	Board of Directors through committee assurance reports
Links to Other Committees	<p>Hospital Management Committee</p> <p>Council of Governors</p> <p>Quality Assurance Committee (in terms of assurance on the impact of the project against quality delivery)</p> <p>Finance and Digital Committee (in terms of assurance and scrutiny on financial planning assumptions)</p> <p>North Place Board</p> <p>System Strategy and Planning Committee</p> <p>ICB</p>
Status	Standing
Frequency and Duration	Bi monthly
Site	Flexible between Peterborough and Hinchingsbrooke Hospitals
Minimum Required Attendance	Members are expected to attend 75% of meetings
Chair	Non-Executive Director
Vice Chair	Non – Executive Director
Standing Agenda Items	<p>Declaration of any perceived or actual conflicts of interest</p> <p>Reports from the following:</p> <p>Strategic changes and developments</p> <p>Transformation schemes</p> <p>Major development projects</p>

	North Alliance /ICO Updates from: NHSI/E STP/ICS Board
Minute-taker	Major Projects Support Manager
Quorum	Quorum of five members as follows <ul style="list-style-type: none"> • Two non-executive director • Three executive directors
Process for Compliance with ToRs	The terms of reference are to be reviewed annually as part of the annual effectiveness review.

Agreed date: 6 June 2022 Strategy & Transformation Committee

Endorsed by: Board of Directors

Date of endorsement: 14 June 2022

Date of review: March 2023

Date of expiry: March 2025

Membership: 3 x Non-Executive Directors (including committee Chair)
Chief Executive Officer
Chief Strategy and Transformation Officer.
Chief Finance Officer
Chief Medical Officer

In Attendance: Company Secretary
Executive Directors (as SROs for transformation programmes)
Deputy Chief Strategy and Transformation Officer
Head of Strategy & Major Projects
Programme Director for HH Development (as required)
Estates and Facilities Director (as required)
Lead Governor (Observer)

Nominated deputies can attend in agreement with the Chair.

Corresponding Members:

All Board Members are corresponding members who receive papers of the committee.

APPENDIX F: FINANCE & DIGITAL COMMITTEE TERMS OF REFERENCE

Function	The Finance and Digital Committee (FDC) is a Committee of the Board of Directors (Board), established to provide assurance to the Board on its responsibilities for integrated financial oversight, ensuring that the Trust is financially well managed and the effective use of resources. The committee also provides assurance on all digital matters; including Information Management & Technology, Information Services and Information Governance.
Purpose	Finance

To recommend the Trust's Annual Financial Plan and Budgets to the Board in line with the Trust's agreed financial planning and budget-setting timetable.

To review financial plans and strategies and ensure they are consistent with the Trust's overall objectives and plans and consistent with the wider Sustainability and Transformation Partnership's plans.

To monitor financial performance against budgets and targets, considering trends to date and forecasts of monthly and year end positions and test the quality of forecasting. Further, to monitor the detailed monthly income and expenditure position considering significant variations from approved budgets and ensuring any corrective action required is taken.

To monitor and test any financial recovery plans as required by the Board, NHS Improvement/England or others.

To monitor the delivery of the Trust's annual capital programme and gain assurance of goal achievement, and avoidance of overspend.

To review cash and capital positions and to make recommendations to the Board in respect of management and borrowing and to review the need for different approaches.

To develop and review financial, treasury management and investment policies and procedures in accordance with the agreed review programme and make recommendations to the Board on adoption.

To approve Cost Improvement Programme (CIP) strategic direction and monitor and comment on performance.

To keep the form and content of the Board's financial reports under review, recommending changes as appropriate in line with guidance and best practice.

To regularly review and endorse the Trust's long-term financial model and to recommend approval by the Board.

To monitor and review the adequacy of the Trust's financial risk assessments, assumptions, sensitivities, mitigation plans and contingencies.

To monitor and test the management of financial risk identified on the corporate risk register and escalate issues to the Board as appropriate.

To review procurement strategy and test delivery of quantified goals in line with Carter Regulations.

To review / monitor the progress of implementation of finance related Internal Audit recommendations made to the Trust.

To monitor, review and recommend to the Board, the Trust's delegated authorities (Financial).

To develop, recommend to the Board and oversee the business case approvals process:

- a) Approving/recommending business cases for investment in line with SFI's and the Trust's scheme of delegation
- b) Approving and monitoring appropriate metrics / measures
- c) Reviewing investment outcomes through post-implementation evaluation.

To ensure appropriate stakeholder involvement in financial decision making processes.

To receive and review comparative/benchmarked cost and other financial information, including patient level costing and service line reporting.

Digital

Provide overview and scrutiny to the development of the medium and long term digital strategies and plans.

Oversight of performance on Information Management & Technology against agreed key indicators.

Review and monitor delivery against major milestones for digital projects, once authorised, and to receive post-implementation reviews.

To ensure the Trust has plans for and is implementing relevant sections of the NHS Long Term Plan and enable digital transformation in the Trust.

To monitor and test the management of digital risks identified on the corporate risk register and escalate issues to the Board as appropriate.

Information Governance

Review the Trust's information governance against its annual plan and other relevant strategies and to monitor any necessary corrective planning and action as required from both internal oversight and external regulatory compliance.

Oversee implementation and compliance with the requirements of the Data Protection Act 2018 and GDPR and that there are effective systems in place to provide the Board with assurance of the Trust's statutory compliance.

	<p>Oversee participation, implementation and review of the best practice and regulatory requirements set out by the Information Commissioner's Office and NHSX.</p> <p>Ensure the Trust has effective and up-to-date information governance policies and procedures.</p> <p>Ensure that the Trust has robust systems in place for reporting, investigating and learning from information governance incidents.</p> <p>To ensure appropriate participation in, and completion of, relevant annual returns; ensuring that these are approved before submission where relevant; including the Data Security and Protection Toolkit.</p> <p>Monitor compliance with key performance indicators including mandatory training, FOIs and subject access requests.</p> <p>Have oversight of relevant improvement plans and ensure these are implemented and embedded.</p> <p>Other Responsibilities Consider any relevant risks within the Board Assurance Framework and Strategic Risk Register as they relate to the remit of the Committee, as part of the reporting requirements, and to report any areas of significant concern to the Audit Committee or the Board as appropriate.</p> <p>Undertake any other responsibilities as delegated by the Trust Board.</p>
Level of Authority	<p>The Committee may investigate, monitor and review any activity within its terms of reference. It may seek information from employees and employees are directed to co-operate with requests made by the Committee.</p> <p>The Committee may secure the attendance of any individual with relevant experience and expertise if it considers this necessary. The Committee may seek to commission external specialist advice within policy and within budget.</p>
	<p>The Committee may approve proposals with financial implications, within its delegated authority and within policy and budget. The Committee will make recommendations to the Board on proposals outside its delegated authority.</p> <p>The Committee shall inform the Board of all decisions taken.</p>
Reports Received	<p>Monthly Finance Report Monthly Cost Improvement Programme Report Quarterly Procurement Strategy Report Quarterly Service Line Reporting Monthly Digital Report</p>

Reports to	Board of Directors through committee assurance reports
Links to Other Committees	Investment Management Group Digital Delivery Group
	Information Management Group Annual Report of Finance will be provided to Audit Committee
Status	Standing
Frequency, Duration and Location	Monthly - Meeting frequency and timing may be changed by agreement with the membership. The location of the Committee meeting shall normally be at Peterborough City Hospital and rotated to other NW Anglia sites when site specific issues so require.
Minimum Required Attendance	75% of meetings
Chair	A Non-Executive Director
Vice Chair	A Non-Executive Director
Standing Agenda Items	Apologies for Absence and Declaration of Interests Minutes of last meetings Monthly Finance Board Report Monthly Cost Improvement Programme Report Quarterly Procurement Strategy Report Quarterly Service Line Reporting Update Investment Appraisals / Business Cases for approval Monthly Digital Report Any Other Business
Minute-taker	EA to Chief Finance Officer
Archive responsibility	EA to Chief Finance Officer
Quorum	A quorum shall be at least 4 members, including 2 Non-Executive and 2 Executive Directors.
Process for Compliance with ToRs	The Committee shall undertake an annual effectiveness review including review of terms of reference.

Agreed date: 31 January 2022 (Finance & Digital) Committee

Endorsed by: Board of Directors

Date of endorsement: 14 June 2022
Date of review: 31 January 2023
Date of expiry: 31 January 2025

Membership: 3 x Non-Executive Director (including committee Chair)
Chief Finance Officer
Chief Strategy and Transformation Officer
Chief Operating Officer

In attendance Deputy Director of Finance
Assistant Director of Finance
Chief Digital and Information Officer
Nominated Governor Observer

Nominated deputies can attend in agreement with the Chair.

Corresponding Members:

All Board Members are corresponding members who receive papers of the committee.