

<b>Board of Directors - Terms of Reference</b>		
<b>Meeting</b>	Board of Directors	
<b>Date</b>	05/02/2020	<b>Agenda item</b> 13
<b>Lead Director</b>	Alison Hughes, Director of Corporate Affairs	
<b>Author(s)</b>	Alison Hughes, Director of Corporate Affairs	
<b>Action required</b> (please tick the appropriate box)		
<b>To Approve</b> <input checked="" type="checkbox"/>	<b>To Discuss</b> <input type="checkbox"/>	<b>To Assure</b> <input type="checkbox"/>
<b>Purpose</b>		
The purpose of this paper is to provide the Board of Directors with an updated Terms of Reference to include the new Chief Strategy Officer as a non-voting member of the Board and to reference the attendance of the Associate Director of Adult Social at board meetings to provide specialist and professional advice.		
<b>Executive Summary</b>		
The Terms of References describe the purpose and structure of the Board of Directors and the Committees respectively.  The revised Terms of References are attached.		
<b>Risks and opportunities:</b> There are no risks identified.		
<b>Quality/inclusion considerations:</b> Quality Impact Assessment completed and attached <input type="checkbox"/> No Equality Impact Assessment completed and attached <input type="checkbox"/> No The terms of reference describe the function and responsibilities of the statutory board to ensure delivery against the NHS Provider Licence and as included in the Trust's Corporate Governance Manual.		
<b>Financial/resource implications:</b> There are no financial or resource implications.		
<b>Trust Strategic Objectives</b> <i>Please select the top three Trust Strategic Objectives that this report relates to, from the drop down boxes below.</i>		
<input type="checkbox"/> Our Populations - outstanding, safe care every time	<input type="checkbox"/> Our People - improving staff engagement	<input type="checkbox"/> Our Performance - delivering against contracts and financial requirements
<b>Board of Directors is asked to</b>		
The Board of Directors is asked to approve its updated Terms of Reference		
<b>Report history</b>		
<b>Submitted to</b>	<b>Date</b>	<b>Brief summary of outcome</b>
Board of Directors	01/07/2019	The revised ToR were approved by the Board of Directors.

## **Board of Directors - Terms of Reference**

### **Introduction**

1. These Terms of Reference outline the constitution and modus operandi of the Board of Directors of Wirral Community Health and Care NHS Foundation Trust. The Trust has Standing Orders for the practice and procedures of the Board of Directors (Annex 7 of the FT constitution). For the avoidance of doubt, those Standing Orders take precedence over these terms of reference.
2. Every NHS Foundation Trust should be headed by an effective Board of Directors. The Board is collectively responsible for the performance of the NHS Foundation Trust.

### **Constitution**

3. The Constitution of Wirral Community Health and Care NHS Foundation Trust conforms to the requirements laid down in the National Health Service Act 2006, with a Chair, Executive Directors and Non-Executive Directors as well as the Health and Social Care Act 2012.
4. All Board members have a duty to comply with these terms of reference and commit to participate actively in the work of the Board of Directors.
5. The Board of Directors will function as a corporate decision-making body, considering the key strategic issues facing the trust in carrying out its statutory and other functions. All business shall be conducted in the name of Wirral Community Health and Care NHS Foundation Trust.

### **Guiding Principles**

6. Directors and staff are expected to observe the Nolan principles of public life of selflessness, integrity, objectivity, accountability, openness, honesty and leadership.
7. The Board of Directors will have due regard to the NHS Leadership Academy 2013 guidance 'The Healthy NHS Board', by undertaking the following:
  - The formulation of strategy
  - Ensuring accountability
  - Shaping a healthy culture
8. The Board of Directors will lead on the promotion of observance by the Trust of the principles of Duty of Candour for healthcare providers.
9. The Board will at all times operate in a manner which accords with agreed Board behaviours.
10. In conducting its business, the Board of Directors will at all times seek to promote its commitment to equality diversity and human rights by the creation of an environment that is inclusive of both our staff and people who use our services including those who have protected characteristics and those who are vulnerable in the community.

## **Role & Duties**

11. The Board of Directors of Wirral Community Health and Care NHS Foundation Trust has a schedule of matters reserved to the Board. These are set out in Section C of the Corporate Governance Manual - Schedule of Reservation and Delegation.
12. The general duty of the Board of Directors and of each Director individually, is to act with a view to promoting the success of the organisation so as to maximise the benefits for the patients and members of the trust as a whole and for the population served.
13. The specific duties applicable to the Board of Directors are as follows;

## **Leadership**

- Establish and articulate a clear vision and actively endorse the organisation's values, while ensuring its obligations to governors, patients, the local community and regulators are understood and met
- Provide leadership within a framework of prudent and effective controls which enable risk to be assessed and managed
- Take corporate responsibility for all the trust's activity
- Take responsibility for adding value to the organisation by promoting its success through the direction and supervision of its affairs

## **Strategy**

- Establish the organisation's strategic aims, and at least annually take into consideration the view of the Council of Governors, ensuring the necessary financial and human resources are in place for it to meet its priorities and objectives, and reviewing progress
- Monitor and review management performance to ensure objectives are met
- Develop and maintain an annual business plan and ensure its delivery as a means of driving the strategy of the Trust to meet the expectations of stakeholders
- Ensure that national policies and legislative requirements are effectively addressed and implemented (e.g. Equality Act 2010)

## **Governance**

- Ensure that the highest standards of corporate governance and personal integrity are maintained in the conduct of the Trust's business
- Seek assurance that the systems of governance, risk management and internal controls operating within the Trust are robust and reliable (including reviewing standing orders and standing financial instructions)
- Ensure that the Trust complies with its governance and assurance obligations in the delivery of clinically effective, personal and safe services taking account of patient and service user experiences

- Ensure compliance with the Trust's licence, its constitution, mandatory guidance issued by NHS Improvement, relevant statutory requirements and contractual obligations.
- Ensure the Trust functions effectively, efficiently and economically.

### **Quality**

- Ensure the quality and safety of health care services, education, training and research delivered by the Trust and apply the standards and principles of clinical governance set out by the Department of Health, NHS England, the Care Quality Commission (CQC) and other relevant bodies

### **Risk Management**

- Ensure an effective system of integrated governance, risk management and internal control across the Trust's clinical and corporate activities
- Ensure there are appropriately constituted appointment arrangements for senior positions

### **Communication**

- Ensure an effective communication channel exists between the Trust, its Council of Governors, members, staff and the local community
- Ensure that Board of Director proceedings and outcomes that are not confidential are communicated publically (via the Trust's website primarily)
- Publish an Annual Report and Accounts, in accordance with national guidance and hold an Annual Members Meeting
- Publish an Annual Quality Report and Account in accordance with national guidance

### **Culture**

The Board of Directors is responsible for shaping the culture and setting the values, ensuring they are widely communicated and that the behavior of the Board is entirely consistent with those values

### **Membership and Voting**

14. The Chair is responsible for leading the Board of Directors and for ensuring that it successfully discharges its overall responsibilities for the Trust.

15. All Executive and Non-Executive Directors of the Trust are members of the Board of Directors.

#### **Voting members:**

- Chair
- 4 x Non-Executive Directors
- Chief Executive
- Chief Finance Officer
- Medical Director
- Director of Nursing and Quality Improvement

**Non-voting members:**

- Director of HR and Organisational Development
- Chief Operating Officer
- Director of Corporate Affairs
- **Chief Strategy Officer**

16. **The Associate Director of Adult Social Care is an attendee of both private and public board meetings to provide specialist and professional advice to the Board of Directors.**
17. All members of the Board of Directors, have a responsibility to constructively challenge during board discussions and help develop proposals on priorities, risk mitigation, values, standards and strategy.
18. All questions put to the vote shall, at the discretion of the Chair, be decided by a show of hands. A paper ballot may be used if a majority of the Board of Directors present and entitled to vote so request. In the event of a tied vote, the Chair can exercise a casting vote.
19. Other members of staff may be required to attend by invitation, if deemed by the Board that attendance will contribute to the discussion. However, these members of staff will have no voting rights and will not count towards the quorum.
20. The elected Lead Governor will attend the Board of Directors meetings to present a regular report on the work of the Council of Governors. The Lead Governor will have no voting rights and will not count towards the quorum.
21. The Board will appoint one independent Non-Executive Directors to be the Senior Independent Director and one to be the Vice-Chair of the Board. The Vice-Chair will take on the Chair's duties if the Chair is absent for any reason.
22. The Director of Corporate Affairs will ensure appropriate support to the Board including the recording of minutes of the meeting and providing appropriate support to the Chairman and members of the Board.
23. If a dispute arises at a committee of the Board, a record of the discussion will be taken and escalated to the Board of Directors; votes will always be taken at Board level.

**Quorum**

24. No business shall be transacted at a meeting unless at least one third of the whole number of voting directors (including the Chair or Deputy Chair) are present including at least one Executive Director and one Non-Executive Director.
25. If the Chair or member has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of a declaration of a conflict of interest, that person shall no longer count towards the quorum. If a quorum is then not available for the discussion and/or the passing of a resolution on any matter, that matter may not be discussed further or voted upon at that meeting. Such a position shall be recorded in the minutes of the meeting. The meeting must then proceed to the next business.

### **Frequency of Meetings**

26. The Board will meet formally in public on a bi-monthly basis.
27. Board members will be expected to attend at least three quarters of scheduled meetings annually.
28. Matters which are confidential on the grounds of commercial sensitivity or involving personnel issues will be discussed in a separate private session which will not be attended by members of the public. In addition, the Board will hold regular informal development workshops and attend relevant seminars.
29. According to the Standing Orders for the Board of Directors, the Chairman may call a meeting of the Board at any time. One third or more members of the Board may request a meeting in writing. If the Chair refuses, or fails, to call a meeting within seven days of a request being presented, the members signing the requisition may forthwith call a meeting.
30. The Board of Directors, on occasion may undertake business required of it via a process of e-governance. See appendix 1 for the e-governance process.

### **Openness**

31. All formal meetings of the Board will be open to members of the public, staff and governors to observe. Members of the public, staff or governors in attendance will be invited to submit any questions in advance of the meeting to be addressed at the discretion of the Chair.
32. The Board will make arrangements for a public notice of the time and place of the meeting, and the public part of the agenda, to be available on the Trust's website three days before the meeting.

### **Committee Reporting**

33. The Board has established Committees with delegated powers contained within agreed terms of reference to carry out business on behalf of the Board. Each of the Committees provide reports and minutes arising from their meetings directly to the Board as outlined below:
  - Remuneration Committee (at least one per year)
  - Audit Committee (up to 5 meetings per annum)
  - Quality and Safety Committee (bi-Monthly)
  - Finance and Performance Committee (bi-Monthly)
  - Education and Workforce Committee (bi-monthly)

### **Review**

34. These Terms of Reference shall be reviewed annually by the Board to ensure they are still appropriate.

Board - Chair Approval			
<b>Name:</b>	<b>Michael Brown</b>	<b>Date:</b>	<b>3 July 2019</b>
<b>Signature:</b>		<b>Review Date:</b>	<b>July 2020</b>

### Appendix 1 - E-governance process

In order to facilitate the Board of Directors undertaking the business required of it, there will on occasion be a need for this to be conducted outside of its scheduled meetings in circumstances where it would not be practical to convene a meeting 'in person'.

In such circumstances the Board of Directors is authorised by its Terms of Reference to conduct business via a process of 'e-governance'. The rules to be observed when conducting business in this manner are as follows;

- The business to be conducted must be set out in formal papers accompanied by the usual cover sheets which clearly set out the nature of the business to be conducted and the proposal which members are being asked to consider.
- The papers will be forwarded by the Director of Corporate Affairs via e-mail to all members of the Board of Directors who, subject to their availability, are expected to respond by e-mail to the same distribution list with their views within three working days of receipt of the papers.
- For the conclusion of the Board to be valid, responses must be received from a quorum (at least one third of the whole number of voting directors) of Board membership and in instances where the approval of the Board of Directors is sought; all such responses should support the proposal.
- In the event that there is not a unanimous agreement of all responding Members, the proposal shall be considered not to be approved.
- The Director of Corporate Affairs will summarise the conclusions reached for the agreement of the Chair and this summary will be presented to the next scheduled meeting of the Board following which it will be appended to the minutes of that meeting.

<b>Trust-wide policy schedule</b>			
<b>Meeting</b>	Board of Directors		
<b>Date</b>	05/02/2020	<b>Agenda item</b>	14
<b>Lead Director</b>	Alison Hughes, Director of Corporate Affairs		
<b>Author(s)</b>	Emma Carvell, Quality Lead, Adult & Community Division		
<b>Action required</b> (please tick the appropriate box)			
<b>To Approve</b> <input type="checkbox"/>	<b>To Discuss</b> <input type="checkbox"/>	<b>To Assure</b> <input checked="" type="checkbox"/>	
<b>Purpose</b>			
<p>The purpose of this paper is to provide the Board of Directors with a status on trust-wide procedural documents from the SAFE tracker tool (Standards Assurance Framework for Excellence).</p> <p>The information will be presented to the Board live from the SAFE system in the meeting.</p>			
<b>Executive Summary</b>			
<p>The Trust has a Policy for Policy Management (GP25) in place which is approved through the Audit Committee.</p> <p>The policy confirms that all trust-wide policies are approved through the relevant sub-committees of the Board. As such, each committee receives a quarterly update on the status of policies relevant to the duties and responsibilities of the committee.</p> <p>The Audit Committee received an update in relation to all policies at the meeting in December 2019. The Policy for Policy Management also requires an update to the Board of Directors for assurance following oversight by the Audit Committee.</p> <p>The current position will be presented live from the SAFE system.</p> <p>In accordance with GP25, there is a robust mechanism for managing procedural document updates and this is clearly documented in the policy.</p>			
<b>Risks and opportunities:</b>			
<p>There is currently no organisational risk associated with trust-wide procedural documents. The schedule will continue to be monitored at each of the sub-committees of the Board and the Audit Committee and risks escalated if deemed necessary.</p>			
<b>Quality/inclusion considerations:</b>			
<p>Quality Impact Assessment completed and attached <input type="checkbox"/> No</p> <p>Equality Impact Assessment completed and attached <input type="checkbox"/> No</p> <p>Equality impact and quality impact assessments are routinely considered as part of procedural document updates.</p>			
<b>Financial/resource implications:</b>			
<p>Not applicable.</p>			



**Trust Strategic Objectives**

Please select the top three Trust Strategic Objectives that this report relates to, from the drop down boxes below.

Our Populations - outstanding, safe care every time	Our People - enhancing staff development	Our Populations – provide more person-centred care
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**Board of Directors is asked to consider the following action**

The Board of Directors is asked to be assured that there is a robust mechanism for tracking trust-wide procedural document updates. |

**Report history**

Submitted to	Date	Brief summary of outcome
No previous reporting history to Board of Directors	<a href="#">Click or tap to enter a date.</a>	<a href="#">Click or tap here to enter text.</a>

<b>Service Shadowing - Quarter 3 summary report</b>			
<b>Meeting</b>	Board of Directors		
<b>Date</b>	05/02/2020	<b>Agenda item</b>	15
<b>Lead Director</b>	Alison Hughes, Director of Corporate Affairs		
<b>Author(s)</b>	Denise Powell, Executive Assistant		
<b>Action required</b> (please tick the appropriate box)			
<b>To Approve</b> <input type="checkbox"/>	<b>To Discuss</b> <input type="checkbox"/>	<b>To Assure</b> <input checked="" type="checkbox"/>	
<b>Purpose</b>			
The purpose of this paper is to update the Board of Directors on the Service Shadowing programme for senior leaders during Q3. This follows the papers presented on the Q1 and Q2 schedules to the Board of Directors in July and November 2019.			
<b>Executive Summary</b>			
A new approach to Leadership Walkrounds was approved by the Executive Leadership Team (ELT) in February 2019, piloted in March and rolled out across the organisation from April 2019.			
The main objective of the shadowing visits is for senior leaders to observe service delivery at first hand.			
The report includes a summary of the visits undertaken during Q3, the visits planned for Q4 and some feedback from the visits.			
<b>Risks and opportunities:</b>			
There are no specific risks identified through this paper. Any risks, issues or opportunities identified as a result of the shadowing visits are raised through the appropriate operational manager for follow up.			
<b>Quality/inclusion considerations:</b>			
Quality Impact Assessment completed and attached <input type="checkbox"/> No			
Equality Impact Assessment completed and attached <input type="checkbox"/> No			
EI and QI assessments have not been completed for shadowing visits. All visits are planned with the Divisional Manager and Service Lead involved and appropriate Trust policy is followed when senior leaders are observing or accessing clinics to ensure the necessary consent is gained.			
<b>Financial/resource implications:</b>			
There are no financial or resource implications.			
<b>Trust Strategic Objectives</b>			
<i>Please select the top three Trust Strategic Objectives that this report relates to, from the drop down boxes below.</i>			
Our Populations - outstanding, safe care every time	Our People - improving staff engagement	Our Performance - increase efficiency of all services	
<b>Board of Directors is asked to consider the following action</b>			
The Board of Directors is asked to note the position reported for Q3 and the feedback received.			
<b>Report history</b>			

Submitted to	Date	Brief summary of outcome
Board of Directors	06/11/2019	Quarterly report to provide a summary of shadowing visits and assurance on the processes in place.

## Service Shadowing - Quarter 3 summary report

### Methodology

1. 17 senior leaders from across the Trust complete one service shadowing visit each quarter. During Q3 the Executive Leadership Team in agreement with senior leaders stood down some shadowing visits to allow services and operational leaders to respond to winter pressures and ensure effective operational delivery across the system.
2. Each visit is scheduled for approximately half a day and may include attending a team meeting or accompanying staff to clinics or patient/service user visits or supporting admin teams in daily tasks. This is agreed in advance, between the Divisional Manager/ Service Lead and the named senior leader.
3. Divisional Managers and Service Leads are involved in the planning of the shadowing visits and identifying the services to be visited and providing a briefing on key topics in advance.
4. Each quarter 3 - 4 discussion topics or key message are agreed to be shared with the teams during the shadowing visit. These may include asking about appraisals, staff recognition and engagement mechanisms, feedback on recent communications and upcoming Trust initiatives.

### Quarter 3 service shadowing visits completed

5. The following services supported a service shadowing visit during Q3:

*Adult Social Care*  
South Wirral ICCT  
West Wirral ICCT

*Integrated Children's Division*  
Cheshire East 0-19 South Central Team  
Wirral 0-19 Birkenhead Team

*Urgent & Primary Care Division*  
Minor Injuries Unit, VCHC  
Inclusion & Outreach Team

6. Some of the feedback received from the Q3 visits is attached at **appendix 1**.
7. During Q3, every team was also visited by a member of the Executive Leadership Team or the Chairman to deliver biscuits for the festive period to say thank you and to recognise that many of our teams continued to work over the Christmas and New Year period.
8. The key messages/questions shared during Q3 included;
  - Have you had your flu vaccination?
  - Have you completed the NHS staff survey?
  - Have you nominated anyone for Employee of the Month or sent a Thank You card recently?
9. The following services are scheduled to receive a visit during Q4:

*Adult Social Care*  
Visual Impairment Team

*Integrated Children's Division*  
Wirral Special School Nurses  
Wirral Children's Screeners

Cheshire East School Health Screening Team  
Cheshire East South Rural 0-19 Team  
Wirral Children's Speech & Language Service  
South Wirral 0-19 Team

*Urgent & Primary Care Division*  
Eastham Walk-in Centre

*Community Nursing*  
West Wirral Community Nursing Team at The Warrens  
South Wirral Community Nursing Team at Eastham Clinic

*Adult Community Division*  
Community Cardiology  
Rehab at Home  
Palliative Care  
Integrated Discharge Team

10. A series of screensavers will also be launched in February 2020 to raise the profile and value of these shadowing visits.

#### **Non-Executive Director Service visits**

11. Whilst Non-Executive Directors do not participate in the formal programme of service shadowing visits, each NED has been aligned to a specific division and has the opportunity to meet with the relevant Divisional Manager and services at their request. Non-Executive Directors visit services based on their areas of interest and aligned to their duties as committee chairs.
12. The Chairman undertook a service visit in September to the DVT Team based at Arrowe Park Hospital.
13. During October & November 2019, Non-Executive Directors facilitated 5 SAFE focus groups with teams across the Trust. These have been very well received and feedback is being reported through the monthly SAFE meeting chaired by the Director of Nursing.

#### **Board action**

14. The Board of Directors is asked to be assured by the reach and value of the service shadowing programme during Q3 and the feedback received.
15. The Board of Directors is also to note the planned shadowing visits for Q4.

**Alison Hughes**  
**Director of Corporate Affairs**

27 January 2020

## **Appendix 1 - Summary of feedback from Service Shadowing Visits**

### **West Wirral ICCT - Dr Nick Cross, Medical Director**

*I spent time with Lynda Houston and her team exploring their journey towards integration of health and social care.*

*We began with a round table discussion with several members of the team, providing opportunities to reflect on their journey of bringing different roles and functions together into an integrated ICCT. Initially viewed with some scepticism, the carefully managed transition is now reaping the benefits of improved communication and information sharing. All of which is facilitating better care for people within our communities.*

*I then spent some time with one of our Care Navigators and had the privilege of accompanying her on a home visit. I was able to witness first hand, her tremendous care and compassion and the difference that this has made to the family unit and their desire to stay at home. I was truly humbled and felt immensely proud of our role within our communities.*

*I ended my visit with a social worker manning the duty phone. Again, I was able to witness a brilliant application of her specialist knowledge to help keep people safe. What I was really pleased to hear also was that enthusiasm to keep thinking of new ideas and to continue improving quality. This is totally aligned with our quality strategy that will be rolled out shortly to seek views from all our staff.*

*In summary, a very enjoyable session which illustrates what can be achieved with engaging, inclusive leadership and compassionate and caring staff who have a focus on quality.*

### **Wirral 0-19 Birkenhead Team - Ali Hughes, Director of Corporate Affairs**

*I was delighted to have an opportunity to spend time with the 0-19 team based at St Catherine's Health Centre. The whole team was so welcoming and I was so pleased that they also welcomed one of our Prince's Trust young people who was working with me on that particular day allowing both of us to experience front-line service provision at first-hand.*

*We were lucky enough to have the chance to go out on a visit with one of our wonderful health visitors. To observe her working alongside a young Mum and providing advice, support and encouragement was inspiring. She truly lived our values of providing exceptional person-centred care, listening to the needs of the Mum and her young child and it was clear she was respected and trusted. It was a real privilege to have this experience.*

*We also spent time in the drop-in baby clinic back at St Catherine's Health Centre and met the amazing team of HealthCare Assistants, Health Visitors and Nurse Associates. The environment for families and their babies is so warm and welcoming with kindness and wise advice in buckets!*

*It was an interesting and very enjoyable morning. We were made to feel so welcome by the Team Leaders who spent time with us initially describing the service offer, opportunities and challenges and by the whole team who were so engaging and inspiring and most of all committed to delivering the possible service and outcomes for young children in Wirral.*

**Minor Injuries Unit, VCHC - Tracy Smith, Head of Procurement**

*I spent an afternoon at the Victoria Central Walk-in Centre & Minor Injuries Unit. It was the first time I had visited the site and I was received with a warm welcome and a tour of the facilities. During the walk round, I was really pleased to see that the House Keeper has adopted a product traffic light system in the stock room, which is a visual aid to identify costs of products. I also chatted to other staff who are keen to explore saving opportunities.*

*Following the walk-around, I was extremely privileged to be invited to observe appointments. All patients were asked and were extremely generous in allowing me to sit in their consultation with the nurse.*

*The afternoon brought a number of conditions but what came across was the professionalism and compassion of the nurse in how she adapted the consultation relatable to the patient. Every patient was put at ease and spoken to in a calm and caring manner throughout a thorough examination. The nurse provided medication (where applicable), and or advised on self-help to manage their condition but was also very clear on follow-up advice making sure the patient understood.*

*The afternoon provided me with an insight of what happens before, during and after a patient consultation and I was fascinated in how the nurse methodically completed every task in readiness to greet her next patient - with a smile.*