Board of Directors and Committee Terms of Reference

Meeting	Board of Directors		
Date	06/10/2021	**Agenda item**	14
Lead Director	Alison Hughes, Director of Corporate Affairs		
Author(s)	Alison Hughes, Director of Corporate Affairs		

Action required (please tick the appropriate box)		
To Approve ☑	**To Discuss** ☐	**To Assure** ☐

Purpose

This paper provides the Terms of Reference for the;
- Board of Directors
- Quality & Safety Committee
- Education & Workforce Committee/People Committee
- Finance & Performance Committee
- Audit Committee

for receipt and approval by the Board of Directors.

Executive Summary

In order for Wirral Community Health & Care NHS Foundation Trust to fully discharge its responsibilities, a committee structure has been established to ensure effective control and governance arrangements are in place and that the Board of Directors receives good quality, timely information through a robust committee structure and reporting schedule.

The board and committee structure form a key part of the governance framework.

Following the establishment of emergency governance arrangements in response to the COVID-19 pandemic, and as the reset and restoration of services across the Trust has progressed, the supporting governance arrangements have been reviewed to consider extant arrangements pre-COVID-19 and learning from new ways of working. The revised governance structure and associated arrangements were presented to the Board of Directors in August 2021.

Consequently, a review of all committee Terms of Reference has been completed during August and September 2021. This review has identified an opportunity to streamline and provide a more focused Terms of Reference on one-page which details;

- Aim
- Purpose
- Membership
- Quoracy
- Frequency
- Governance
- Standing Agenda
- Etiquette/behaviours

The attached Terms of Reference have been presented and supported at the following committees;
Education & Workforce Committee/People Committee - 25 August 2021
Finance & Performance Committee - 25 August 2021
Quality & Safety Committee - 8 September 2021
Audit Committee - 22 September 2021

The Terms of Reference of the Remuneration Committee are under review and will be circulated virtually for approval.

The Terms of Reference for the Board of Directors have also been reviewed and are presented to members of the Board for approval.

Risks and opportunities:
A more focused and streamlined approach can provide greater clarity for members and wider Trust colleagues.
In order to discharge the duties of the board and committees effectively and provide strong leadership in all matters associated with workforce, culture and inclusion, Terms of Reference are a key governance tool; a lack of current Terms of Reference does not support a well-led organisation.

Quality/inclusion considerations:
Quality Impact Assessment completed and attached No
Equality Impact Assessment completed and attached No
Not applicable.

Financial/resource implications:
None identified.

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 - advancing staff wellbeing	Our Performance - delivering against contracts and financial requirements

Board of Directors is asked to consider the following action

To receive and approve the revised Terms of Reference for each committee of the Board and to receive and approve the revised Terms of Reference for the Board of Directors.

To approve publication of all Terms of Reference on the Trust's Staff Zone.

Report history

Submitted to	Date	Brief summary of outcome
Education & Workforce Committee	25/08/2021	The committee approved the revised ToR with some minor amends which were subsequently addressed.
Finance & Performance Committee	25/08/21	The committee approved the revised ToR with some minor amends which were subsequently addressed.
Quality & Safety Committee	08/09/2021	The committee approved the revised ToR with some minor amends which were subsequently addressed.
Audit Committee	22/09/21	The committee approved the revised ToR.

Terms of Reference - Board of Directors

What is the aim of the Board?

To set the strategic direction for the Foundation Trust and to be responsible for shaping the culture, setting the values and ensuring the behaviour of the Board is consistent with those values whilst maintaining high standards of corporate governance
To operate in a manner which accords with agreed Board behaviours and the Nolan principles of public life
To lead on the promotion of observance by the Trust of the principles of Duty of Candour for healthcare providers
To promote commitment to equality diversity and human rights within an inclusive environment for both staff and service users

What is the purpose of the Board?

- Take corporate responsibility for all the Trust's activity
- Establish the organisation's strategic aims, taking into consideration annually the view of the Council of Governors
- Monitor and review management performance to ensure objectives are met
- Ensure national policy and legislative requirements are effectively addressed and implemented (at place and system level)
- Provide leadership within a framework of prudent and effective controls, enabling risk to be assessed and managed
- Take responsibility for adding value to the organisation by promoting its success through the direction and supervision of its affairs
- Ensure an effective system of integrated governance, risk management and internal control across all clinical and corporate activities
- Ensure an effective communication channel between the Trust, Council of Governors, members, staff and the local community.

What is the operating framework for the Board?

Membership

Chair - Chairman
(Prof. Michael Brown)
Executive Lead - Chief Executive

Voting Members:
Chair
4 x Non-Executive Directors
Chief Executive
Chief Finance Officer
Medical Director
Chief Nurse

Non-Voting Members:
Chief Operating Officer
Director of HR & OD
Director of Corporate Affairs

Advisors to the Board:
Associate Director of Adult Social Care
Chief Information Officer

Other senior employees may be invited to attend according to specific agenda items. The Lead Governor will attend to present a regular report on the work of the Council of Governors.

NOTE: votes are always taken at Board. If a dispute arises at a committee, the decision is escalated to the board.

Quorate

One-third of the whole number of underlined voting directors (including Chair or Deputy Chair) to be present including at least 1 Executive Director and 1 Non-Executive.

In the absence of the Chair, the Deputy Chair will take on the Chair's duties. Members should attend at least three quarters of scheduled meetings annually.

Frequency

- Bi-monthly
- February, April, June, August, October, December.
- First Wednesday of the month.
- Meetings will be held in public. A private meeting will be held for any commercially sensitive matters.

Governance

- Ensure compliance with FT licence, the Trust constitution and all relevant legislative and regulatory requirements
- Receive reports from the sub-committees of the Board via regularly Chairs reports
- Receive updates on the work of the Executive Leadership Team, Staff Council, Professional Forum and the Council of Governors
- Support the work of the Council of Governors
- The Board of Directors is authorised by its Terms of Reference and at the discretion of the Chairman to conduct business via a process of 'e-governance'.

Standing agenda

- Journey of Care
- Staff Story
- Reports from Chair, Lead Governor and CE.
- Reports from Board sub committees
- Integrated Performance Report
- Board Assurance Framework
- Invitation for public comments (by the Chair)

NOTE: A schedule is in place for quarterly assurance reports and annual reports for approval

NOTE: Annually the Board will self-assess its performance and review its Terms of Reference.

Members and attendees shall abide by the following etiquette;
- **Presence** - colleagues are required to attend and contribute
- **Prepared** - colleagues must have read the papers and materials
- **Punctual** - attend in good time for the meeting to begin; and
- **Participate** - colleagues are required to engage in the discussion or debate and be prepared to challenge and be challenged, accepting differing perspectives and observing the Trust values of **Trust, Open and Compassion**

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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'.

What are the rules to be observed?

- 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.

Terms of Reference - Quality & Safety Committee

What is the aim of the QSC?

To provide assurance on delivery of the quality plan against the pillars of;
- Engaged Populations
- Effective & Innovative
- Safe Care & Support Every Time

To maintain a focus on population health and health inequalities

What is the purpose of the QSC?

- Develop the Quality Strategy and monitor implementation
- Receive assurance on key quality metrics (for onward reporting to the Board of Directors through the Integrated Performance Report)
- Review all high-level organisational risks associated with quality & safety and monitor mitigations, controls and progress on strategic risks through the BAF
- Approve the Annual Quality Report
- Monitor compliance with all relevant regulatory and legislative requirements (e.g. CQC fundamental standards, safeguarding, duty of candour)
- Approve trust-wide policies associated with quality & safety (as detailed in SAFE)
- Receive assurance on Emergency Preparedness, Resilience & Response (EPRR) standards
- Receive assurance on Information Governance compliance
- Celebrate success to share knowledge and best practice

What is the operating framework for the group?

Membership

Chair - Non-Executive Director (Prof. Chris Bentley)
Executive Lead - Chief Nurse

3 x Non-Executive Directors (including the Chair of the committee)
Medical Director
Chief Finance Officer
Chief Operating Officer
Director of HR & OD
Associate Director of Adult Social Care

In attendance;
Deputy Chief Nurse
Director of Corporate Affairs

Other senior employees may be invited to attend according to specific agenda items.

Members should attend at least two thirds (4) of scheduled meetings annually

Any disputes will be escalated to the Board of Directors; all votes will be taken at Board level.

Quorate

- 2 x Non- Executives
- 1 x Director

In the absence of the Chair another NED member will be nominated to take the chair.
In the absence of a Director, a deputy will be formally nominated with the same rights and privileges.

Frequency

- Bi-monthly
- May, July, September, November, January, March
- Second Wednesday of the month

Governance

- Reporting to the Board of Directors
- IPB, SAFE, IGDS, IPC, Safeguarding, Medicines Management, Mortality, Health & Safety, Digital Enablement, Inclusion & Health Inequalities will report to the QSC
- Risk review >RR15
- Review associated strategic risks
- Policy approval
- Internal audit reviews
- Following each meeting, a decision and action log detailing discussions will be circulated

Standing agenda

- Review of decision & action log
- Briefing from SAFE steering group
- Quality Report
- Risk review
- Board Assurance Framework
- Internal Audit Tracker
- Items for the risk register
- AOB

NOTE: The committee has a schedule in place for assurance reports annually and tri-annually

NOTE: Annually the committee will self-assess its performance

Members and attendees shall abide by the following etiquette;
- **Presence** - colleagues are required to attend and contribute
- **Prepared** - colleagues must have read the papers and materials
- **Punctual** - attend in good time for the meeting to begin; and
- **Participate** - colleagues are required to engage in the discussion or debate and be prepared to challenge and be challenged, accepting differing perspectives and observing the Trust values of **Trust, Open and Compassion**

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Glossary of acronyms included in ToR

IPB	Integrated Performance Board
SAFE	Standards Assurance Framework for Excellence
IGDS	Information Governance & Data Security Group
IPC	Infection Prevention & Control

Terms of Reference Education & Workforce Committee

What is the aim of EWC?	**To ensure the Trust has effective processes in place to support and develop the workforce and deliver a positive organisational culture**

What is the purpose of the EWC?	

- Develop and approve the People Strategy and monitor implementation
- Develop and approve the L&OD plan and monitor implementation
- Develop and approve the Inclusion & Health Inequalities plan and monitor implementation in relation to the workforce
- Receive assurance and updates on FTSU
- Receive assurance on key workforce/people metrics (for onward reporting to the Board of Directors through the Integrated Performance Report)
- Review all high-level organisational risks associated with workforce/people and monitor mitigations, controls and progress on strategic risks through the BAF
- Monitor compliance with all relevant regulatory and legislative requirements (Equality Act 2010, Public Sector Equality Duty)
- Approve WRES, WDES and EDS2 data submissions and action plans
- Approve trust-wide policies associated with workforce/people (as detailed in SAFE)
- Celebrate success to share knowledge and best practice

Membership

Chair - Non-Executive Director (Gerald Meehan)
Executive Lead - Director of HR & OD

3 x Non-Executive Directors (including the Chair of the committee)
Medical Director
Chief Nurse
Chief Operating Officer
Associate Director of Adult Social Care

In attendance;
Deputy HRD
Director of Corporate Affairs

Other senior employees may be invited to attend according to specific agenda items.

Members should attend at least two thirds (4) of scheduled meetings annually

Any disputes will be escalated to the Board of Directors; all votes will be taken at Board level.

Quoracy

- 2 x Non- Executives
- 1 x Director

In the absence of the Chair another NED member will be nominated to take the chair.
In the absence of a Director, a deputy will be formally nominated with the same rights and privileges.

Frequency

- Bi-monthly
- April, June, August, October, December, February
- Second Wednesday of the month

Governance

- Reporting to the Board of Directors
- IPB, SAFE, SWDG, FTSU, Inclusion and Joint Forum will report to the EWC
- Risk review >RR15
- Review associated strategic risks
- Policy approval
- Internal audit reviews
- Following each meeting, a decision and action log detailing discussions will be circulated

Standing agenda

- Review of decision & action log
- Briefing from SAFE steering group
- Workforce Report
- People Plan Action Plan
- Risk review
- Board Assurance Framework
- Internal Audit Tracker
- Items for the risk register
- AOB

NOTE: The committee has a schedule in place for assurance reports annually and tri-annually

NOTE: Annually the committee will self-assess its performance

What is the operating framework for the cttee?	

Members and attendees shall abide by the following etiquette;
- **Presence** - colleagues are required to attend and contribute
- **Prepared** - colleagues must have read the papers and materials
- **Punctual** - attend in good time for the meeting to begin; and
- **Participate** - colleagues are required to engage in the discussion or debate and be prepared to challenge and be challenged, accepting differing perspectives and observing the Trust values of **Trust, Open and Compassion**

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Glossary of acronyms included in ToR

WRES	Workforce Race Equality Standard
WDES	Workforce Disability Equality Standard
EDS2	Equality Duty Standard
IPB	Integrated Performance Board
SAFE	Standards Assurance Framework for Excellence
SWDG	Strategic Workforce Development Group
FTSU	Freedom To Speak Up

Terms of Reference - Finance & Performance Committee

What is the aim of the FPC?	**To ensure the organisation has effective processes in place to monitor the financial and operational/contractual performance of the Trust**

What is the purpose of the FPC?	• Review the annual financial plan • Receive assurance on key finance (inc. CIP) and operational performance metrics (for onward reporting to the Board of Directors through the Integrated Performance Report) • Review all high-level organisational risks associated with finance and operational performance and monitor mitigations, controls and progress on strategic risks through the Board Assurance Framework (BAF) • Approve supporting strategies (i.e. Estates, Procurement, IM&T/Digital and BI) and monitor implementation • Receive assurance on Information Governance compliance • Monitor compliance with all relevant regulatory standards • Approve trust-wide policies associated with finance, performance, estates and IM&T (as detailed in SAFE) • Celebrate success to share knowledge and best practice

What is the operating framework for FPC?

Membership

Chair - Non-Executive Director (Beverley Jordan)
Executive Lead - Chief Finance Officer

3 x Non-Executive Directors (including the Chair of the committee)
Chief Nurse
Chief Operating Officer
Chief Strategy Officer

In attendance;
Medical Director
Director of Corporate Affairs
Chief Information Officer
Deputy CFO
Deputy COO

Other senior employees may be invited to attend according to specific agenda items.

Members should attend at least two thirds (4) of scheduled meetings annually

Any disputes will be escalated to the Board of Directors; all votes will be taken at Board level.

Quorate

• 2 x Non- Executives
• 1 x Director

In the absence of the Chair another NED member will be nominated to take the chair.
In the absence of a Director, a deputy will be formally nominated with the same rights and privileges.

Frequency

• Bi-monthly
• April, June, August, October, December, February
• Second Wednesday of the month

Governance

• Reporting to the Board of Directors
• IPB, EMG, IDGS and PMG will report to the FPC
• Risk review >RR15
• Review associated strategic risks
• Policy approval
• Internal audit reviews
• Following each meeting, a decision and action log detailing discussions will be circulated

Standing agenda

• Review of decision & action log
• Briefing from PMG
• Finance Report
• Operational performance report
• Risk review
• Board Assurance Framework
• Internal Audit Tracker
• Items for the risk register
• AOB

NOTE: The committee has a schedule in place for assurance reports annually and tri-annually

NOTE: Annually the committee will self-assess its performance

Members and attendees shall abide by the following etiquette;
• **Presence** - colleagues are required to attend and contribute
• **Prepared** - colleagues must have read the papers and materials
• **Punctual** - attend in good time for the meeting to begin; and
• **Participate** - colleagues are required to engage in the discussion or debate and be prepared to challenge and be challenged, accepting differing perspectives and observing the Trust values of **Trust, Open and Compassion**

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Glossary of acronyms included in ToR

IM&T	Information Management & Technology
BI	Business Intelligence
CIP	Cost Improvement Programme
IPB	Integrated Performance Board
EMG	Estates Management Group
IGDS	Information Governance & Data Security Group
PMG	Programme Management Group

Terms of Reference - Audit Committee

What is the aim of the AC?	In accordance with the NHS FT Code of Governance, the Board of Directors resolves to establish the Audit Committee as a sub-committee of the Board to scrutinise the governance, risk management and internal control arrangements put in place to ensure achievement of organisational objectives.

What is the purpose of the AC?

- Governance, risk management and internal control - providing an independent review of the work of the sub-committees of the Board
- Internal audit - reviewing the major findings of internal audit work and considering management's responses, ensuring co-ordination between the internal and external auditors to optimise audit resources
- External audit - reviewing all external audit reports and considering the implications and management's responses to their work
- Other assurance functions - reviewing the findings of other significant assurance functions (e.g. reports from external regulators and arm's length bodies, the work of other committees)
- Counter fraud - seeking assurance that the organisation has adequate arrangements in place for countering fraud
- Management - as required, reviewing reports and positive assurances from directors and managers on the overall arrangements for governance, risk management and internal control
- Financial control - monitoring the integrity of the financial statements of the Trust and any formal announcements relating to the Trust's financial performance

What is the operating framework for the group?

Membership

Chair - Non-Executive Director (Mr Brian Simmons)

4 x Non-Executive Directors (including the Chair of the committee)

NOTE: The Chair and CEO of the Trust are NOT members but invited annually by the Chair of the committee for year-end review and approvals.

In attendance;
Chief Finance Officer
Director of Corporate Affairs
Internal and external auditors
LCFS

Other senior employees may be invited to attend according to specific agenda items.

Members should attend at least three scheduled meetings annually

Any disputes will be escalated to the Board of Directors; all votes will be taken at Board level.

Quorate

- 2 x members
In the absence of the Chair another NED member (with relevant experience) will be nominated to take the chair

Frequency

- Five per annum
- As a guide as follows; April, June, September, December, February

Governance

- Reporting to the Board of Directors
- An annual report is presented to the Board on the work of the committee
- Risk review - all organisational risk by type and age profile
- Review the strategic risks through the Board Assurance Framework
- Policy approval
- Internal audit reviews
- Following each meeting, a decision and action log detailing discussions will be circulated

Standing agenda

- Review of decision & action log
- Board Assurance Framework review
- Risk review
- Internal Audit Tracker Tool
- Tender Waivers
- Policy schedule review
- Internal Audit update and progress reports
- Counter Fraud update and progress reports
- External Audit updates
- LSMS reports
- Items for the risk register
- AOB

The committee has an annual workplan in place

Annually the committee will self-assess its performance

Members and attendees shall abide by the following etiquette;
- **Presence** - colleagues are required to attend and contribute
- **Prepared** - colleagues must have read the papers and materials
- **Punctua**l - attend in good time for the meeting to begin; and
- **Participate** - colleagues are required to engage in the discussion or debate and be prepared to challenge and be challenged, accepting differing perspectives and observing the Trust values of **Trust, Open and Compassion**

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Glossary of acronyms included in ToR

LSMS	Local Security Management Specialist
LCFS	Local Counter Fraud Specialist
IGDS	Information Governance & Data Security Group
IPC	Infection Prevention & Control

Board of Directors Annual Workplan

Meeting	Board of Directors		
Date	06/10/2021	Agenda item	15
Lead Director	Alison Hughes, Director of Corporate Affairs		
Author(s)	Alison Hughes, Director of Corporate Affairs		

Action required (please tick the appropriate box)

To Approve ☑	To Discuss ☐	To Assure ☐

Purpose

The purpose of this paper is to provide the Board of Directors with an updated workplan which maps throughout the year the public business of the Board of Directors of Wirral Community Health & Care NHS Foundation Trust.

Executive Summary

In accordance with its Terms of Reference, the Board of Directors sets the strategic direction for the Foundation Trust, takes corporate responsibility for all Trust activity, whilst monitoring performance across the organisation and ensuring national policy and legislative requirements are effective addressed and implemented. It is therefore essential that the Board of Directors has an annual workplan to determine the flow and reporting of information in a timely way and in accordance with the Board's cycle of meetings.

The workplan enables a structured and streamlined approach when setting the Board agendas and ensures that all the statutory and regulatory business is submitted to the meetings of the Board of Directors in a timely manner.

The workplan also ensures the governance and strategic aspect of Board business is covered and has recently been updated to reflect amendments and additions that have been made.

Risks and opportunities:
The annual work plan includes the presentation of the Board Assurance Framework (BAF) at each Board of Directors meeting. The BAF records the principal risks that could impact on the Trust's ability in achieving its strategic objectives. Risks relating to other agenda items will be detailed in the reports that are presented to the Board of Directors meetings.

Quality/inclusion considerations:
Quality Impact Assessment completed and attached No
Equality Impact Assessment completed and attached No
QIAs and EIAs will be undertaken when required for relevant agenda items set out in this workplan..

Financial/resource implications:
If additional resources are required to address areas for improvement in agenda items presented to the Board of Directors as part of this work plan, business cases will be prepared and considered in line with the Trust's Standing Financial Instructions.

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

Our Performance - growing community services across Wirral, Cheshire & Merseyside	Our Populations - improving services through integration and better coordination	Our Performance - delivering against contracts and financial requirements

Board of Directors is asked to consider the following action

The Board of Directors is asked to receive and be assured by the annual workplan presented.

Report history		
Submitted to	**Date**	**Brief summary of outcome**
No previous reporting history.		

PUBLIC Board of Directors - cycle of business		Q4		Q1		Q2	Q3	Notes
	Lead	February	April	June	August	October	December	
Statutory Business								
Chair's Report	Director of Corporate Affairs	✔	✔	✔	✔	✔	✔	
Report from the Lead Governor	Lead Governor	✔	✔	✔	✔	✔	✔	
Chief Executive's Report	Director of Corporate Affairs	✔	✔	✔	✔	✔	✔	
Reports from the sub-committees of the Board (inc. informal board and Staff Council)	NEDs Director of Corporate Affairs Director of HR & OD	✔	✔	✔	✔	✔	✔	
Governance								
Patient/Service User - Journey of Care	Chief Nurse	✔	✔	✔	✔	✔	✔	
Staff Story	Director of HR & OD	✔	✔	✔	✔	✔	✔	
Well-Led Developmental Review Action Plan	Director of Corporate Affairs	✔		✔		✔		
Annual Declarations of Interests	Director of Corporate Affairs			✔				
Terms of Reference for committee & board - annual review	Director of Corporate Affairs					✔		
Report following committee self-assessments	Director of Corporate Affairs			✔				
Informal board annual programme	Director of Corporate Affairs		✔					
Trust Wide Policy Schedule (via Audit Committee)	Director of Corporate Affairs Audit Chair	✔				✔		
Regulatory								
Delegated Authority to Audit Committee for sign off of Annual Report	Director of Corporate Affairs		✔					
NHS Provider Licence Self-Certification	Director of Corporate Affairs			✔				
Healthcare worker influenza vaccination campaign - public assurance report	Chief Nurse					✔		
CQC statement of purpose	Chief Nurse			As required.				
Mortaility Report - Learning from Deaths *(post-QSC)*	Medical Director		✔	✔	✔		✔	
Annual Financial Plan	Chief Finance Officer		To be confirmed subject to national planning guidance and associated timetable.					
Strategy								
Organisational Strategy	Chief Executive		✔					
Organisational Strategy - Assurance Report	Chief Executive	✔	✔			✔		
Inclusion Strategy	Director of HR & OD			✔				
Safeguarding Strategy	Chief Nurse		✔					
Medicines Optimisation Strategy	Medical Director		✔					
Communications & Marketing Strategy	Director of Corporate Affairs			✔				
Communications & Marketing Strategy - Assurance Report	Director of Corporate Affairs	✔		✔	✔		✔	
Digital Strategy	Chief Strategy Officer	✔						
Business								
Integrated Performance Report	Chief Executive	✔	✔	✔	✔	✔	✔	
Safe Staffing Report	Director of HR & OD	✔						
Risk Management								
Board Assurance Framework	Director of Corporate Affairs	✔	✔	✔	✔	✔	✔	
Emergency Preparedness, Resilience & Response (EPRR) self-assessment	Chief Finance Officer					✔		
Annual Reports								
Audit Committee	Director of Corporate Affairs			✔				
Charitable Funds	Chief Finance Officer			✔				
Complaints & Concerns	Chief Nurse			✔				
Information Governance (inc SIRO & Caldicott Guardian)	Director of Corporate Affairs/SIRO			✔				
Freedom To Speak Up	FTSU Guardian			✔				
Director of Infection Prevention and Control	Chief Nurse/DIPC			✔				
Safeguarding	Chief Nurse			✔				

External Well Led Developmental Review

Meeting	Board of Directors

Date	06/10/2021	**Agenda item**	**16**

Lead Director	Alison Hughes, Director of Corporate Affairs
Author(s)	Karen Lees, Head of Corporate Governance

Action required (please tick the appropriate box)

To Approve ☐	**To Discuss** ☐	**To Assure** ☑

Purpose

The purpose of this report is to provide the Board of Directors with assurance on the preparations and scope of the externally facilitated Trust's well led review of leadership and governance using NHS Improvement's Well-Led Framework.

Executive Summary

In line with NHS Improvement's guidance, the Trust undertook an internally facilitated developmental well led review in the second half of 2019, and in early 2020 began developing actions plans to address the areas for improvement identified during the review, linked where appropriate to existing pieces of work/strategies.

The COVID-19 pandemic began around the same time the action planning was underway, and in line with national guidance the Trust reviewed its service delivery to support the NHS response to the pandemic. As part of this focus on responding to the pandemic, the final work on the developmental review was paused.

The findings from this well led review will feed into an externally procured well led developmental review that will take place in the third quarter of 2021-22.

This report sets out the process the externally facilitated well led developmental review will follow, and the feedback and action planning to address any areas for improvement that are identified during the review.

Risks and opportunities:

The review findings present opportunities for the Board to further develop across the well led domain

Quality/inclusion considerations:

Quality Impact Assessment completed and attached No
Equality Impact Assessment completed and attached No
Quality impact assessments and equality impact assessments will be undertaken when required for actions identified in the action plan

Financial/resource implications:

If additional resources are required to address areas for improvement business cases will be prepared and considered in line with the Trust's SFIs.

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 Performance - growing community services across Wirral, Cheshire & Merseyside

Board of Directors is asked to consider the following action

The Board is asked to note the contents of the report and be assured by the update provided

Report history		
Submitted to	**Date**	**Brief summary of outcome**
Board of Directors	During 2020-21	Regular updates have been provided on the well-led review through the Chairs Report. This paper sets out the new, externally facilitated approach.

External Well Led Developmental Review

Externally facilitated well led developmental review

1. In-depth, regular and externally facilitated developmental reviews of leadership and governance are good practice across all industries. Rather than assessing current performance, these reviews should identify the areas of leadership and governance of organisations that would benefit from further targeted development work to secure and sustain future performance.

2. In June 2017 NHS Improvement published guidance for NHS trusts on undertaking developmental reviews of leadership and governance using the well-led framework[1]. The NHS Improvement guidance includes the eight Key Lines of Enquiry (KLOE) and this framework is wholly shared with the Care Quality Commission (CQC) assessment of the well-led question. The KLOE are shown below:

1 Is there the **leadership capacity and capability** to deliver high quality, sustainable care?	**2** Is there a clear **vision** and credible **strategy** to deliver high quality, sustainable care to people, and robust plans to deliver?	**3** Is there a **culture** of high quality, sustainable care?
4 Are there clear responsibilities, **roles** and systems of accountability to support good governance and management?	**Are services well led?**	**5** Are there clear and effective processes for managing **risks**, issues and performance?
6 Is appropriate and accurate **information** being effectively processed, challenged and acted on?	**7** Are the **people** who use the services, the public, **staff** and **external partners engaged** and involved to support high quality sustainable services?	**8** Are there robust systems and processes for **learning**, continuous **improvement** and **innovation**?

3. The Trust has procured an externally facilitated developmental review which will contribute to the continuous improvement of Trust governance arrangements, supporting continuous improvement by identifying areas for development.

4. The developmental review is not being undertaken at the request of either regulator (NHS Improvement or the CQC), nor is the output solely for their intelligence gathering. Rather the review is primarily for the Trust to inform their journey of continuous improvement. The leadership of the Trust is focusing on the learning that will come out of the developmental review, rather than using the review as a compliance exercise.

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[1] Developmental reviews of leadership and governance using the well-led framework: guidance for NHS Trusts and NHS Foundation Trusts. NHS Improvement June 2017.

The review will identify areas of strength and good practice and areas for further development.

Methodology

5. The external review team will draw on a range of evidence in assessing well-led at the Trust. The review team will gather information and evidence for each of the KLOEs and prompts that underpin these. The review will also consider the Trust's response to COVID-19 pandemic, although the main focus will be on the current arrangements, including leadership, culture and governance arrangements.

6. The review will be informed by the findings from the internally facilitated well led review undertaken just prior to the COVID 19 pandemic.

7. The methodology aligned to the NHS Improvement well led framework will include:

- **Desk top document reviews.** Key documents will be reviewed in relation to the KLOEs, with a focus on how well the key documents provide evidence for the KLOE.

- **Interviews.** The review team will undertake semi-structured interviews to gain views and opinions of the Board's effectiveness from members of the Board, senior leaders and representatives of the Council of Governors.

- **External partner organisations** will be invited to contribute towards the review through non-attributable interviews.

- **Focus groups.** The review team will undertake staff focus groups (with a range of service leads) to gain a broader perspective on the Board's effectiveness and the governance arrangements in place.

- **Observation of key meetings**. The review team will observe one meeting of the public and private Board of Directors meetings and each of its sub-committees, the Integrated Performance Board, SAFE Assurance Group, Operational Oversight Group, Programme Management Group. The observations will gather information on the effectiveness of the challenge and debate, and interactions between Executive and Non-Executive Directors.

Feedback and Action Planning

8. The findings and the initial conclusions will be collated by the review team and presented to the Chairman and Chief Executive for an initial sense-check. Following this, the findings and initial conclusions including good practice will be presented to the Board for discussion at the Informal Board meeting in January 2022.

9. The Board of Directors will receive the report and develop an action plan in response to the areas that have been identified for further improvement. Areas of good practice highlighted by the review will be disseminated across the Trust

10. The key themes from the externally facilitated developmental review will be shared widely with staff and external partners and regulators (NHS Improvement and the CQC).

Board action

11. The Board is asked to note the methodology described and be assured by the plans put in place to deliver an externally facilitated well led developmental review of leadership and governance using the well-led framework across the Trust.

Alison Hughes
Director of Corporate Affairs

Karen Lees
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30 September 2021