

Well-led developmental review - findings and action planning			
Meeting	Board of Directors		
Date	19/10/2022	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 <input type="checkbox"/>	To Discuss <input type="checkbox"/>	To Assure <input checked="" type="checkbox"/>	
Purpose			
<p>The purpose of this report is to share the findings from the well-led developmental review the Trust commissioned from Mersey Internal Audit Agency in 2021-22 and provide an update on next steps to finalise and track the implementation of agreed actions.</p>			
Executive Summary			
<p>Mersey Internal Audit Agency (MIAA) was commissioned in October 2021 to undertake an independent review of the Trust using the Well Led Framework.</p> <p>Both Chair and Chief Executive reports have provided members of the Board with an update on the review over the last 12 months.</p> <p>The detail included in appendix 1 (in slide format) provides an overview of the methodology used, the findings from the review, the rating for each Key Line of Enquiry (KLOE) and the steps being taken by the Trust to address the development opportunities cited in the report.</p> <p>The Chair and Chief Executive received the draft report for discussion with Mersey Internal Audit Agency in July 2022 and subsequently members of the Executive Leadership Team have reviewed the detail and an informal board session in September 2022 provided the opportunity for board members to discuss the detail and consider appropriate actions to address the development opportunities.</p> <p>Overall, the Trust performed well with 3 KLOEs rated as GREEN/AMBER, and all others rated as GREEN.</p> <p>The 3 areas rated GREEN/AMBER were KLOEs 2, 4 and 8.</p> <p>KLOE2. Is there a clear vision and credible strategy to deliver high quality, sustainable care to people, and robust plans to deliver? KLOE4. Are there clear responsibilities, roles and systems of accountability to support good governance and management? KLOE8. Are there robust systems and processes for learning, continuous improvement and innovation?</p> <p>The findings related to these KLOEs and the associated actions have been considered by the Board of Directors and the relevant themes have been included in the attached report.</p> <p>A number of development opportunities/actions were addressed during the course of the review having taken place with the launch of the Trust's 5-year strategy and enabling strategies, the organisational design programme to establish localities and the review of governance arrangements (see agenda items 13 and 15 on the Board agenda)</p>			

The actions to consider the development opportunities aligned to the other five KLOEs are being finalised and will be reviewed as part of the informal board in November 2022.

Risks and opportunities:

There are no immediate risks identified as a result of the well-led developmental review final report. However, the actions to address development opportunities will support the mitigation of any emerging risks.

The findings from the report provide an opportunity for the Board to build on the arrangements in place across the Trust to demonstrate well-led.

Quality/inclusion considerations:

Quality Impact Assessment completed and attached No
 Equality Impact Assessment completed and attached No
 Not applicable for the governance structure.

Financial/resource implications:

Not applicable.

Trust Strategic Objectives

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

<input type="checkbox"/> Our Populations - outstanding, safe care every time	<input type="checkbox"/> Our People - improving staff engagement	<input type="checkbox"/> Our Performance - growing community services across Wirral, Cheshire & Merseyside
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Board of Directors is asked to consider the following action

To receive the update provided and be assured of the actions being taken to review and agree actions identified through the development opportunities shared in the final report.

Report history

Submitted to	Date	Brief summary of outcome
Executive Leadership Team	12/08/2022	The full report was shared with ELT members.
Informal Board	07/09/2022	The full report was shared with the Board of Directors with a particular focus on the development opportunities and associated actions for KLOEs 2, 4 and 8 where a green/amber rating was given.

Well-led developmental review - findings and action planning

Board of Directors
October 2022

Context

- The Trust commissioned Mersey Internal Audit Agency (MIAA) to undertake an independent review using the Well Led Framework in October 2021.
- The review provides a point in time review against the KLOEs from **a triangulation of desktop review, interviews and surveys.**
- The majority of the work was completed between October and December 2021, with some interviews with the external stakeholders, a focus session with the Council of Governors and senior leadership team surveys completed in the months that followed to June 2022.
- It was agreed that a full staff survey would not be completed but the **senior leadership survey** would be issued in June 2022 to ensure some reflections from the wider Trust. In addition to this, some **aspects of the NHS National staff survey results 2021 have been considered as part of the triangulation.**

Findings





- The overall conclusion from the report is that Wirral Community Health and Care NHS Foundation Trust is **Well Led**.

“The Board has provided **clear leadership through the pandemic, streamlining and strengthening governance and risks processes** and investing in digital developments to support more efficient and effective use of information.

The Trust has **engaged in the wider system** and the **feedback from the external stakeholders** about the role the Trust has played was **very positive**. Whilst response to the senior manager survey was low (undoubtedly due to the operational pressures) **the strength of the leadership of the Board was consistently recognised**.

It is clear that **the Board understand the opportunities for further development** and have ambitions to progress these alongside the challenges of recovering and resetting services, and the on-going implications of the pandemic”.

Rating methodology

Scoring and assessment criteria				
				
	GREEN	GREEN/AMBER	AMBER/RED	RED
Definition	Meets or exceeds expectations	Partially meets expectations, but confident in management's capacity to deliver green performance within a reasonable timeframe	Partially meets expectations, but with some concerns on capacity to deliver within a reasonable timeframe	Does not meet expectations
Evidence	Many elements of good practice and there are no major omissions	Some elements of good practice, no major omissions and robust action plans to address perceived gaps with proven track record of delivery	Some elements of good practice, has no major omissions. Action plans to address perceived gaps are in early stage of development with limited evidence of track record of delivery	Major omissions in quality governance identified. Significant volume of action plans required and concerns about management's capacity to deliver.

Trust rating by KLOE

Are services well-led?			
1. Is there 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?
5. Are there clear and effective process 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 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?

Action planning - process

- The Board of Directors received the full and FINAL report at the informal board session in September 2022
- A number of development opportunities/actions were addressed during the course of the review having taken place with the launch of the Trust's 5-year strategy and enabling strategies, the organisational design programme to establish localities and the review of governance arrangements (*see agenda items 13 and 15*)
- Action plans for KLOEs 2, 4 and 8 (green/amber rating) were discussed to address development opportunities cited in the final report, and any further actions to address other findings against the current position (*see key themes in following slides*)
- Action plans for KLOEs 1, 3, 5, 6 and 7 are being finalised to address any development opportunities and will be shared at the informal board session in November 2022

Action planning - key themes

Strategy

- Ensure the golden thread of the strategy and enabling strategies is evident through the governance structure
- Regular testing of 'we will' statements with services and teams
- Ensure the strategy aligns with the ICB strategy and Wirral Place priorities as they emerge
- Reflect emerging strategic priorities in the Board Assurance Framework
- Ensure Non-Executive Director involvement and contribution in Place arrangements

Health Inequalities

- On-going testing of the implementation of the strategy and awareness across the Trust
- Support the on-going health inequalities work at ICB to inform Trust performance

Board visibility

- Extend programme of service visits (post-pandemic) to include Non-Executive Directors
- Ensure visibility across all geographies

Action planning - key themes

Board development

- Revisit the opportunity for a formal board development (paused during pandemic)
- Consider the options to increase board diversity

Governance

- Review arrangements, responsibilities and accountabilities to IPB
- Refresh board paperwork to ensure alignment to strategy and priorities

Quality Improvement

- Embed QI training and methodology to connect quality improvement, continuous improvement and innovation ambitions
- Review and strengthen processes to evaluate the clinical and cost effectiveness of services

Next steps

- The action plans will be finalised for all KLOEs and shared at the informal board session in November 2022
- The status to implement actions will be monitored via the Executive Leadership Team with a mid-year report to the Board of Directors and further informal sessions as required to support board discussion
- The Board of Directors will consider the well-led developmental review in the context of the new well-led quality statements which form part of the new CQC inspection methodology (from 2023)
 - Shared direction and culture
 - Capable, compassionate and inclusive leaders
 - Freedom to speak up
 - Workforce equality, diversity and inclusion
 - Governance, management and sustainability
 - Partnerships and communities
 - Learning, improvement and innovation
 - Environmental sustainability - sustainable development

Review of governance arrangements 2022-23			
Meeting	Board of Directors		
Date	19/10/2022	Agenda item	15
Lead Director	Karen Howell, Chief Executive		
Author(s)	Alison Hughes, Director of Corporate Affairs		
Action required (please tick the appropriate box)			
To Approve <input checked="" type="checkbox"/>		To Discuss <input type="checkbox"/>	To Assure <input type="checkbox"/>
Purpose			
<p>The purpose of this report is to provide the Board of Directors with recommendations from the Integrated Performance Board, for revised and strengthened governance arrangements, particularly at sub-committee level, following the re-establishment of extant arrangements after the COVID-19 pandemic.</p>			
Executive Summary			
<p>The Trust established emergency governance arrangements in response to the COVID-19 pandemic. As the reset and restoration of services across the Trust progressed, the supporting governance arrangements were reviewed to consider the extant arrangements pre-COVID-19 and learning from new ways of working under the emergency governance arrangements.</p> <p>The opportunity to reflect on the success of the emergency arrangements, particularly the efficiency, focus and collaborative approach was recognised and the principles and working practices were incorporated into revised arrangements, approved by the Board of Directors in August 2021.</p> <p>These arrangements included the establishment of the Integrated Performance Board (IPB) to monitor the delivery of high-quality performance across all Trust services reporting into the key sub-committees of the Board to drive the development of the Integrated Performance Report to the Board of Directors.</p> <p>The IPB has been operating for over 12 months and is central to the effective operation of the Trust's governance framework to,</p> <ul style="list-style-type: none"> - effectively monitor performance across the Trust - ensure the appropriate flow of information and assurance from services to the Board (via the sub-committees) - provide oversight and correlation of key themes and risks across multiple domains and, - be responsive to service delivery needs as a modern community health and care organisation <p>During Q2, 2022-23 the members of the Integrated Performance Board led by the Executive Leadership Team have assessed the purpose, objectives and operating framework of the IPB. This considered individual and collective reflections, learning from the recent external well-led developmental review and an analysis of information and assurances being received and reported to the committees of the Board.</p> <p>Consequently, a number of recommendations (as described in the attached report in slide format) have been identified and were shared with members of the Board at an early stage of development through an informal session in September 2022.</p> <p>These recommendations include the review of existing groups below the IPB and the establishment of three new groups to ensure appropriate oversight and monitoring.</p>			

<p>The recommendations have been supported by the members of the Integrated Performance Board and will be extant to allow full implementation with a review in 12 months.</p>					
<p>Risks and opportunities: Any risks to compliance with CQC regulations, appropriate legislation and other regulatory requirements must be mitigated through the governance structure.</p> <p>The opportunity to review and strengthen arrangements has been welcomed to ensure the governance framework remains aligned to organisational developments, is fit for purpose, whilst ensuring it fulfils its statutory duties and is responsive to the changing environment in which the Trust is operating including;</p> <ul style="list-style-type: none"> - the requirements of the new NHS England Operating Framework - the developing arrangements at Place (across a number of geographies) - the priorities of the Trust strategy 2022-27 - the requirements of the new CQC strategy and inspection regime - the changing regulatory landscape in light of the 2022 Health and Care Act 					
<p>Quality/inclusion considerations: Quality Impact Assessment completed and attached <input type="checkbox"/> No Equality Impact Assessment completed and attached <input type="checkbox"/> No Not applicable for the governance structure.</p>					
<p>Financial/resource implications: Not applicable.</p>					
<p>Trust Strategic Objectives Please select the top three Trust Strategic Objectives that this report relates to, from the drop down boxes below.</p> <table border="1" style="width: 100%;"> <tr> <td style="width: 33%;">Our Performance - increase efficiency of all services</td> <td style="width: 33%;">Our Populations - improving services through integration and better coordination</td> <td style="width: 33%;">Our People - enhancing staff development</td> </tr> </table>			Our Performance - increase efficiency of all services	Our Populations - improving services through integration and better coordination	Our People - enhancing staff development
Our Performance - increase efficiency of all services	Our Populations - improving services through integration and better coordination	Our People - enhancing staff development			
<p>Board of Directors is asked to consider the following action</p>					
<p>To receive the update provided and approve the implementation of recommendations as supported by the Integrated Performance Board with a review in 12 months.</p>					
<p>Report history</p>					
Submitted to	Date	Brief summary of outcome			
Strategic Development Forum	30/08/2022	The members of the Executive Leadership Team facilitated discussions with the Deputy Directors group to reflect on the purpose, objectives and operating framework of the IPB. This discussion led to the development to initial recommendations.			
Informal Board	07/09/2022	The members of the Board received an update on the recommendations emerging from the review of governance and the opportunity to strengthen arrangements sub-IPB.			

Review of governance arrangements 2022-23

Board of Directors
19 October 2022

Context

- The **Integrated Performance Board (IPB)** has been operating for over 12 months and is central to the effective operation of the Trust's governance framework to,
 - effectively monitor performance across the Trust
 - ensure the appropriate flow of information and assurance from services to the Board (via the sub-committees)
 - provide oversight and correlation of key themes and risks across multiple domains and,
 - be responsive to service delivery needs as a modern community health and care organisation
- During Q2, 2022-23 members of the IPB led by the Executive Leadership Team have assessed it's purpose, objectives and operating framework based on;
 - individual and collective reflections
 - learning from the recent external well-led developmental review
 - an analysis of information and assurances being received and reported to the committees of the Board

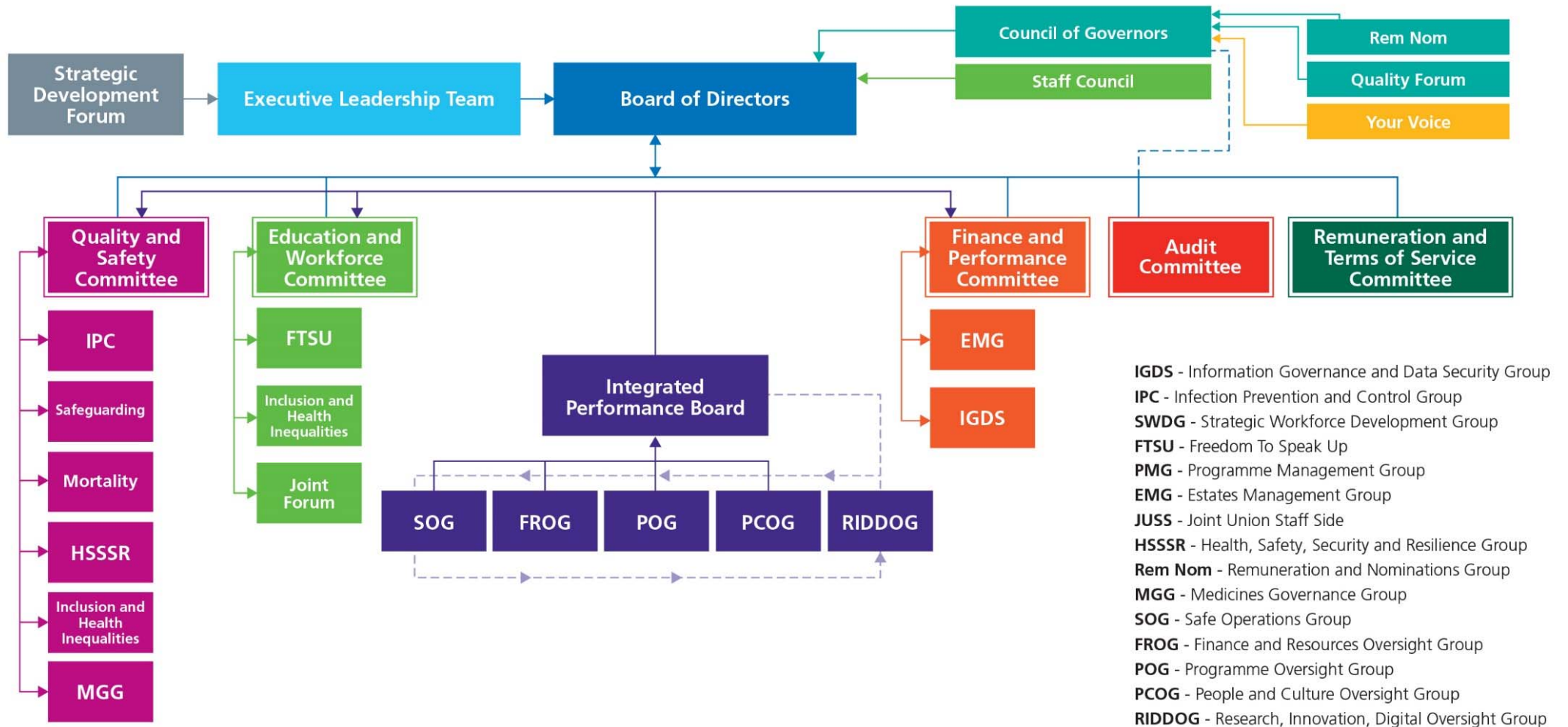
Recommendations (1)

- A number of recommendations have been proposed which include the review of groups below the IPB
 - The previously established SAFE Assurance Group will transition to the Safe Operations Group
 - The previously established Programme Management Group will transition to the Programme Oversight Group
 - NEW groups will be established as follows;
 - Finance and Resources Oversight Group
 - People and Culture Oversight Group
 - Research, Innovation and Digital Oversight Group
- All of these groups will have a direct reporting line to the Integrated Performance Board which will report to each of the sub-committees of the Board

Recommendations (2)

- Each of the groups reporting to the IPB will be chaired by a Deputy Director (relevant to the purpose and duties of the group)
- The groups will meet on a monthly or bi-monthly schedule to review performance across key metrics at locality level and an aggregated trust-wide position, as well as risk (in accordance with the Risk Policy)
- Each group will present a performance report to the IBP to provide assurance on key performance indicators, any emerging or actual risks, trajectories for improvement, areas of identified good practice and performance, and any correlation across key performance domains
- The Integrated Performance Board will provide a report to each of the committees of the Board with a particular focus on the duties and responsibilities of the committee

Governance Structure



	Safe Operations Group	Programme Oversight Group	Finance & Resources Oversight Group	People & Culture Oversight Group	Research, Innovation & Digital Oversight Group
Purpose	To provide assurance to IPB in relation to compliance with regulatory standards including CQC and Social Care Employer Standards and to monitor operational performance across all services	To oversee the delivery of the Trust's key programmes , approving projects to support the delivery of the programmes and monitoring progress of these against plan, providing highlight reporting to IPB	To maintain oversight of finance (inc P&E), data (PLICs, SLR, benchmarking), contractual and financially related workforce metrics according to key indicators in order to provide assurance to IPB	To maintain oversight of people related initiatives across localities and corporate functions , monitor delivery against the People Strategy delivery plan and track key performance metrics of the people function in order to provide assurance to IPB	To maintain oversight of all QI, innovation and research (including digital) initiatives across the Trust actively engaging with other groups sub-IPB to ensure effective monitoring and implementation in line with Trust policy and assurance to IPB
Chair (s)	Deputy Chief Nurse Deputy Chief Operating Officer	Deputy Director of Strategy Deputy Chief Finance Officer	Deputy Chief Finance Officer Deputy Director of Contracts & Commissioning	Deputy Director of HR & OD Head of HR	Chief Information Officer Deputy Director of Adult Social Care
Membership	Quality Leads Service Directors Head of IPC Head of Business Operations	Chief Information Officer Head of PMO Head of Finance Chief Financial Accountant Deputy Chief Nurse Head of Estates & Facilities	Deputy COO Deputy Director of Strategy Chief Information Officer Service Directors Heads of Corporate Services	Deputy COO Deputy Director of Strategy Chief Information Officer ALL Service Directors Heads of Corporate Services	Deputy Chief Nurse Research & Innovation Lead Head of Digital Head of BI
Attendees	Heads of Corporate Services	Project SROs and/or project leads Project managers Head of procurement	Head of L&OD Head of Procurement	HR Business Partners	Quality Leads
Frequency	Monthly (3 rd week of month)	Monthly (1 st /2 nd week of month)	Monthly (3 rd week of month)	Bi-monthly	Monthly (TBC)

Next steps

- The local governance arrangements to support reporting to the groups sub-IPB is being finalised to ensure consistency and efficiency
 - E.g.
 - Highlight reporting against key metrics, compliance with regulatory standards and risk
- The Delegated Financial Limits in the Standing Financial Instructions are under review to ensure the governance structure operates as efficiently as possible and appropriate authority is delegated with relevant accountability
- The IPB agenda has been revised to reflect reporting from the groups sub-IPB with data availability and analysis through the Trust Information Gateway
- The Risk Policy is under review to ensure appropriate flow and oversight of risk through the new arrangements

Next steps

- These recommendations have been supported by the members of the IPB for implementation with immediate effect
- These arrangements will be extant to allow full implementation with a review in 12 months

Annual Declarations of Interest 2022-23
Board of Directors

Meeting	Board of Directors		
Date	19/10/2022	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 <input type="checkbox"/>	To Discuss <input type="checkbox"/>	To Assure <input checked="" type="checkbox"/>	
Purpose			
The purpose of this paper is to provide the Board of Directors with assurance on the annual declarations of interest for members of the Board made in line with the Trust's Policy for Managing Conflicts of Interest.			
Executive Summary			
<p>In accordance with Standing Order 8 'Declaration of Interests and Register of Interests' in the Trust's Corporate Governance Manual (<i>updated in March 2018</i>) and General Policy 7 'Managing Conflicts of Interest' (<i>approved at the Board of Directors meeting - April 2022</i>) all members of the Board of Directors must declare interests which are relevant and material on an annual basis.</p> <p>Following the guidance from NHS England in June 2017, this principal has also been extended to all senior and decision-making staff in the organisation.</p> <p>Further, as an authorised Foundation Trust and in accordance with the Trust's constitution, paragraph 35.5 requires that "the trust shall have a register of interests of the directors". Furthermore, paragraph 36 states that "the trust shall make the registers available for inspection by members of the public.... The trust shall not make any part of it registers available for inspection by members of the public which shows details of any member of the trust, if the member so requests".</p> <p>A 'conflict of interest' is:</p> <p>"A set of circumstances by which a reasonable person would consider that an individual's ability to apply judgement or act, in the context of delivering, commissioning, or assuring taxpayer funded health and care services is, or could be, impaired or influenced by another interest they hold."</p> <p>During the year work has been on-going to promote the Managing Conflicts of Interest Policy and to identify further staff that are required to make a declaration. The process of completing the declaration of interest has been revised to an electronic format to support the new ways of working in response to the Covi-19 pandemic. Whilst the work on the register of staff interests is nearing completion, the register for 2022-23 for members of the Board of Directors is included at appendix 1.</p> <p>All declarations included have been approved for publication on the Trust's public website.</p> <p>These interests will also be reported in the Trust's Annual Report 2022-23.</p> <p>In addition, at each meeting of the Board of Directors, and its committees, members are asked to declare any further interests since the date of the last declaration and to notify of any conflicts of interest in relation to the agenda items for discussion (for which they may need to abstain). Any such declaration is recorded in the minutes.</p>			
Risks and opportunities:			

<p>The potential risks associated with any declared interests are considered by line managers with advice, when required, from the Head of Corporate Governance or Director of Corporate Affairs. The appropriate mitigation is put in place, and this is recorded on the declarations of interest register.</p>		
<p>Quality/inclusion considerations: Quality Impact Assessment completed and attached No Equality Impact Assessment completed and attached No The Policy is in line with national guidance</p>		
<p>Financial/resource implications: None</p>		
<p>Trust Strategic Objectives Please select the top three Trust Strategic Objectives that this report relates to, from the drop down boxes below.</p>		
<p>Our Performance - delivering against contracts and financial requirements</p>	<p>Our Performance - increase efficiency of all services</p>	<p>Our People - advancing staff wellbeing</p>
<p>Board of Directors is asked to consider the following action</p>		
<p>The Board of Directors is asked to receive this report and be assured of the processes in place to ensure compliance with Trust Policy and the subsequent register of interests for members of the Board of Directors for 2022-23.</p>		
<p>Report history</p>		
Submitted to	Date	Brief summary of outcome
No prior history for this report		

Declarations of interest April 2022 - March 2023

First Name initial	Surname	Job Title	Board/Staff	Type of Interest	Description of Interest	Date Interest Relates from	Date Interest Relates to
A	Bennett	Chief Strategy Officer	Board	NIL	NIL		
C	Bentley	Non-Executive Director	Board	Financial	Professor Chris Bentley Consulting Ltd	01/02/2019	Ongoing
*C	Bentley	Non-Executive Director	Board	Financial and Professional	Equity & Health Inequalities, PHE	01/09/2019	31/03/2022
*C	Bentley	Non-Executive Director	Board	Financial and Professional	Directorate of Health Inequalities Improvement NHSE/I	01/02/2021	28/02/2022
C	Bentley	Non-Executive Director	Board	Non-Financial Personal Interest	Orbis Programme and Medical Advisory Committee (the programme involves several countries and reviews and approves promising cancer treatments)	2018	Ongoing
C	Bentley	Non-Executive Director	Board	Financial and Professional	visiting lecturer teaching on public health modules - Liverpool University	2013	Ongoing
C	Bentley	Non-Executive Director	Board	Non-Financial and Professional	Visiting lecturer teaching on public health modules - Sheffield Hallam University	2010	Ongoing

C	Bentley	Non-Executive Director	Board	Non- Financial and Professional	Visiting lecturer teaching on public health modules - Sheffield University	2009	Ongoing
C	Bentley	Non-Executive Director	Board	Non-Financial personal interest	Chairman of Trustees - Sheffield Health International Partnerships - small charity providing links between Sheffield NHS/social care and the developing world, particularly Uganda at present	2012	Ongoing
C	Bentley	Non-Executive Director	Board	Financial and Professional	Research advisory role - co-applicant - NIHR (National Institute for Health Research) funded research study into unmet need in health & social care. Funded programme including Liverpool, Manchester and York Universities	2020	Ongoing
C	Bentley	Non-Executive Director	Board	Non-Financial professional	Member of the National Advisory Committee on Resource Allocation, the chair of the Technical Advisory Group. DHSC/NHS England/NHS Improvement	2008	Ongoing
C	Bentley	Non-Executive Director	Board	Financial and Professional	Kings Fund Associate Professional	Sep-22	Ongoing
C	Bentley	Non-Executive Director	Board	Financial and Professional	West Yorkshire and Harrogate IBS	Sep-22	Mar-23

M	Brown	Chairman	Board	Financial	Chairman of Procure Plus Holdings Ltd (commercial company providing procurement services to social housing providers)	May-14	Ongoing
M	Brown	Chairman	Board	Financial	Trustee and Director Re: Vision North Ltd (a charity bringing people into employment) which is part of Procure Plus Holdings Ltd. Part of financial arrangements for the Chairman of Procure Plus Holdings.	2016	Ongoing
M	Brown	Chairman	Board	Financial	Chairman of Reallies which is now part of Procure Plus Holdings Ltd). Part of financial arrangements for the Chairman of Procure Plus Holdings.	2019	Ongoing
M	Brown	Chairman	Board	Financial	Director of OSCO Developments 1 Ltd (an SPV company building housing using off-site construction techniques) which is part of Procure Plus Holdings Ltd. Part of financial arrangements for the Chairman of Procure Plus Holdings.	2017	Ongoing

M	Brown	Chairman	Board	Financial	Executive Chairman, Switch2Support Ltd (a start-up company designed to support charities by getting their supporters to switch their utilities, broadband, mobile phones, etc. through a dedicated comparator site)	Sep-21	Ongoing
J	Chwalko	Chief Operating Officer	Board	Financial	Visiting lecturer at The University of Chester	01/08/2020	Ongoing
S	Connor	Non-Executive Director	Board	Indirect Interest	Family member is the Deputy Director of HR at The Clatterbridge Cancer Centre NHS Foundation Trust.	Jun-22	Apr-23
S	Connor	Non-Executive Director	Board	Non-financial personal interest	Former Managing Director of MIAA who are the Trusts appointed Internal auditors.	Jun-22	Apr-23
S	Connor	Non-Executive Director	Board	Indirect Interest	Trustee & Finance Chair St Helens Citizen Advice	Jun-22	Apr-23
S	Connor	Non-Executive Director	Board	Non-Financial Professional	Member of the Audit & Governance Committee of the Healthcare Financial Management Association (HFMA)	Jun-05	ongoing
N	Cross	Medical Director	Board	Non-Financial Professional	Honorary Contract with Humber Teaching NHS Foundation Trust	Nov-20	Ongoing
N	Cross	Medical Director	Board	Financial	Bank GPOOH Doctor for the Trust	2021	Ongoing

*M	Greatrex	Chief Financial Officer/Deputy Chief Executive	Board	Indirect	Family member is the Director of Commissioning at Halton CCG	Jan-15	Mar-22
M	Greatrex	Chief Financial Officer/Deputy Chief Executive	Board	Indirect	Family member is a Director at MerseyCare NHS FT	Apr-22	Ongoing
*M	Greatrex	Chief Finance Officer/ Deputy CEO	Board	Non-Financial	Healthy Wirral Exec Lead for Non-Clinical Transformation	01/06/2019	Mar-22
K	Howell	Chief Executive	Board	Non-Financial	Governor of University of Chester	01/02/2018	Ongoing
K	Howell	Chief Executive	Board	Non-Financial	Health & Social Care Partner Representative on Innovation Agency Board	01/01/2017	Ongoing
K	Howell	Chief Executive	Board	Non-Financial	SRO for Community Services Operational Standardisation & Reduced Variation workstream, as part of the Mental Health, Learning Disability & Community Services Provider Collaborative, of Cheshire & Merseyside ICB	01/04/2022	Ongoing
A	Hughes	Director of Corporate Affairs	Board	NIL	NIL		
B	Jordan	Non-Executive Director	Board	Non-Financial - personal	Fund raiser, St Ann's Hospice, Greater Manchester area	2015	Ongoing
B	Jordan	Non-Executive Director	Board	Non-Financial - personal	Campaign support for new legislation - guide dogs	2015	Ongoing

B	Jordan	Non-Executive Director	Board	Non-Financial professional	Hon Treasurer and Trustee at Citizens Advice for Wigan Borough	Oct-16	Ongoing
B	Jordan	Non-Executive Director	Board	Financial	Advisory Board Member for Quantum Base Limited	Sep-15	Ongoing
*B	Jordan	Non-Executive Director	Board	Non-Financial personal	Student Mentor at Manchester Business School and Nottingham University	Dec-16	Dec-21
*G	Meehan	Non-Executive Director	Board	Financial	Occasional hours NHS employee for Cheshire and Merseyside Heath & Care partnership	01/04/2019	01/07/2022
D	Murphy	Chief Information Officer	Board	NIL	NIL		
P	Simpson	Chief Nurse	Board	Non-Financial/ personal	A family member works as an auditor at MIAA.	01/04/2018	Ongoing
R	Wilson	Interim Director of HR	Board	Financial	Lancaster University Students Union	Mar-22	Ongoing
R	Wilson	Interim Director of HR	Board	Financial	Citizens Advice Liverpool	Mar-22	Ongoing
Roger	Wilson	Interim Director of HR	Board	Non-Financial professional	Voluntary work at Cumbria Careers Hub	2017	Ongoing

* Interest has ended, and will remain on the register for 6 months in line with the Policy GP07 Managing Conflicts of interest

Board of Directors and Committee Terms of Reference			
Meeting	Board of Directors		
Date	19/10/2022	Agenda item	17
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 <input checked="" type="checkbox"/>		To Discuss <input type="checkbox"/>	To Assure <input type="checkbox"/>
Purpose			
<p>This paper provides the Terms of Reference for the:</p> <ul style="list-style-type: none"> • Board of Directors • Audit Committee • Education & Workforce Committee • Finance & Performance Committee • Quality & Safety Committee • Remuneration and Terms of Service Committee <p>for receipt and approval by the Board of Directors.</p>			
Executive Summary			
<p>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.</p> <p>The board and committee structure form a key part of the governance framework.</p> <p>The annual review of the board and committee Terms of Reference has been completed during September and October 2022 and includes consideration of the revised governance arrangements put in place during September 2022 for groups that report into the Integrated Performance Board, that in turn reports to the committees.</p> <p>The review also includes a review by the Head of Inclusion to align the template to Accessible Information Standards.</p> <p>The attached committee Terms of Reference have been presented and supported at the following committees:</p> <p>Quality & Safety Committee - 7 September 2022 Audit Committee - 7 September 2022 Finance & Performance Committee - 5 October 2022 Education & Workforce Committee - 12 October 2022</p> <p>The Terms of Reference for the Board of Directors have also been reviewed and are presented to members of the Board for approval. Any proposed changes are highlighted in red text.</p>			
Risks and opportunities:			
<p>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.</p>			
Quality/inclusion considerations:			

Quality Impact Assessment completed and attached <input type="checkbox"/> No Equality Impact Assessment completed and attached <input type="checkbox"/> No Not applicable. <input type="checkbox"/>		
Financial/resource implications: None identified. <input type="checkbox"/>		
Trust Strategic Objectives <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"/>	<input type="checkbox"/> Our People - advancing staff wellbeing <input type="checkbox"/>	<input type="checkbox"/> Our Performance - delivering against contracts and financial requirements <input type="checkbox"/>
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. <input type="checkbox"/>		
Report history		
Submitted to	Date	Brief summary of outcome
Quality & Safety Committee	07/09/2022	The committee approved the revised ToR with some minor amends which were subsequently addressed.
Audit Committee	07/09/22	The committee approved the revised ToR with some minor amends which were subsequently addressed.
Finance & Performance Committee	05/10/2022	The committee approved the revised ToR with some minor amends which were subsequently addressed.
Education & Workforce Committee	12/10/2022	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 drive the implementation of the Trust strategy

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 progress in the achievement of strategic aims as set out in the board approved strategy for the Trust**
- 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

Chief Strategy Officer

Advisors to the Board:

Associate Director of Adult Social Care

Deputy 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 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



E-governance process

What is the purpose of the e-governance approval 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 - 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 by receiving the outcome of self-assessments
- 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 / Audit Chair

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 presented to the Board on the work of the committee
- The committee will review its ToR annually
- The committee will complete a review of performance annually
- The committee will receive the outcome of other committee's self-assessments annually
- Following each meeting, a decision and action log detailing discussions will be circulated



Standing agenda

- Review of decision & action log
- Board Assurance Framework review
- Organisational risk review
- Internal Audit & Fraud 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
- **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

Glossary of acronyms included in ToR

LSMS	Local Security Management Specialist
LCFS	Local Counter Fraud Specialist

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 through the delivery plan to provide assurance to the Board of Directors
- Develop and approve the Inclusion & Health Inequalities Strategy 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 and WDES data submissions and action plans
- Review Trust progress on the workforce domains (workforce health and wellbeing and inclusive leadership) of the Equality Delivery System 2
- Approve trust-wide policies associated with workforce/people (as detailed in SAFE)
- Give consideration to the equitable allocation of resources according to need



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
 Deputy 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.



Governance

- Reporting to the Board of Directors
- IPB, FTSU, Inclusion and Joint Forum will report to the EWC
- Risk review >RR15
- Review associated strategic risks (BAF)
- 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 Integrated Performance Board
- Workforce Report
- People Plan Action Plan
- Risk review
- Board Assurance Framework
- Internal Audit Tracker
- Policy schedule
- 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



Frequency

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

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

Glossary of acronyms included in ToR

WRES	Workforce Race Equality Standard
WDES	Workforce Disability Equality Standard
EDS2	Equality Delivery System (2)
IPB	Integrated Performance Board
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. P&E = Productivity & Efficiency) 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, Green Plan, Procurement, Digital) and monitor implementation
- Receive assurance on Information Governance compliance including the DSPT
- 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
- Give consideration to the equitable allocation of resources according to need



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
Medical Director

In attendance;

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.



Governance

- Reporting to the Board of Directors
- IPB, IDGS, EMG will report to the FPC
- Risk review >RR15
- Review associated strategic risks (BAF)
- 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 Integrated Performance Board
- Finance Report
- Operational performance report
- Risk review
- Board Assurance Framework
- Internal Audit Tracker
- Policy schedule
- 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



Frequency

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

What is the operating framework for FPC?

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

Glossary of acronyms included in ToR

IM&T	Information Management & Technology
BI	Business Intelligence
P&E	Productivity & Efficiency
IPB	Integrated Performance Board
EMG	Estates Management Group
IGDS	Information Governance & Data Security Group

Terms of Reference - Quality & Safety Committee

What is the aim of the QSC?

- To provide assurance on the delivery of the quality strategy against the quality ambitions of;
- Safe Care & Support Every Time
 - People & Communities Guiding Care
 - Ground-breaking Innovation & Research
- Underpinned by a Population Health Focus

What is the purpose of the QSC?

- Develop the Quality Strategy and monitor implementation
- Receive assurance on key quality metrics from the Integrated Performance Board (for assurance to the Board of Directors through the Integrated Performance Dashboard on TIG)
- 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/Account
- 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
- Review Trust progress in relation to the commissioned or provided services (domain 1) of the Equality Duty Standard (EDS)
- Receive assurance on IG incidents impacting quality
- Give consideration to the equitable allocation of resources according to need

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
 Deputy 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
- Groups reporting to committee IPB, IPC, Safeguarding, Medicines Management, Mortality, Health & Safety, Inclusion & Health Inequalities
- IG incidents affecting quality to be reported by exception
- Following each meeting, a decision and action log detailing discussions will be circulated



Standing agenda

- Review of decision & action log
- Briefing from Integrated Performance Board
- Quality Report
- Risk review >risk rating 15
- Board Assurance Framework
- Internal Audit Tracker
- Policy schedule
- 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

Glossary of acronyms included in ToR

IPB	Integrated Performance Board
IG	Information Governance
SAFE	Standards Assurance Framework for Excellence
IPC	Infection Prevention & Control
AOB	Any Other Business

Terms of Reference Remuneration & Terms of Service Committee

What is the aim of RemCom?

To set appropriate remuneration and terms of service for the Chief Executive and other Executive Members including all aspects of salary, provision for other benefits and arrangements for contractual terms. The remuneration committee has delegated responsibility from the Board of Directors.

What is the purpose of the RemCom?

- The Committee is authorised by the Board to act within its terms of reference
- Ensure that the Chief Executive, all individuals remunerated on the Very Senior Manager (VSM) pay scale and other managers on local pay are fairly rewarded for their individual contribution to the organisation, having proper regard for the organisation's circumstances and performance and any national arrangements where appropriate, including the VSM Pay Framework
- Within the terms of the agreed policy, determine the total individual remuneration packages of the Chief Executive and Executive Directors paid on the VSM Pay Framework including, where appropriate, bonuses and incentive payments; to have regard as required to any national policy on VSM pay
- Determine the policy for and scope of termination/redundancy payments whilst ensuring they are in accordance with national guidelines
- Determine any major changes in remuneration structures within the Trust
- Determine policy on Trust specific terms and conditions of service
- Determine the expenses policy for the Trust
- Determine the relocation policy for the Trust
- Consult with regulators as required



Membership

Chair - Chair of the Trust (Prof. Michael Brown)

Executive Lead - Director of HR & OD

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

In attendance;
Chief Executive (as required)

The Executive Lead will declare any necessary conflicts of interest and support any mitigating actions as required.

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

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



Quoracy

- 5 x Non-Executive Directors

In the absence of the Chair another NED member will be nominated to take the chair.



Frequency

- AT least annually or as required and supported by the Chair



Governance

- Reporting to the Board of Directors
- Following each meeting, a decision and action log detailing discussions will be circulated



Standing agenda

- Approval of decision and action log from previous meeting
- Any appropriate or new risks to be added to the risk register

In performing its duties, the Committee will have due regard to the Trust's commitment to equality, diversity and human rights as well as compliance with the Equalities Act 2010 and other legislation requirements.

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

Report following annual committee self-assessments

Meeting	Board of Directors		
Date	19/10/2022	Agenda item	18
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 <input type="checkbox"/>	To Discuss <input type="checkbox"/>	To Assure <input checked="" type="checkbox"/>	
Purpose			
<p>The purpose of this report is to provide the Board of Directors with assurance on the satisfactory completion of the committee annual self-assessments of effectiveness for 2021-22 by each of the key committees;</p> <ul style="list-style-type: none"> • Quality & Safety Committee • Finance & Performance Committee • Education & Workforce Committee • Audit Committee 			
Executive Summary			
<p>The members and regular attendees of the committees were invited to complete the annual self-assessment surveys to review the effectiveness of the committees during 2021-22 in respect of the approved Terms of Reference.</p> <p>Twenty-seven responses were received from the 39 members and regular attendees who were surveyed.</p> <p>Responses to almost all of the questions were predominately positive. The detailed responses were shared and discussed at each committee during August and September 2022, including areas identified for further improvement. It is proposed that in accordance with its terms of reference, the Audit Committee will review the cross-cutting themes from the self -assessments and identify any further actions to improve and support the efficiency of the committees.</p> <p>The details of the self-assessment and the key themes from the surveys are summarised in the attached presentation at appendix 1.</p>			
Risks and opportunities:			
The areas for continuous improvement identified through the self-assessments are included in the presentation, and the committees review risks and opportunities for the trust at each meeting			
Quality/inclusion considerations:			
Quality Impact Assessment completed and attached No Equality Impact Assessment completed and attached No The assessments are completed when required for the agenda items presented at the committees			
Financial/resource implications:			
None			
Trust Strategic Objectives			
Please select the top three Trust Strategic Objectives that this report relates to, from the drop down boxes below.			

Our Populations - improving services through integration and better coordination	Our Performance - growing community services across Wirral, Cheshire & Merseyside	Our Performance - increase efficiency of all services
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Board of Directors is asked to consider the following action

The Board of Directors is asked to note and be assured by the self-assessment of effectiveness.

Report history

Submitted to	Date	Brief summary of outcome
Finance & Performance Committee	03/08/2022	The Committee received the results from the self-assessment and were assured by the self-assessment of effectiveness
Education & Workforce Committee	10/08/2022	The Committee received the results from the self-assessment and were assured by the self-assessment of effectiveness
Quality & Safety Committee	07/09/2022	The Committee received the results from the self-assessment and were assured by the self-assessment of effectiveness
Audit Committee	07/09/2022	The Committee received the results from the self-assessment and were assured by the self-assessment of effectiveness

Appendix 1

Report following committee annual self- assessments 2021-22

Alison Hughes, Director of Corporate Affairs

- The Education & Workforce, Finance & Performance, and Quality & Safety Committee surveys included over 20 questions, with Yes / No / or N/A response options
- The survey covered multiple topics
 - Alignment to the Terms of Reference
 - Receipt of appropriate information & assurance
 - Access to relevant information
 - Scrutiny & constructive challenge
 - Agenda & papers
 - Structure of the meetings

- The Audit Committee survey included over 46 questions with response options of 1 Disagree / Dissatisfied through to 4 Agree / Satisfied
- The survey covered multiple topics aligned to the other committee surveys together with audit specific questions:
 - Committee behaviours and processes
 - Internal control and risk management
 - Internal and external audit
 - Security Management
 - Additional comments

- Over all for all of the surveys 27 responses were received from 39 people who were surveyed
 - 18 members
 - 9 regular attendees
- Responses to almost all questions were predominantly Agree or Yes
- The detailed responses were shared and discussed at each committee, including areas for continuous improvement
- The key themes are summarised on the following slides, and the Audit Committee will review the cross cutting themes and identify any additional actions to improve the efficiency of the committees.

Key themes from the additional comments

- Very satisfied by the way the committee(s) has worked over the past year
- Effective chairing, good debate and necessary information available
- Good alignment to the Terms of Reference
- Assurance and escalation from the Integrated Performance Board is present and developing
- Good quality papers / reporting is relevant and focused
- Ability to access data in real-time through (TIG) systems is valuable and has strengthened correlation across performance and risk
- Good discussion and debate with a culture that encourages high challenge and high support
- Level of scrutiny and challenge is a key strength
- Review of the BAF gives enhanced management of risk
- Excellent system for tracking decisions and actions providing good assurance

Themes for continuous improvement

- Further enhance the follow up of internal audit recommendations through the committee
- Revise cycle of business to support agendas which can be very lengthy
- Further development of reporting from Integrated Performance Board, including referral of actions back
- Increase the use of SPC charts in performance reporting across all domains to support YTD review and trajectory planning
- Include presentations in the paper pack issued prior to the meeting