Board of Directors and Committee Terms of Reference

Meeting	Board of directors

Date	17/10/2023	**Agenda Item**	14

Lead Director	Alison Hughes, Director of Corporate Affairs

Author(s)	Alison Hughes, Director of Corporate Affairs

Action required (please select the appropriate box)

To Approve ☒	**To Discuss** ☐	**To Assure** ☐

Purpose

This paper provides the Terms of Reference for the:

- Board of Directors
- Audit Committee
- People & Culture Committee
- Finance & Performance Committee
- Quality & Safety Committee
- Executive Leadership Team
- Staff Voice Forum (formerly Staff Council)

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.

The annual review of the board and committee Terms of Reference was completed during July-August 2023.

The attached committee Terms of Reference have been presented and supported at the following committees:

- Quality & Safety Committee - 12 July 2023
- Audit Committee - 5 July 2023

- Finance & Performance Committee - 2 August 2023
- People & Culture Committee - 9 August 2023

Following the review by the QSC and PCC, the reporting route and responsibilities associated with reporting assurance on Freedom To Speak Up (FTSU) arrangements have been clarified and aligned to the QSC, with any related reporting on people aspects to PCC as required.

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.

As key groups also reporting to the Board of Directors, the Terms of Reference for the Executive Leadership Team (ELT) and the Staff Voice Forum (formerly Staff Council) have also been reviewed and supported by members for onward reporting for Board approval.

- Executive Leadership Team - 8 August 2023
- Staff Voice Forum - 14 September 2023

Risks and opportunities:

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 & Equality Impact Assessment completed and attached No

Not applicable for Terms of Reference, however all ToRs have been assessed for AIS.

Financial/resource implications:

None identified.

The Trust Vision - To be a population health focused organisation specialising in supporting people to live independent and healthy lives. The Trust Objectives are:

- Populations - We will support our populations to thrive by optimising wellbeing and independence
- People - We will support our people to create a place they are proud and excited to work
- Place - We will deliver sustainable health and care services within our communities enabling the creation of healthy places

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

Populations - Safe care and support every time	People - Improve the wellbeing of our employees	Place - Make most efficient use of resources to ensure value for money

The Trust Social Value Intentions

Does this report align with the Trust social value intentions? Yes

If Yes, please select all the social value themes that apply:

Community engagement and support ☒

Purchasing and investing locally for social benefit ☒

Representative workforce and access to quality work ☒

Increasing wellbeing and health equity ☒

Reducing environmental impact ☒

Board of Directors **is asked to consider the following action**

To receive and approve the revised Terms of Reference including for the Board of Directors.

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

Report history (Please include history of where the paper has been presented prior to reaching this meeting, including the title of the meeting, the date, and a summary of the outcome)

Submitted to	Date	Brief summary of outcome
All ToRs have been presented to the relevant committee or group as detailed above.		

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 ensuring the equitable allocation of resources whenever possible to address health inequalities and improve the health of our population

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:
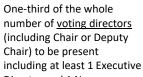Chief Operating Officer
~~Director of HR & OD~~ Chief People Officer
Director of Corporate Affairs
Chief Strategy Officer

Advisors to the Board:
~~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 <u>voting directors</u> (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.
- 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 Voice Forum ~~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 CEO.
- Reports from Board sub committees
- Integrated Performance Report
- Board Assurance Framework
- Invitation for public comments (by the Chair)
- Place/system updates from Place Based Partnership Board

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 <u>observing the Trust values of **Trust, Open and Compassion**</u>

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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 <u>scrutinise the governance, risk management and internal control arrangements put in place to ensure achievement of organisational objectives</u>.
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 committee?

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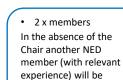
In attendance;
Chief Finance Officer
Director of Corporate Affairs
Internal and external auditors
LCFS

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

Members should attend at least three scheduled meetings annually

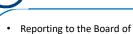Any disputes will be escalated to the Board of Directors; all votes will be taken at Board level.

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
• **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 <u>observing the Trust values of **Trust, Open and Compassion**</u>

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Glossary of acronyms included in ToR

LSMS	Local Security Management Specialist
LCFS	Local Counter Fraud Specialist

Terms of Reference People & Culture Committee

What is the aim of PCC?

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 PCC?

- Develop and approve the People Strategy (with due consideration to the system context and Place oversight and reporting) and monitor implementation through the delivery plan to provide assurance to the Board of Directors
- Approve the Inclusion & Health Inequalities Strategy and monitor implementation in relation to the workforce
- Approve WRES and WDES data submissions and action plans
- Receive assurance on key workforce/people metrics (for onward reporting to the Board of Directors through the Integrated Performance Report) and education and training metrics
- Receive assurance on Safe Staffing levels across the Trust
- 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)
- 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

What is the operating framework for the cttee?

Membership

Chair - Non-Executive Director (Gerald Meehan)
Executive Lead – Chief People Officer

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

In attendance;
Deputy Director of HR & OD
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 (NED)
- 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
- Groups reporting to the committee - IPB, HE&I and Joint Forum
- Approve People Strategy, WRES and WDES
- Receive Gender Pay Gap Report
- Monitor Staff Survey action plan
- Risk management as per Risk Policy
- Review associated strategic risks (BAF)
- Trust-wide policy approval
- Internal audit reviews
- A decision and action log detailing discussions will be circulated

Standing agenda

- Review of decision & action log
- Briefing from Integrated Performance Board
- Workforce Report (YTD)
- People Strategy Delivery 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 and review its ToRs

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

BAF	Board Assurance Framework
EDS	Equality Delivery System
HE&I	Health Inequalities & Inclusion
IPB	Integrated Performance Board
TIG	Trust Information Gateway
SAFE	Standards Assurance Framework for Excellence
WRES	Workforce Race Equality Standard
WDES	Workforce Disability Equality Standard
YTD	Year To Date

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 (with due consideration to the system context and Place oversight and reporting) including the annual capital programme
- 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/contractual performance and monitor mitigations, controls and progress on strategic risks through the Board Assurance Framework (BAF)
- Approve supporting strategies (i.e. Digital, Green Plan and Procurement) and monitor implementation
- Receive assurance on Information Governance compliance including the DSPT and the Annual IG Report
- Monitor compliance with all relevant regulatory standards
- Approve trust-wide policies associated with finance, performance, estates and IM&T (as detailed in SAFE)
- Give consideration to the equitable allocation of resources according to need

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
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.

Frequency

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

Governance

- Reporting to the Board of Directors
- Groups reporting to the committee - IPB, IDGS, EMG
- Approval of Financial Plan
- Approval of Digital Strategy
- Approval of Green Plan
- Monitoring of DSPT compliance
- P&E oversight and assurance
- Risk management as per Risk Policy
- Trust-wide policy approval
- Internal audit reviews
- A decision and action log detailing discussions will be circulated

Standing agenda

- Review of decision & action log
- Briefing from Integrated Performance Board
- Finance Report (YTD)
- Operational/contractual 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 and review its ToRs

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**

Reviewed: October 2022
Reviewed: August 2023

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Glossary of acronyms included in ToR

AOB	Any Other Business
BAF	Board Assurance Framework
CFO	Chief Finance Officer
COO	Chief Operating Officer
IM&T	Information Management & Technology
P&E	Productivity & Efficiency
IPB	Integrated Performance Board
EMG	Estates Management Group
IGDS	Information Governance & Data Security Group
SFIs	Standing Financial Instructions
TIG	Trust Information Gateway

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 - addressing health inequalities

What is the purpose of the QSC?

- Develop the Quality Strategy and monitor implementation (with due consideration to the system context and Place oversight and reporting)
- 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)
- Receive assurance on Safe Staffing levels across the Trust (with a focus on quality and safety) to support the work of the People & Culture Committee
- Receive assurance on the implementation of PSIRF (Patient Safety Incident Response Framework) across the Trust
- Receive assurance and updates on FTSU (including Annual Report)
- Approve trust-wide policies associated with quality & safety
- 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 Governance, Mortality, Health & Safety, Inclusion & Health Inequalities *(providing Annual Reports),* FTSU steering group
- IG incidents affecting quality to be reported by exception
- Safe Staffing assurance report (quarterly)
- PSIRF implementation
- Risk management as per Risk Policy
- A decision and action log detailing discussions will be circulated

Standing agenda

- Briefing from Integrated Performance Board
- Quality Strategy delivery plan
- 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 and review its ToR

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**

Reviewed: September 2022
Reviewed: July 2023

Glossary of acronyms included in ToR

AOB	Any Other Business
BAF	Board Assurance Framework
EPRR	Emergency, Preparedness, Resilience and Response
FTSU	Freedom To Speak Up
IG	Information Governance
IPB	Integrated Performance Board
IPC	Infection Prevention & Control
PSIRF	Patient Safety Incident Response Framework
TIG	Trust Information Gateway

Terms of Reference - Executive Leadership Team (ELT)

What is the aim of the ELT?

To provide executive leadership and oversee the implementation of the strategic direction for the Trust to ensure it achieves its long-term objectives, as defined by the Board of Directors.

What is the purpose of the ELT?

- Contribute to the development of key organisational strategies and enabling strategies
- Ensure system context is understood and implemented as relevant across the Trust
- Influence and proactively manage the Trust's position in the system providing sufficient internal focus whilst supporting the wider system
- Monitor relevant resources to deliver on the Trust's identified strategic priorities giving due consideration to
  - Revenue business cases that may present a financial pressure as referred by FROG and POG
  - Capital business cases that may have an unfunded revenue consequence or that span multi-years referred by FROG and POG
- Ensure effective governance arrangements remain in place so that the Trust is managed with integrity and in line with its Provider Licence and FT Constitution
- Sponsor and support the development of agendas for the bi-monthly committee, Board of Directors and informal board sessions
- Review business development opportunities for feasibility and alignment to the strategic aims of the Trust
- Celebrate and recognise good news stories and where relevant invite leaders to attend ELT to present new ideas and approaches

What is the operating framework for the group?

Membership

Chair - Chief Executive
Deputy Chair - Deputy Chief Executive/ Chief Finance Officer

Chief Operating Officer
Chief People Officer
Chief Nurse
Medical Director
Director of Corporate Affairs
Chief Strategy Officer

Other senior officers may be invited to attend by exception.

Quoracy

- Chair or Deputy Chair
- Two other members

If members are unable to attend a nominated deputy should attend.

Frequency

- Weekly apart from the weeks when EDT or SDF takes place

Governance

- The Chair of ELT shall draw to the attention of the Board any issues that require escalation through the bi-monthly Chief Executive Report.
- Approve revenue business cases (if presenting a financial pressure)
- Approve bi-monthly board agendas
- Approve contracts (as required by DFLs)
- Review and approve new business opportunities
- Approve monthly trust-wide Get Together agenda
- Receive quarterly People Pulse survey results for assurance
- Monitor implementation of the ELT actions in the Staff Engagement Plan
- Following each meeting, a decision and action log detailing discussions will be circulated

Standing agenda

- Review of decision and action log
- System updates and briefings
- Operational update (by exception)
- Items for the Risk Register
- Items for Escalation to Wirral System
- 'Time to Shine'

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**

Reviewed: March 2022
Reviewed : April 2023
Reviewed: August 2023

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Terms of Reference – Staff Voice Forum (SVF)

What is the aim of Staff Voice Forum?

The Staff Voice Forum is the collective voice for all staff networks, champions and all employees.

What is the purpose of Staff Voice Forum?

The purpose of the Staff Voice Forum is to bring the collective voice of all staff to work in partnership with senior management of Wirral Community Health and Care NHS Foundation Trust (WCHC) and engage with staff at all levels within the organisation to help ensure that an open, positive and inclusive culture is encouraged to the mutual benefit of the organisation and its staff. The Staff Voice Forum will not replace the existing arrangements for negotiating and consulting with Staff Side Representatives.

What is the operating framework for the Staff Voice Forum?

Membership

SVF Chairs (joint chairs)
Executive Lead – Chief People Officer (to support when needed)
One to two representatives from each of the staff networks and champion groups
3 other members of Executive Leadership Team or designated deputies
Deputy Chief People Officer

In attendance;
Chief Executive (as and when required)
Head of HR/HR Business Partners (as and when required)
Service Directors (as and when required)
Head of Communications and Marketing (as and when required)

Membership of the SVF will be between 10 and 20 members plus an Executive Director who will act as Joint Chair of the meeting.
Any member of staff may nominate themselves for membership of the group by contacting the Chair.
Membership will not normally be refused unless the maximum membership numbers are reached in which case there will be a waiting list for membership.
Appointments will be confirmed and recorded at EVF meetings.
The election of a Joint Chair and Vice Chair will be held on an annual basis.
Any elected Staff Governor of Wirral Community Health and Care NHS Foundation Trust Council of Governors who is not an existing member of SVF will automatically become an affiliate member for the period of their tenure as a Staff Governor. They will receive a standing invitation to all meetings and receive all meeting papers.
Should an existing SVF member be elected as a Staff Governor they may choose to remain a full SVF member or become an affiliate member.
Staff to be invited as guests to observe meetings.
Key staff to be invited to attend meetings to discuss relevant topics, e.g. service leads for current projects.

Governance

Executive Directors will regularly attend meetings to engage with staff members. Senior Managers may attend meetings as requested to provide information to the SVF

The scope of the SVF includes all matters of engagement with the staff of Wirral Community NHS Trust and key examples are:
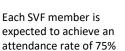• To provide a sense check for the Executive Team on organisational issues
• To act as a conduit of information and facilitate communications between staff and the organisation thus involving and empowering employees
• Help to develop a culture that recognises the value and contribution of its employees
• To be a channel for staff's views in informing strategic business decisions
• To advise on matters of general interest to staff
• To offer a forum for employees to raise suggestions and queries with the Executive Leadership Team and provide a mechanism for feedback
• To promote a positive partnership between the Trust and employees.

The SVF will not be involved in consultation or negotiations as this is covered by the existing Staff Side Representatives.
The members will be required to feedback to the SVF on actions allocated.
A report and the minutes of the meetings will be submitted to the Board on a bi-monthly basis.

These Terms of Reference shall be reviewed annually by the SVF with recommendations made to the Board for any amendments.

Quorate

The meeting will be quorate if one of the Joint Chairs plus seven members of the SVF are present.

Each SVF member is expected to achieve an attendance rate of 75% of the meetings.

Attendance will be recorded by the SVF's admin support and reported as part of the meeting notes.

Standing agenda

Agendas and supporting papers will be circulated at least 5 working days (or 4 working days plus a weekend) in advance of the meeting.

Frequency

The SVF will meet bi-monthly (once every two months)

SVF members will be supported by their line managers to participate and given reasonable time from their paid post to meet their responsibilities as members of the SVF.

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
• **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**

Modern Slavery Annual Statement 2023-24

Meeting	Board of Directors		
Date	17/10/2023	**Agenda Item**	16
Lead Director	Claus Madsen, Chief People Officer		
Author(s)	Carla Burns, Deputy Director of HR&OD		

Action required (please select the appropriate box)

To Approve ☒	To Discuss ☐	To Assure ☒

Purpose

The Modern Slavery Annual Statement 2023-24 is presented to the Board of Directors with a request to endorse a Chair's action taken in September 2023 to approve it in order to ensure compliance with the requirement for publication within 6 months of the financial year end.

The Board of Directors is asked to support and endorse the action taken by the Chair with approval having already been given by the Chair and Chief Executive.

Executive Summary

All large organisations in the UK, including both Public and Private Sector, are required to update and publish an Annual Statement regarding Modern Slavery. The Statement has been prepared in line with Statutory guidance and includes:

- The Trust's commitment to improving practices to end slavery and trafficking
- A summary of the services provided by the Trust
- An overview of the requirements placed upon the Trust by the Modern Slavery Act 2015
- Confirmation of the employment practices adopted which support the achievement of the aims of the Act
- A summary of the Trust's adherence to the NHS Terms and Conditions relating to the Supply of Goods and Services

The Annual requirement for this statement to be reviewed, refreshed and published has been added to the Board Cycle of Business and will be brought to the June 2024 meeting next year and then annually.

Risks and opportunities:

None identified.

Quality/inclusion considerations:

Quality & Equality Impact Assessment completed and attached No.

None identified.

Financial/resource implications:

None identified.

The Trust Vision - To be a population health focused organisation specialising in supporting people to live independent and healthy lives. The Trust Objectives are:

- Populations - We will support our populations to thrive by optimising wellbeing and independence
- People - We will support our people to create a place they are proud and excited to work
- Place - We will deliver sustainable health and care services within our communities enabling the creation of healthy places

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

People - Improve the wellbeing of our employees	People - Better employee experience to attract and retain talent	People - Grow, develop and realise employee potential

The Trust Social Value Intentions

Does this report align with the Trust social value intentions? Yes.

If Yes, please select all of the social value themes that apply:

Community engagement and support ☐

Purchasing and investing locally for social benefit ☐

Representative workforce and access to quality work ☒

Increasing wellbeing and health equity ☒

Reducing environmental impact ☐

Board of Directors is asked to consider the following action

The Board of Directors is asked to note the Chair's action taken and endorse approval of the statement as published on the Trust website.

Report history (Please include details of the last meeting that received this paper, including the title of the meeting, the date, and a summary of the outcome)

Submitted to	Date	Brief summary of outcome
Chair and Chief Executive	Click or tap to enter a date.	Statement was approved and signed by the Chair and Chief Executive in September 2023.

Annual Statement 2022/23

In accordance with the Modern Slavery Act 2015, Wirral Community Health and Care NHS Foundation Trust makes the following statement:

We are committed to having effective practices to combat slavery and human trafficking. Our procedures demonstrate our commitment to ensuring that there is no modern slavery or human trafficking in any part of our business, including services from third party suppliers.

We provide health care services to Wirral residents. Our services are local and community-based, provided from around 60 sites across Wirral, including our main clinical bases, St Catherine's Health Centre in Birkenhead and Victoria Central Health Centre in Wallasey. We are also commissioned to deliver some community services in West Cheshire.

We also provide children and young adults services in Cheshire East, Knowsley and St Helens comprising health visiting, school nursing, family nurse partnership and breastfeeding support services.

We have inpatient beds in our Community Integrated Care Centre, providing a rehabilitation pathway to patients discharged from hospital. We also provide in-reach support into the local acute trust, residential and nursing homes across Wirral.

The Trust's guidance on modern slavery is to:

- Comply with legislation and regulatory requirements
- Make suppliers and service providers aware that we promote the requirements of the legislation
- Consider human trafficking and modern slavery issues when making procurement decisions
- Develop an awareness of human trafficking and modern slavery within our workforce

The Trust has robust recruitment policies and procedures in place which are compliant with national NHS Employment checks and CQC standards and has controls in place to ensure compliance with employment legislation.

Modern slavery is incorporated within safeguarding policies and included within mandatory training programmes for all staff employed by the Trust. Training in relation to Modern Day Slavery has been delivered to all staff through our mandatory e-learning training as part of Safeguarding Adults Training level 1 and further training is provided to staff working with children and vulnerable adults.

The Trust adheres to NHS Terms and Conditions relating to Supply of Goods & Services. This requires suppliers to (i) comply with all relevant Law and Guidance and use Good Industry Practice to ensure that there is no slavery or human trafficking in its supply chains; and (ii) notify the Authority immediately if it becomes

aware of any actual or suspected incidents of slavery or human trafficking in its supply chains.

This statement is made pursuant to section 54(1) of the Modern Slavery Act 2015 and constitutes our slavery and human trafficking statement for the financial year ending 31 March 2023.

Professor Michael Brown, CBE, DL
Chair

29 September 2023

Karen Howell OBE
Chief Executive