

Formal Evaluation of the Shadow Board Programme			
Meeting Title	Board of Directors		
Date	21/08/2024	Agenda Item	13
Lead Director	Claus Madsen, Chief People Officer		
Author(s)	Claire Rostance, OD Manager		
Action required (please select the appropriate box)			
To Approve <input type="checkbox"/>	To Discuss <input checked="" type="checkbox"/>	To Assure <input checked="" type="checkbox"/>	
Purpose			
The purpose of this paper is to share the formal evaluation/feedback from the Shadow Board Programme which completed in April 2024.			
Executive Summary			
<p>As part of our approach to talent management and supporting the development of our senior leaders, we partnered with ILN (Inspiring Leaders Network) to deliver a Shadow Board programme. This was a six-month development programme providing practical skills based development of being a board member, developing strategic thinking and insight into Executive responsibilities.</p> <p>This report provides a quantitative and qualitative evaluation of the programme, both before and after its implementation. It reveals a 35% aggregated improvement in participants' understanding, abilities and confidence after successfully completing the programme.</p>			
Strategic (Board Assurance Framework - BAF) and operational Risks and opportunities:			
<p>The following risks are recorded on the Board Assurance Framework and link to effective leadership development in order to address the following challenges: ID07 - Our people do not feel looked after, their employee experience is poor, and their health and wellbeing is not prioritised (2 x 4 = 8). ID08 - Our people inclusion intentions are not delivered; people are not able to thrive as employees of our Trust and the workforce is not representative of our population (3 x 4 = 12). ID10 - We are not able to attract, grow and develop our talent sufficiently to ensure the right numbers of engaged, motivated and skilled staff to meet activity and operational demand levels (2 x 4 = 8)</p>			

<p>Quality/inclusion considerations:</p> <p>Quality & Equality Impact Assessment completed and attached No.</p>					
<p>Financial/resource implications:</p> <p>The North West Leadership Academy funded the costs of running this programme.</p>					
<p>The Trust Vision – To be a population health focused organisation specialising in supporting people to live independent and healthy lives. The Trust Objectives are:</p> <ul style="list-style-type: none"> • 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 <p>Please select the top three Trust Strategic Objectives and underpinning goals that this report relates to, from the drop-down boxes below.</p> <table border="1"> <tr> <td>People - Grow, develop and realise employee potential</td> <td>People - Better employee experience to attract and retain talent</td> <td>Place - Make most efficient use of resources to ensure value for money</td> </tr> </table>			People - Grow, develop and realise employee potential	People - Better employee experience to attract and retain talent	Place - Make most efficient use of resources to ensure value for money
People - Grow, develop and realise employee potential	People - Better employee experience to attract and retain talent	Place - Make most efficient use of resources to ensure value for money			
<p>The Trust Social Value Intentions</p> <p>Does this report align with the Trust social value intentions? Yes.</p> <p>If Yes, please select all of the social value themes that apply:</p> <p>Community engagement and support <input type="checkbox"/></p> <p>Purchasing and investing locally for social benefit <input type="checkbox"/></p> <p>Representative workforce and access to quality work <input checked="" type="checkbox"/></p> <p>Increasing wellbeing and health equity <input checked="" type="checkbox"/></p> <p>Reducing environmental impact <input type="checkbox"/></p>					
<p>Board of Directors is asked to consider the following action</p>					
<p>The Board is asked to note and be assured of our commitment to investing in our senior leadership development to support our talent management.</p>					
<p>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). This provides the audit trail through the governance structure.</p>					
Submitted to	Date	Brief summary of outcome			



ELT	30/07/2024	This paper was discussed at ELT and approved for submission to Board.
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**Wirral Community Health and Care NHS FT Shadow Board
Evaluation/Feedback**



The
**Shadow
Board**



Inspiring Leaders Network

The Inspiring Leaders Network. Courageous change from within, for good.

Dear Claus and colleagues

Thank you for working with the team at the Inspiring Leaders Network. It's been a privilege to work with your leaders on the Shadow Board programme.

The pre and post evaluation aims to compliment any evaluation you may undertake. It aims to give a quantitative benchmark as well as post programme comparison as well as qualitative information.

We hope to get the opportunity to work with you again in the future, more information can be found here <https://theinspiringleadersnetwork.co.uk/wp-content/uploads/2023/03/ILN-brochure-4.3-for-website-use-21.03.2023.pdf>

Thanks again.

Kirstie



Participants were asked to rate themselves/knowledge on each question on a scale of 1-10 before and after the programme.



	Question Asked	Pre	Post
1	Understanding of the board's role and function	5.91	8.83
2	Understanding of a director's role, responsibilities and duties including communication and challenge	6.82	8.50
3	Understand the Well – Led Framework including KLOE and what constitutes good governance	6.09	8.17
4	Understand and demonstrate personal values and styles aligned with the interests of patients, carers and staff, and the seven principles of public life (Nolan Principles)	5.36	8.50
5	Awareness of the organisation's impact on the local health economy and environment	6.30	8.50
6	Understand and have observed or taken part in organisational board subcommittees	6.73	9.50
7	Understand and can articulate the quality, operational and financial issues and challenges the organisation faces, and the priorities within these	5.64	8.50
8	Understand the underlying reasons for these challenges, including wider system factors and benchmarking	5.82	8.17
9	Understand and support what the organisation is doing to address these challenges and monitor progress in the short, medium and long term.	6.09	8.0
10	Familiar and conversant with the organisational strategy and how it is aligned across the wider local health and care economy	6.55	8.67
11	Understand the role of boards in responding to key NHS initiatives on quality, operational productivity and sustainability	5.91	8.50
12	Understand how risk is managed, including measurements	7.64	8.67
13	Understand the Board Assurance Framework (BAF)	5.27	7.83
14	Understand functions across the range of activities in the organisation, not just their own (such as finance for non-finance managers)	5.64	8.00
15	Able to analyse and compare metrics from the staff survey on staff engagement	7.27	8.67
16	Understand concepts such as equality, diversity and inclusion and the importance of those to organisational success	7.18	8.33
17	Understand the boards function, including the powers it reserves for itself and those it delegates to subcommittees and others	5.27	8.17
18	Understand and feel confident with appropriate balance between challenge and support, for example between executive and non-executive directors, and between governors and non- executive directors (where applicable)	5.36	8.33
19	Understand appropriate information flows supporting decision-making	6.55	8.50
20	Confidence to appropriately challenge and interrogate board information and assumptions presented to inform decision-making, making use of benchmarking and other external sources as appropriate	5.36	8.33
21	Confident in and fully understand the organisations common goals and how your job contributes to this	6.70	8.67
22	Confident in presenting board papers and constructively challenging where appropriate	6.45	7.83
23	Understand how to support your functional director with regard to board meetings	7.45	8.67
Total		143.36	193.84
Average		6.23	8.43
Increase shown as a percentage		35%	



Pre-Programme

What has motivated you to participate in the programme?

- Ambition to work at board level in the near future.
- New to role never having worked within NHS .This programme will give me a far greater insight to the mechanics of senior management which will greatly assist my role.
- I would like to one day be a CFO.
- I have participated in other aspiring Board programmes pre-pandemic and feel this is the right time to revisit my career aspirations.
- I am keen to develop into a broader nursing leadership role, and feel I need to take developmental opportunities as they arise. I would really like to develop my skills and understanding to support me in my existing role too as I continue my development journey and understand how I can use new skills to support my Director and Trust.
- Opportunity for personal and professional development.
- Desire to explore and realise full potential.
- Keen to gain theoretical and practical experience to support my development.
- Develop as a senior leader within my organisation and wider system.
- As a senior leader in the organisation, I am passionate about enabling staff to have opportunities to develop their skills and to actively engage in opportunities that are presented to me. Having recently had exposure to more formal board activities, I have benefited greatly from the experience and knowledge gained. Leading on several workstreams relating to quality and governance across the Trust has given me exposure and interaction at board level and enabled me to see exactly how this aligns into the strategic direction of the organisation. This opportunity would strength this further and enhance my leadership skills further to benefit my immediate team, peers, senior leads and the clinical teams I support. I am aware of differing perspectives and the impact this can have on decision making. Whilst I feel confident that I can look at key issues from several perspectives, having increased knowledge at a strategic level will further enhance my ability to do this both in my current and any future roles within the trust. Holistic decision making is a key requirement for my role and having enhanced skills in this area will be beneficial to my immediate team and the services I support, bringing time and efficiency savings to the trust. Having opportunities to develop skills at this level with peers will bring benefits back into the trust because it will encourage increased connectivity, shared learning and cross-organisational skills and knowledge development. This in turn will strengthen the resilience we have as a senior leadership team both in our current roles and for future succession planning. Having the opportunity to take part in such a fantastic programme is a positive factor in relation to feeling valued which then has a positive impact on wellbeing. Research highlights a positive correlation between staff wellbeing, job satisfaction and patient care. Expanding my knowledge and skills and broadening my exposure at board level experience will enable me to further support my team and the trust's Deputy Chief Nurse, Chief Nurse and Medical Director. This should enable more effective deputization, freeing up leadership capacity. Furthermore, building skills across leaders at this level will contribute positively to the trust's succession plan, improving staff retention. The initiative will contribute positively to our ability to meet and exceed the regulatory requirement to be well-led and have safe staffing (Reg 18) by making sure that staff have the right skills and knowledge to effectively lead the organisation.



What do you want to gain from the programme?

- Develop skills and tact required to work effectively at board level, improve decision making, understand fully the roles and responsibilities of the board.
- A solid understanding so that I am better informed to carry out my role successfully.
- A fuller understanding of operating at Board level and what that means in terms of thinking outside of Finance.
- Greater knowledge on unitary Boards and strategic decision making within the increasing political landscape of the NHS.
- Confidence, understand the role of Boards better, feel able to present at sub-committee level.
- New experiences, new opportunities.
- Better understanding on several of the items above as well as more insight into some of the decision-making processes and the wider strategic decisions.
- Insight into how to be an effective member of a Trust Board. Increase knowledge and skills relating to other strategic disciplines.
- As a system thinker and improvement enthusiast, my ambition is to further develop knowledge of how the organisation fits into the larger ICB system and how our current board members are able to influence at that level. Develop a greater insight into the conversations and decision making that occurs at board level and understand how my perspective could positively contribute to this arena. Work alongside other aspiring leaders in the organisation who are attending the course and build a robust succession plan within the trust and system. To collaborate and network with peers attending the course to actively support and encourage one another's development. To increase knowledge, skills and confidence in strategic leadership and decision making to enhance my current role and support future development. To enjoy being part of a fantastic opportunity and to actively encourage others to partake in similar opportunities should they arise.
- To increase my knowledge and experience of strategic decision making. Add value and challenge within discussions at board level.

Do you aspire to become a board director?

Yes – 7 No – 1 Not sure - 3



Post-Programme



What were your drivers for applying for a place?

- Opportunity to gain detailed insight into the role, function and performance of the trust board.
- To further my professional development and ascertain appetite for a Board role
- I saw it as a fantastic opportunity to develop my own skills and wider understanding of the operations of the board and to enhance how I can provide support to my senior leader colleagues.
- Trying to build self-confidence, expand my knowledge and to be able to look outside restraints of current role.
- Aspiring to be a board member plus understanding of the role of board.

How have you changed your thinking as part of the programme?

- I am much more aware of the personal impact of a role on the board- positive and negative.
- Much more aware of the need to triangulate information to inform decision making.
- Deeper understanding of the unitary nature of the board which has influenced how I approach my work and decision making.
- Much more broadly, I have gained great insight into how board roles function and this has given me confidence to present papers at subcommittees.
- Understand role of board/shared accountability. More confident presenting a board. More confident in own ability and being authentic self.
- Understand more the unitary approach required.



Has the programme helped you to understand the functions of the organisations and its business drivers?

- Widened my understanding by taking myself out of comfort zone in Operations and into new areas.
- Helped focus on how what the Board does influences organisational success.
- Having a good oversight and scrutiny of the papers and therefore key themes coming though board has supported a wider understanding of Trust business.
- Really well, finance module extremely helpful in current context.
- Understanding bigger picture, particularly governance.
- More understanding of risk and the BAF

How has the programme made you feel?

- Increased my confidence
- Capable
- Positive, more confident, happy
- Scared, in many ways my confidence has taken a knock as I don't feel as knowledgeable as 4/23/2024 1:10 PM my colleagues
- More confident
- It has made me more prepared for a board role and broadened my thinking and networks.



How has the programme benefitted your organisation?

- Succession planning.
- Supported us as a group to improve our presentation and decision making.
- Those who attended have been able to share knowledge and skills, it feels positive that the trust invested in this to develop staff and improve succession planning.
- Will strengthen the role of deputy directors.
- I think I will be able to support directors and board more effectively.
- Support to execs, formed a strong network across deputies and Heads of service.

Do you consider this programme to be a valuable use of your time?

- Yes.
- Yes absolutely.
- Yes definitely.
- Yes
- Yes,
- Yes, overall, I have, although it has tested me at times.

Has the programme helped you to do your current job more effectively?

- Increased awareness of committee and board level discussion.
- By making me think more about analysis.
- Yes, in many ways - improved understanding of issues the trust are facing, improved confidence with dealing with these things and communicating confidently at a senior level.
- No, I don't think so, but it's made me consider my future more.
- Yes, think more strategically and allow the team room to think more strategically.
- Yes.

Do you aspire to work at board level in the future?

- Undecided.
- Yes.
- Potentially yes.
- Yes.
- No.
- No.



Do you feel that as part of the programme you have contributed to board level decision making? If so, how?



- Possibly.
- By flagging things to the Board that they had not considered.
- Yes - our chair chaired the meeting and he update the actual board about the discussions and decisions we made which then influenced some of their thinking.
- No.
- Not any more than usual.
- Yes, a number of papers for the board were discussed and subsequently amended due to direct feedback from the shadow board.

Has the programme helped you feel more connected to the organisation? If so, how?

- Yes, due to increased knowledge.
- Yes, more aware of the rationale for some decision making.
- Yes - Just having the opportunity to take time out to connect with colleagues was really valuable.
- Yes - understand function of board better.
- Yes, more connected to colleagues on the course and a stronger link through to Execs, especially those sharing career stories.
- Yes, with peers.

Has the programme helped you to feel more engaged in your work? If so, how?

- Yes.
- Yes, because it gives wider context to decision making
- Yes - I feel positive about the future and appreciative that the trust are willing to invest and develop staff.
- Yes, think differently and a new pair of lenses on my role.
- No.
- Not really.

How did you find the delivery team?

- Excellent.
- Excellent.
- They were all excellent, bringing different perspectives which was helpful.
- Brilliant, can't fault any of them!
- really good to get a range of people with different styles/experiences.
- Excellent, personable and very open and honest.

Would you recommend the programme to others?

- Yes.
- Yes, 100%.
- Yes.
- Yes.
- Yes.
- Yes.

Additional Comments:

- I enjoyed it greatly!
- I would recommend it to other senior leaders, but particularly those on aspiring director roles.
- Excellent programme with great facilitation
- I have really enjoyed this programme, although have found it difficult at times. I have certainly been out of my comfort zone with it.



Thank you



Inspiring Leaders Network

Annual Declarations of Interest - Board of Directors 2024/25			
Meeting Title	Board of Directors		
Date	21/08/2024	Agenda Item	15
Lead Director	Alison Hughes, Director of Corporate Affairs		
Author(s)	Karen Lees, Head of Corporate Governance		
Action required (please select the appropriate box)			
To Approve <input type="checkbox"/>	To Discuss <input type="checkbox"/>	To Assure <input checked="" type="checkbox"/>	
Purpose			
To provide the Board of Directors with assurance on the annual declarations of interests 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 (updated in March 2018) and General Policy 7 'Managing Conflicts of Interest' (approved at the Board of Directors meeting - April 2022) 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 principle 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</p>			

taxpayer funded health and care services is, or could be, impaired or influenced by another interest they hold.”

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.

In the Trust’s self-assessment against the Government Functional Standard 013 for Counter Fraud assessment 2023-24, a green rating (supported by the Audit Committee and Anti-Fraud Specialist) was agreed confirming that the policy and register are in place and reference the requirements of the Bribery Act 2010 which are communicated to all staff.

The register for 2024-25 for members of the Board of Directors is included at appendix 1.

All declarations included have been approved for publication on the Trust’s public website.

These interests will also be reported in the Trust’s Annual Report 2024-25.

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.

Strategic (Board Assurance Framework - BAF) and operational Risks and opportunities:

The potential risks associated with any declared interests are considered by line managers with advice, when required from the Head of Corporate Governance or the Director of Corporate Affairs. The appropriate mitigation is put in place, and this is recorded on the declaration of interests register.

Quality/inclusion considerations:

Quality & Equality Impact Assessment completed and attached No.

Not applicable

Financial/resource implications:

None

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	Place - Make most efficient use of resources to ensure value for money	Place - Improve the health of our population and actively contribute to tackle health inequalities
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The Trust Social Value Intentions

Does this report align with the Trust social value intentions? Not applicable

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

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 2024-25.

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). This provides the audit trail through the governance structure.

Submitted to	Date	Brief summary of outcome
Board of Directors the Annual Declarations of Interest – Board of Directors 2023-24	21 June 2023	The Board received the report and were assured by the processes in place to ensure compliance with the Trust Policy, and the register of interests for the members of the Board was approved.

APPENDIX 1

Declarations of interest April 2024 - March 2025



**Wirral Community
Health and Care**
NHS Foundation Trust

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	Indirect	Family member is Communications Manager for Knowsley Council.	03/02/2020	Ongoing
C	Bentley	Non-Executive Director	Board	Financial	Professor Chris Bentley Consulting Ltd	01/02/2019	Ongoing
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	2012	Ongoing

First Name initial	Surname	Job Title	Board/Staff	Type of Interest	Description of Interest	Date Interest Relates from	Date Interest Relates to
					- small charity providing links between Sheffield NHS/social care and the developing world, particularly Uganda at present		
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	April 2023	Ongoing

First Name initial	Surname	Job Title	Board/Staff	Type of Interest	Description of Interest	Date Interest Relates from	Date Interest Relates to
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
M	David	Non-Executive Director	Board	Non-financial	Chair of the Board for the University of Chester	1 August 2022	31 July 2025
M	David	Non-Executive Director	Board	Financial	Director of TEMD Solutions, an education leadership consultancy	1 May 2018	1 May 2025
M	David	Non-Executive Director	Board	Non-financial professional	Deputy lieutenant, Cheshire Lieutenancy	12 December 2017	19 June 2030
M	*Greatrex	Chief Financial Officer/Deputy Chief Executive	Board	Indirect	Family member is a Director at MerseyCare NHS FT	Apr-22	31 May 2024
M	Greatrex	Interim Chief Executive	Board	Indirect	Family member is a Director at MerseyCare NHS FT	Apr-22, interim CE role began June 2024	Ongoing
K	*Howell	Chief Executive until end May	Board	Non-Financial	Governor of University of Chester	01/02/2018	Ongoing
K	*Howell	Chief Executive until end May 2024	Board	Non-Financial	Health & Social Care Partner Representative on Innovation Agency Board	01/01/2017	22/5/2024

First Name initial	Surname	Job Title	Board/Staff	Type of Interest	Description of Interest	Date Interest Relates from	Date Interest Relates to
K	*Howell	Chief Executive until end May 2024	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	22/5/2024
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	Chair and Trustee at Citizens Advice for Wigan Borough	27/10/2022	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 professional	Trustee at Morts Astley Heritage Trust	24/10/2023	Ongoing
B	Jordan	Non-Executive Director	Board	Financial	Non-Executive Director representative of the MHLDC Board	19/11/2023	Ongoing

First Name initial	Surname	Job Title	Board/Staff	Type of Interest	Description of Interest	Date Interest Relates from	Date Interest Relates to
C	*Madsen	Chief People Officer	Board	Non-Financial	Family member is a clinical homecare nurse for a private company in the North West.	April 2023	June 2024
G	Meehan	Non-Executive Director	Board	Indirect interests	Liverpool City Council, Chair of Local Authority Improvement Board for Children and Families in the City.	18/09/2023	Ongoing
G	*Meehan	Non-Executive Director	Board	Non-financial professional	Trustee at St Helens Citizen's Advice Bureau	December 2023	3 May 2024
G	Meehan	Non-Executive Director	Board	Financial	Non-Executive Director Alder Hey Children's NHS Foundation Trust	1 March 2024	Ongoing
D	Miles	Interim Chief Finance Officer	Board	NIL	NIL		
D	Murphy	Chief Digital Information Officer	Board	NIL	NIL		
B	Palin	Interim Chief Operating Officer from 15 July 2024	Board	NIL	NIL		
E	Roche	Interim Medical Director from April 2024 Clinical Director – Urgent Primary Care	Board	Financial	Clinical Lead and CQC Registered Manager for One Wirral CIC.	April 2024	Ongoing

First Name initial	Surname	Job Title	Board/Staff	Type of Interest	Description of Interest	Date Interest Relates from	Date Interest Relates to
P	Simpson	Chief Nurse	Board	Non-financial / personal	A family member works as an auditor at Mersey Internal Audit Agency.	01/04/2018	Ongoing
P	Simpson	Chief Nurse	Board	Non-financial / personal	A family member works in an administrative role within the L&OD team	July 2023	Ongoing

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

Audit Committee Annual Report			
Meeting Title	Board of Directors		
Date	21/08/2024	Agenda Item	16
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 <input checked="" type="checkbox"/>	To Discuss <input type="checkbox"/>	To Assure <input type="checkbox"/>	
Purpose			
This paper provides the Board of Directors with an annual report from the Audit Committee of Wirral Community Health & Care NHS Foundation Trust in respect of the financial year 2023-24.			
Executive Summary			
The report summarises the activities of the Trust's Audit Committee for the financial year 2023-24 setting out how it has met its terms of reference and key priorities.			
The committee is a formal committee of the Board of Directors. It follows best practice guidance as set out in the NHS Audit Committee Handbook 2014 and updated in March 2024 providing a form of independent check upon the management of the Trust.			
The annual report attached at appendix 1 provides an overview and summary of the following key points:			
<ul style="list-style-type: none"> • Membership of the committee and frequency of meetings • Governance arrangements to support the committee • The work and achievements of the committee during the financial year 2023-24 including clinical audit, internal and external audit and counter fraud. 			
The report acknowledges that the previous Audit Chair left the Trust at the end of February 2024 and the recruitment of a new Audit Chair commenced in April 2024 and started in post on 1 July 2024.			
In preparing this report, the Audit Chair is of the view that the committee has taken appropriate steps to perform its duties as delegated by the Board of Directors and it has no cause to raise any issues of significant concern with the Board arising from its work during 2023-24.			

Strategic (Board Assurance Framework - BAF) and operational Risks and opportunities:

There is not direct alignment to the strategic risks included in the BAF, however the Audit Committee fulfils a key role in monitoring the oversight and management of strategic risks through the BAF at each of the sub-committees of the Board. The report does not identify any operational risks.

Quality/inclusion considerations:

Quality & Equality Impact Assessment completed and attached No.

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.

Place - Make most efficient use of resources to ensure value for money	Populations - Safe care and support every time	Place - Increase our social value offer as an Anchor Institution
--	--	--

The Trust Social Value Intentions

Does this report align with the Trust social value intentions? Not applicable

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

To receive and endorse the Annual Report of the Audit Committee in respect of the financial year 2023-24.

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). This provides the audit trail through the governance structure.

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



Audit Committee Annual Report for the Financial Year 2023-24

Introduction

1. This Annual Report to the Board of Directors and the Council of Governors summarises the activities of the Audit Committee of Wirral Community Health & Care NHS Foundation Trust for the financial year 2023-24 setting out how it has met its terms of reference and key priorities.
2. The committee is a formal committee of the Board of Directors. It follows best practice guidance as set out in the NHS Audit Committee Handbook 2014 and updated in March 2024, providing a form of independent check upon the management of the Trust.

Membership and Meetings

3. The committee comprises four Non-Executive Directors including the appointed committee Chair, Mr Steve Connor (in post until February 2024).
4. The Chair of the Audit Committee was appointed to the Trust in June 2022 with extensive experience.

Steve is a qualified accountant with an MBA and an experienced NHS Executive Director leading high performing and complex organisations with a passion for quality and excellent customer service. He has extensive knowledge and experience of working at Board level with a wide range of public / 3rd sector organisations.

Steve brings significant experience and expertise of Governance, Risk Management & Audit Committee from a leadership, delivery and advisory perspective as well as providing training and coaching for new Audit Committee Members.

5. Members of the committee during 2023-24 were:
 - Steve Connor, Chair (until end of February 2024)
 - Beverley Jordan, Member
 - Professor Chris Bentley, Member
 - Gerald Meehan, Member
6. Brief CVs of members including any declared interests can be found on the Trust's website.
7. In addition to the members, the following trust officers attended the committee on a regular basis: Chief Finance Officer, Director of Corporate Affairs, Deputy Chief Finance Officer, Head of Corporate Governance and Local Security Management Specialist.
8. The Chief Executive attends annually, and other Directors and Senior Managers attend by invitation and at the request of members.
9. The Trust's internal auditors (Mersey Internal Audit Agency) and external auditors (Grant Thornton) attend all meetings to report on the matters they have investigated, to

advise on a range of risk and control issues, and to formally report on the financial statements.

10. The committee's terms of reference for the financial year are attached at **appendix 1**. These were reviewed in July 2023 and committee's performance against these ToRs was tested through an annual self-assessment process, the results of which were also reported in October 2023.
11. Through the terms of reference, the committee is responsible on behalf of the Board for independently reviewing the systems of governance, control, risk management and assurance. Its activities cover the Trust's governance agenda.
12. The purpose of the Audit Committee, as set out in its Terms of Reference, is;
 - Governance, risk management and internal control - providing an independent review of the work of the sub-committees of the Board.
 - Internal audit - reviewing the major findings of internal audit work and considering management's responses, ensuring co-ordination between the internal and external auditors to optimise audit resources.
 - External audit - reviewing all external audit reports and considering the implications and management's responses to their work.
 - Other assurance functions - reviewing the findings of other significant assurance functions (e.g., reports from external regulators and arm's length bodies, the work of other committees)
 - Counter fraud - seeking assurance that the organisation has adequate arrangements in place for countering fraud.
 - Management - as required, reviewing reports and positive assurances from directors and managers on the overall arrangements for governance, risk management and internal control.
 - Financial control - monitoring the integrity of the financial statements of the Trust and any formal announcements relating to the Trust's financial performance.
13. In reviewing the Terms of Reference, members considered any requirement to reflect arrangements at system and Place and the role of the Audit Committee and its members. Following appropriate consultation, it was agreed that the role of the committee remained aligned to the statutory body of the organisation and ensuring appropriate systems and processes remained in place. The members of the committee reflected that each of the committees of the Board and the Board of Directors receive relevant updates from Place meetings and PDAF risks are considered alongside BAF risks.
14. The committee met on 5 occasions during 2023-24; a schedule of attendance is included in the table below.
15. Following each meeting of the committee a verbal report is provided to the Board summarising the key topics discussed and any formal recommendations. The minutes of each meeting once approved by the committee, are also presented to the following meeting of the Board.

Table 1: Audit Committee members' attendance information 2023-24

	26 April 2023	27 June 2023	5 July 2023	11 October 2023	7 February 2024
Steve Connor (Chair)	✓	✓	✓	✓	✓
Beverley Jordan	✓	✓	✓	✓	✓
Chris Bentley	✓		✓	✓	✓
Gerald Meehan		✓	✓	✓	✓

16. Following the departure of Steve Connor from the Trust, and prior to the new Audit Chair starting, the Audit Committee met on one occasion on 5 June 2024. This meeting was chaired by an existing member of the Audit Committee as provided for in the Terms of Reference. As described in paragraph 53, the Board of Directors did not delegate authority to the Audit Committee to approve the Annual Report & Accounts 2023-24 recognising the absence of the formal Audit Chair.
17. The Trust commenced the recruitment for a new Audit Chair in April 2024 with a recommendation from the full Council of Governors to appoint Mr Meredydd David with effect from 1 July 2024.

Governance Arrangements

18. The Trust's governance arrangements were tested during 2023-24 through a MIAA Audit which provided **Substantial Assurance**. The objective of the review was to review the design and operating effectiveness of the Oversight Groups including their reporting arrangements to the Integrated Performance Board.
19. The CQC inspection report also noted '*significant improvements especially regarding governance and information management since our last inspection*' (in 2018).
20. The governance arrangements established in recent years are well embedded and subject to regular testing to ensure they remain fit for purpose, efficient and safeguard high standards of care whilst supporting delivery of the Trust's duties.
21. The overall Head of Internal Audit Opinion for the period 1st April 2023 to 31st March 2024 provides **Substantial Assurance**.
22. It confirms that "*there is a good system of internal control designed to meet the organisation's objectives, and that controls are generally being applied consistently*".
23. In relation to all audit reviews, the Trust provided a managerial response with action plans in place to deliver on the recommendations made. The Audit Committee and each sub-committee of the Board has maintained oversight of all internal audit reviews via the Audit Tracker Tool and the Audit Committee has received regular progress reports from MIAA.

Work and achievements of the committee

24. The committee meets its responsibilities through requesting assurances from management and by receiving reports from the internal auditors, the external auditors and other specialists and advisors as required.
25. The committee also recognises the quality of the discussion, the scrutiny applied, and the assurances given at the sub-committees of the Board which in turn have provided assurance and where necessary timely and appropriate escalation of risks and issues to the Audit Committee.

26. During 2023-24, the committee had oversight of all matters in accordance with its Terms of Reference. The committee also received reports from the committees of the Board following their own review of performance and effectiveness against relevant ToRs.

Governance

27. The Board Assurance Framework (BAF) was reviewed by the committee at each meeting providing assurance on the systems and processes in place to manage strategic risks across the organisation. During 2023-24 the strategic risks included in the Wirral Place Delivery Assurance Framework were considered and aligned as appropriate to the strategic risks in the BAF; this will continue to be monitored during 2024-25.
28. In addition to receiving updates on the processes in place to manage strategic risks, the committee also received a position on organisational risks managed across the Trust using the 'live' dashboards available in the TIG system.
29. A monthly health risk score assessing the management of risks against five key criteria, provided further assurance on the effectiveness of the risk management framework. The five criteria (as described in the Risk Policy) are;
- Has the risk been recently reviewed?
 - Is the expected date of completion for the risk still in date?
 - Is there evidence of progress and assurance notes to show actions towards mitigation taken?
 - Is there an action plan that has forward dates showing actions still to be completed?
 - Has the action plan associated with the risk been monitored at divisional level with any barriers or delays flagged to service director, or executive director if the risk has been active for more than nine months?
30. During 2023-24 the average monthly risk health score for all organisational risks recorded on Datix, assessed as above, was 100% (*sustained from the previous year*).
31. The Trust's Risk Policy was reviewed and approved by the committee in August 2023. The updated policy ensured clear alignment to the Trust's governance arrangements at a local and trust-wide level recognising the flow and escalation of risk appropriately and the mechanisms in place to ensure robust risk management and monitoring.
32. Tender Waiver Applications were also reported to the committee to give assurance that processes had been followed which complied with local guidance, as described in the Trust's Standing Financial Instructions (SFIs).
33. The committee received a regular position in relation to the implementation of recommendations from internal audit reviews. The Audit Tracker Tool was used at every meeting to provide an overview and current position to committee members.
34. The committee agreed that the Local Security Management Specialist reports would be reported to the Quality & Safety Committee in February 2024, and the role of the committee in receiving the annual Quality Improvement/Clinical Audit programme was agreed to allow for an overview of any emerging and consistent themes. The committee supported the review and approval of the programme by the Quality & Safety Committee. This change in reporting and responsibility has been reflected in the Terms of Reference of both the Audit Committee and the Quality & Safety Committee.

35. The committee completed a self-assessment against its effectiveness during 2022-23 and a summary of all committees' evaluations which were reviewed in October 2023 to identify any consistent themes or emerging trends in relation to committee effectiveness. Each committee identified areas for continued development with no significant issues identified for escalation to the Board of Directors.

Independent Assurance - Internal Audit

36. MIAA provides the internal audit service for the Trust and in February 2023, the committee received the draft audit plan 2023-24 for approval and regular progress reports on the delivery of the plan at each subsequent meeting.
37. The review coverage of the internal audit plan for 2023-24 was focused on;
- The organisation's Assurance Framework
 - Core and mandated reviews, including follow up; and
 - A range of individual risk-based assurance reviews (see table below)

Table 2: Internal Audit Reviews 2023-24

Review Title	Assurance Level
Key Financial Controls	High
Risk Management - Core Controls	Not applicable for assurance opinion
Data Security and Protection Toolkit (2021-22)	Substantial
Waiting List Management	Substantial
Governance Arrangements	Substantial
Cost Improvement Programme (CIP) Deep Dive	Substantial
Data Quality (2-hour UCR)	Moderate
Safeguarding Children	Substantial
Recruitment and Retention	Moderate
IT Infrastructure	Moderate
Assurance Framework (pHl and pHll)	Not applicable for assurance opinion
HFMA Improving NHS Financial Sustainability checklist benchmarking	Not applicable for assurance opinion

38. The overall opinion for the period 1st April 2023 to 21st March 2024 provides **Substantial Assurance**.
39. It confirms that *“there is a good system of internal control designed to meet the organisation's objectives, and that controls are generally being applied consistently”*.
40. In relation to all audit reviews, the Trust provided a managerial response with action plans in place to deliver on the recommendations made. The Audit Committee and each sub-committee of the Board has maintained oversight of all internal audit reviews via the Audit Tracker Tool and the Audit Committee has received regular progress reports from MIAA.

Independent Assurance - External Audit

41. Grant Thornton was the appointed external auditor for the Trust for 2022-23 and 2023-24.

42. The Audit Committee reviewed and approved the Annual Report & Accounts 2022-23 in accordance with its Terms of Reference and with delegated authority from the Board of Directors on 27 June 2023.

Counter Fraud

43. The Audit Committee oversees robust processes in respect of fraud with dedicated resource and access to NHS specialists. The dedicated Anti-Fraud Specialist (AFS), provided by MIAA undertakes both proactive and reactive work including direct investigation of potential frauds.
44. The Trust has established good processes in respect of fraud, overseen by the Chief Finance Officer as the Executive Lead and the Director of Corporate Affairs as the Anti-Fraud Champion, and reported to the Audit Committee.
45. The AFS annual work plan for 2023-24 included a variety of work based on a fraud risk assessment completed in February 2023 with seven fraud risks identified and monitored.
46. The Audit Committee received a counter fraud update at each of its meetings. This provided information on current fraud enquiries and any other related issues.
47. In the Anti-Fraud Annual Report 2023-24 presented to the committee in June 2024, it was confirmed that the Trust had achieved an overall 'Green' assessment demonstrating strong anti-fraud arrangements and had demonstrated for the first time, since the NHS CFA introduced their new requirements three years ago, a 100% compliance against the Government Functional Standard.
48. In previous years there had been one amber rating (component 11) related to the introduction of mandatory e-learning training on Counter Fraud. The Trust introduced e-learning in January 2024 and as at 31 March 2024 the Trust had achieved 81% compliance.
49. The key achievements during 2023-24 and a summary of the work completed by the Lead AFS are covered in the AFS Annual Report.
50. With Audit Committee oversight, the Trust remains committed to tackling fraud and corruption and demonstrating a good level of performance and continues to develop its anti-fraud culture and fraud prevention following an evaluation of fraud risks. This will further be developed in 2024-25.
51. The Anti-Fraud Annual Plan for 2024-25 was presented to the committee in June 2024.

Annual Report and Year-end declarations

52. The Audit Committee reviewed and approved the Annual Report & Accounts 2022-23, including the Annual Governance Statement, in accordance with its Terms of Reference and with delegated authority from the Board of Directors on 27 June 2023.
53. The timescales for the submission of the 2023-24 Annual Report & Accounts were shared with the Board of Directors in April 2024. It was agreed by the Board and in discussion with Grant Thornton that given the interim arrangements at CEO and CFO level, and the absence of the Audit Chair, authority was not delegated to the Audit Committee to receive and approve the Annual Report & Accounts 2023-24. The Board of Directors therefore met to review and approve as required, with representatives from Grant Thornton also in attendance.

54. The audit for the financial year 2023-24 is on-going at the time of writing and the Board of Directors will meet on 24 July 2024 to receive all documents for final sign off. Whilst the national deadline of 30 June 2023 has not been achieved, NHSE has been informed of the Trust's progress and all interim submissions have been achieved.

Annual Governance Statement

55. The internal auditors performed a range of audits during the year (see Table 2 above) which supported the Head of Internal Audit Opinion on the effectiveness of the Trust's internal control which the committee reviewed at its June 2024 meeting.
56. The development of the Annual Governance Statement is based on NHSE requirements and Internal Audit Assurance, and the Board of Directors will review and approve it for inclusion in the Annual Report and Accounts at its meeting in July 2024.

Quality Account

57. The requirement for external auditors to audit Quality Accounts has been removed. The Quality & Safety Committee therefore had oversight of the development and review of the Trust's Quality Account for 2023-24 which will also be presented to the Board of Directors.

Conclusion

58. The Audit Committee of Wirral Community Health & Care NHS Foundation Trust is of the view that it has taken appropriate steps to perform its duties as delegated by the Board and it has no cause to raise any issues of significant concern with the Board arising from its work during 2023-24. There were no breaches of or deficiencies in internal control during 2023-24.
59. In making this statement, the committee members acknowledge the support given to it by management, in particular the Chief Finance Officer, the Director of Corporate Affairs and by the internal and external auditors.
60. During 2024-25, the committee will keep under review its working arrangements and ensure it continues to develop its own practice to improve its own effectiveness.
61. The Board is asked to endorse this Annual Report from the Audit Committee.

Meredydd David
Audit Chair

July 2024

Terms of Reference Annual Review			
Meeting Title	Board of Directors		
Date	21/08/2024	Agenda Item	17
Lead Director	Alison Hughes, Director of Corporate Affairs		
Author(s)	Karen Lees, Head of Corporate Governance		
Action required (please select 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"> • Audit Committee • Quality & Safety Committee • Finance & Performance Committee • People & Culture Committee • Executive Leadership Team <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 committee Terms of Reference was completed during July-August 2024.</p>			

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

- Quality & Safety Committee - 10 July 2024
- Audit Committee - 24 July 2024
- Finance & Performance Committee - 7 August 2024
- People & Culture Committee - 14 August 2024

As a key group also reporting to the Board of Directors, the Terms of Reference for the Executive Leadership Team (ELT) has also been reviewed and supported by members for onward reporting for Board approval.

- Executive Leadership Team – 23 July 2024

Strategic (Board Assurance Framework - BAF) and operational 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
<p>The Trust Social Value Intentions</p> <p>Does this report align with the Trust social value intentions? Yes.</p> <p>If Yes, please select all of the social value themes that apply:</p> <p>Community engagement and support <input checked="" type="checkbox"/></p> <p>Purchasing and investing locally for social benefit <input checked="" type="checkbox"/></p> <p>Representative workforce and access to quality work <input checked="" type="checkbox"/></p> <p>Increasing wellbeing and health equity <input checked="" type="checkbox"/></p> <p>Reducing environmental impact <input checked="" type="checkbox"/></p>		
<p>Board of Directors is asked to consider the following action</p>		
<p>To receive and approve the revised committee and ELT Terms of Reference.</p> <p>To approve publication of all Terms of Reference on the Trust's Staff Zone</p>		
<p>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). This provides the audit trail through the governance structure.</p>		
Submitted to	Date	Brief summary of outcome
All ToRs have been presented to the relevant committee or group as detailed above.	July and August 2024	Approved by relevant group



Terms of Reference - Audit Committee

What is the aim of the Audit Committee?

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 Audit Committee?

- 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, clinical audit programme via the work of the QSC)
- 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
Head of Corporate Governance

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.

*to the extent filled by interim placements, the post holder assumes this position



Quorate

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



Frequency

- Four-per annum
- As a guide as follows; April, June, October, 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
- 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 Terms of Reference (ToR)

QSC	Quality & Safety Committee
FT	Foundation Trust
LCFS	Local Counter Fraud Specialist

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
- Receive reports from the Local Security Management Specialist (LSMS) including Annual Report
- Approve and monitor the delivery and implementation of the Annual Clinical Audit Programme (with Audit Committee monitoring process and themes)
- 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



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

Chief People Officer

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.

*to the extent filed by interim placements, the post holder assumes this position



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



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
- **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

What is the operating framework for the group?

Reviewed: September 2022

Reviewed: July 2023

Reviewed: July 2024

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 - 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. CIP) and operational performance metrics (for onward reporting to the Board of Directors through the Integrated Performance Report)
- Review all high-level organisational risks associated with finance and operational/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



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 Digital 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.

*to the extent filled by interim placements, the post holder assumes this position



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
- CIP 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: Annually the committee will self-assess its performance and review its ToRs

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

AOB	Any Other Business
BAF	Board Assurance Framework
CFO	Chief Finance Officer
COO	Chief Operating Officer
DSPT	Data Security & Protection Toolkit
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
YTD	Year To Date

Terms of Reference People & Culture Committee

What is the aim of PCC?

What is the purpose of the PCC?

To ensure the Trust has effective processes in place to support and develop the workforce and deliver a positive organisational culture

- 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



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.

*to the extent filled by interim placements, the post holder assumes this position



Quorum

- 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: Annually the committee will self-assess its performance and review its ToRs

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

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 - 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 (in line with Trust SFIs)
 - Capital business cases that may have an unfunded revenue consequence or that span multi-years referred by FROG and POG (in line with Trust SFIs)
- 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
*Chief Finance Officer
*Chief Operating Officer
Chief People Officer
Chief Nurse
*Medical Director
Director of Corporate Affairs
Chief Strategy Officer
Chief Digital Information Officer

In the absence of the Chair one of the other Executive members will Chair the meeting.

Other senior officers may be invited to attend by exception.

*to the extent filled by interim placements, the post holder assumes this position



Quoracy

- Chair or nominated Deputy Chair
- At least two other members

If members are unable to attend a deputy should be agreed with the Chair or apologies noted.



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) in line with Trust SFIs
- Approve bi-monthly board agendas
- Approve contracts (as required by DFLs)
- Review and approve new business opportunities as per 'pre-tender and tender decision-making process'
- ELT will complete a secondary review of the EVCP and approve any vacancy requests at 8d and above in line with ICB processes
- Approve monthly trust-wide Get Together agenda
- Receive quarterly People Pulse survey results for assurance
- 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)
- Executive Vacancy Panel Review
- 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