

Report to:	Public Board of Directors	Agenda item:	16
Date of Meeting:	27 September 2017		

Title of Report:	Non-Clinical Governance Committee Update Report
Status:	For information
Sponsor:	Joanna Hole, Non-Executive Director/ Chair of the Non-Clinical Governance Committee
Author:	Catherine Soan, Executive Assistant to the Director of Human Resources
Appendices	Appendix 1: Terms of Reference

Purpose
To update the Board of Directors on the activity of the Non-Clinical Governance Committee held on 10 th July 2017.
Background
The Non-Clinical Governance Committee is one of three assurance committees supporting the Trust Board in fulfilling its objectives. The Committee is responsible for testing the robustness and effectiveness of the non-clinical systems and processes operating within the Trust to provide assurance to the Board of Directors.
Business Undertaken
<p>Business Planning and Strategic Planning</p> <p>The Head of Business Development attended the meeting to present the report. The Committee last reviewed the system in July 2015 when they were significantly assured with minor improvements.</p> <p>A full recreation of the Strategic Plan and Integrated Business Plan is underway taking into account the national and local environment changes and will cover the next 3 years rather than 5 years due to the difficulty in predicting 5 years ahead. The Committee noted how the strategic plan will be developed, the two largest risks and the high level mitigations. The Committee agreed they were partially assured and will look to hopefully increase this level of assurance when it is reviewed again at the next meeting.</p> <p>Process behind QIPP delivery</p> <p>The Deputy Chief Operating Officer presented the paper, which described the delivery of the QIPP management framework. The QIPP roles and responsibilities framework to reflect the constant need for innovative thinking and collaboration and strengthening of governance has been approved by Management Board and will be an appendix to the Trust's Performance Management Framework.</p> <p>The Committee noted the QIPP Governance Structure and divisions are using the process and providing more assurance by reporting into the Fit for the Future Board. The Committee requested that the link to the performance management framework and Star Chamber be completed and on that basis the Committee agreed they were significantly assured with minor improvements.</p> <p>Contract Management</p> <p>The Committee last reviewed the system two years ago and was significantly</p>

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assured with minor improvements. The Director of Finance presented the paper outlining that the Trust has a strong contract management process for its main providers; however an area of concern is contracts reliant on support from others, which leave the Trust exposed. Another area for improvement is to ensure greater operational involvement in the review and management of provider to provider contracts. The Director of Finance will be taking this to the Contract Review Board to discuss how this should be managed.

The Committee agreed to continue with significantly assurance with minor improvements.

Energy

The Compliance and Sustainability Manager presented the report, noting the 2016/17 energy performance which has reduced since 2015/16, meaning that the Trust has already achieved a 14% reduction in emissions against the 2020 target of a 28% reduction in the 2013 figures. The Compliance and Sustainability Manager gave examples of where savings on energy have been achieved, for example LED lighting and smart energy systems. The Committee noted how the Trust compares favourably with ERIC benchmarking.

The Committee agreed that it was encouraging that energy usage was decreasing and that all specialities have a responsible estates officer to report projects that might impact the energy target.

The Committee agreed a level of significant assurance with minor improvements, taking into account a request to challenge contractors about their energy consumption when on site. Rather than just accepting their baseline, this should be included in the tender process.

Board Assurance Framework (BAF)

The Committee were satisfied that the updates to the risks identified were appropriate and found it helpful to see the updates on a ‘tracked changes’ version.

Audit Tracker

The Committee reviewed every action assigned to the assurance committee and either closed the actions or asked for progress chasing on the outstanding actions. The Chair asked lead Directors to ensure that the actions were regularly updated.

External Agency Visits

The Executive Team had discussed the external agency visits and requested a review of the visits so that only the most critical visits (i.e. those that could shut down a service) are on the tracker. The Board of Directors Secretary will be undertaking this review.

Key Risks and their impact on the Organisation

None identified.

Key Decisions

The Non Clinical Governance Committee:
 a. Were partially assured on Business Planning and Strategic Planning due to current recreation of the strategic plan and will review the system again at the

<p>next meeting.</p> <p>b. Were significantly assured with minor improvements on the QIPP framework. The Committee requested that the link to the performance management framework and Star Chamber is completed.</p> <p>c. Were significantly assured with minor improvements on contract management and requested that some resource is required to look at the informal arrangements which might leave the Trust exposed.</p> <p>d. Were significantly assured with minor improvements on energy. There is a requirement for Contractors to be challenged about their energy consumption when working on site.</p> <p>e. Approved the Terms of Reference with no changes.</p>
<p>Exceptions and Challenges</p>
<p>None identified</p>
<p>Governance and Other Business</p>
<p>The meeting was convened under its Terms of Reference.</p>
<p>Future Business</p>
<p>The Committee conducted business in accordance with the 2017 work plan. Systems for review at the next meeting on 11th September include General Data Protection Regulation, the Model Hospital, Workforce Planning and water.</p>
<p>Recommendations</p>
<p>It is recommended that the Board of Directors note this report.</p>

Non-Clinical Governance Committee Terms of Reference

1 Constitution

The Board of Directors (“Board”) hereby resolves to establish a Committee to the Board to be known as the Non Clinical Governance Committee (“the Committee”). The Committee has no executive powers other than those specifically delegated in these Terms of Reference.

2 Terms of Reference

2.1 Purpose

To provide assurance to the Board that the Trust has a robust framework for the management of risks arising from or associated with estates and facilities, environment and equipment, health and safety, workforce, reputation management, information governance, business continuity and other non-clinical areas as may be identified.

2.2 Objectives

The primary objective of the Committee is to provide assurance to the Board that the key critical non-clinical systems and processes are effective and robust. These systems will include, but are not limited to:

- Performance Management;
- Business Planning;
- IM&T including Information Governance;
- Workforce;
 - Workforce planning (includes consultants job planning);
 - Recruitment;
 - Ensuring workforce competencies;
 - Performance/attendance management;
 - Pay and terms and conditions;
- Equality & Diversity;
- Health & Safety;
- Commercial Development;
- Relationship Management / Communications;
- Policy Management;
- Compliance with CQC Essential standards of quality and safety.

In addition the Committee will:

- Review the controls and assurances against relevant risks on the Board Assurance Framework, in order to assure the Board that priority risks to the organisation are being managed and to facilitate the completion of the Annual Governance Statement at year end.
- Consider external and internal assurance reports and monitor action plans, in relation to non-clinical risk, resulting from improvement reviews/notices from the Care Quality Commission, Health and Safety Executive and other external assessors.
- On occasion seek assurance from a Lead Director from another Committee.

3 Membership

The Committee shall be appointed by the Board to ensure representation by Non-Executive and Executive Directors as well as representation of the views of users, carers and Trust services

Members will include:

- Non-Executive Director (Chair)
- Non-Executive Director
- Director of Human Resources (Lead Executive)
- Director of Estates & Facilities
- Chief Operating Officer
- Commercial Director
- Trust Board Secretary
- Director of Finance Representative or Director of Finance (where necessary)

Each member will have one vote with the Chair having the casting vote, if required. Should a vote be required a decision will be determined by a simple majority.

4 Quorum

Business will only be conducted if the meeting is quorate. The Committee will be quorate with four voting members present, one of whom must be a Non-Executive Director.

5 Attendance by Members

The members will be required to attend a minimum of 80% of all meetings and be allowed to send a Deputy to one meeting per annum.

6 Attendance by Officers

The Chief Executive and Trust Chairman may attend.

The Committee can co-opt as necessary the Heads of Department when the Committee is discussing areas of the operation that are the responsibility of that Head.

7 Accountability and Reporting Arrangements

The Committee will be accountable to the Board. The Chair of the Committee will, as soon as practicable, present a report to the Board of Directors on the activity of the Committee at its last meeting. The report shall draw to the attention of the Board issues that require disclosure to the full Board, or require executive action.

The Committee shall refer to the other Board Assurance Committee's (the Audit Committee and the Clinical Governance Committee) matters considered by the Committee deemed relevant for their attention. The Committee will consider matters referred to it by those two Assurance Committees.

Issues which are relevant to both the Non-Clinical and Clinical Governance Committees will be referred to the Joint Clinical and Non-Clinical Governance Committee for consideration.

The Committee will develop a work plan which will describe the key reports it will consider during the year. This work plan will be agreed by the Board of Directors.

8 Frequency

The Committee will meet at least four times a year.

Additional meetings may be arranged when required to support the effective functioning of the Trust.

9 Authority

The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.

The Board will retain responsibility for all aspects of internal control, supported by the work of the Committee, satisfying itself that appropriate processes are in place are in place to provide the required assurance.

The Committee has decision making powers with regard to the ratification of non-clinical policies and approval of non-clinical procedural documents. It is established to provide recommendations to the Board on risk management, governance and patient, staff and public safety issues.

The Committee is authorised to create sub-groups or working groups, as are necessary to fulfil its responsibilities within its terms of reference. The Committee may not delegate

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executive powers (unless expressly authorised by the Board) and remains accountable for the work of any such group.

The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience if it considers this necessary.

10 Monitoring Effectiveness

The Committee will undertake an annual review of its performance against its Terms of Reference and work plan in order to evaluate the achievement of its duties.

11 Other Matters

The Committee shall be supported administratively by the Secretary, whose duties in this respect will include:

- 11.1 Agreement of the agenda with the Chair and attendees;
- 11.2 Collation of the papers;
Taking the minutes and keeping a record of the matters arising and issues to be carried forward; and
- 11.3 Advising the Committee on pertinent areas.

12 Review

These terms of reference will be reviewed at least every three years as part of the monitoring effectiveness process.

Terms of Reference approved by the Non-Clinical Governance Committee on 10th July 2017.

Ratified by the Board of Directors September 2017.