

Report to:	Public Board of Directors	Agenda item:	18
Date of Meeting:	25 November 2020		

Title of Report:	Non-Clinical Governance Committee Annual Report and Changes to the Terms of Reference
Status:	To Approve
Board Sponsor:	Sumita Hutchison, Non-Executive Director
Author:	Adewale Kadiri, Head of Corporate Governance
Appendices	Appendix 1: Draft NCGC Terms of Reference

1. Executive Summary of the Report
This report summarises the self-assessment responses received from the members and regular attenders of the Non-Clinical Governance Committee, and reports on the Committee's performance during 2019/20.

2. Recommendations (Note and Discuss)
The Board is asked to discuss and note the findings of Non-Clinical Governance Committee's Annual Report. The Board is also asked to approve the changes to the Committee's Terms of Reference.

3. Legal / Regulatory Implications
Failure by the organisation to meet its statutory obligations under health and safety legislation (one of this Committee's areas of responsibility) could lead to prosecution.

4. Risk (Threats or opportunities, link to a risk on the Risk Register, Board Assurance Framework etc)
BAF 6: Failure to enable an appropriate strategy and outcomes for year on year reduction in the RUH's environmental impact and carbon emissions.

5. Resources Implications (Financial / staffing)
Failure by the organisation to meet its obligations under health and safety legislation could lead to significant financial penalties.

6. Equality and Diversity
Not applicable

7. References to previous reports
Not applicable

8. Freedom of Information
Public

Non-Clinical Governance Committee Self-Assessment and Annual Report

1. Introduction

- 1.1. The Terms of Reference of the Non-Clinical Governance Committee requires that it undertakes an annual review of performance against its Terms of Reference (ToR) in order to evaluate how well it has discharged its responsibilities. The aim of this paper is to report on the extent to which the Committee has met its purpose and objectives as set out in the ToR. The Board is informed that a draft version of this report was presented to and discussed by the Committee at its meeting in September 2020.
- 1.2. In addition to analysing the papers that were presented at each of the Committee's meetings during 2019/20, and their minutes, a brief effectiveness questionnaire was developed and circulated to members of the Committee and regular attendees at meetings. The feedback received from this survey has helped to inform the report.

2. The Committee's work in 2019/20

- 2.1. The Committee met on six occasions during the course of the year, in line with the recommended frequency of meetings as set out in the ToR. At each meeting, the current quorum requirement of four voting directors, including one non-executive director, was met. At least one of the Director of Estates and Strategy, Chief Operating Officer and Commercial Director (now Director of Strategy) was in attendance at each meeting. Other attendees included the Head of IT Infrastructure, the Head of Procurement and the Resilience Lead, who attended to present on their areas of expertise.
- 2.2. At the start of the year, agendas for each meeting covered the range of areas of responsibility as set out in the ToR. These included:
- Health and safety
 - Information Technology
 - Performance Management
 - Procurement
 - HR and Recruitment
- 2.3. However, during the course of the year, the Board approved the establishment of a new Committee, the People Committee, to provide a more specific focus on workforce related issues. This meant that NCGC's focus for the remainder of the year shifted to the other major issues on the ToR, particularly information technology, and its use across the Trust, health and safety and resilience. Two of the items in respect of which the Committee provided significant levels of scrutiny were the efficiency of the Trust's telephony arrangements and its management of Legionella risk. Both of these items were good examples of the Committee's doggedness in gaining assurance of appropriate levels of customer service and patient experience, as well as health and safety and compliance.

Author: Adewale Kadiri, Head of Corporate Governance Document Approved by: Sumita Hutchison, Non-Executive Director Agenda Item: 18	Date: 17 November 2020 Version: 1 Page 2 of 5
---	---

3. Self-assessment

3.1. The self-assessment questionnaire contained the following ten questions:

1. Is the purpose of the Committee clear?
2. (a) Is the Committee discussing the right and appropriate content? (b) Are there other items that it should be considering?
3. a) Has the Committee been able to provide assurance to the Board of Directors against the key non-clinical systems and processes? b) Has the Committee been able to raise issues to the Board of Directors in a suitable time frame?
4. Have there been challenges or obstacles to the work of the Committee?
5. a) Has the Committee received information in an adequate format and a timely manner to enable it to deliver its objectives? b) Is the Committee able to access external support (i.e. internal audit, external audit etc.) where appropriate?
6. Is the Committee membership adequate to deliver its objectives? If not, what is missing? Are there other colleagues who ought to be added to the membership or invited to attend meetings?
7. a) Is the frequency of the Committee sufficient to allow it to undertake its work effectively and provide adequate assurance to the Board of Directors? b) Is the Committee adequately supported to deliver its objectives (i.e. by EA/administrative support)?
8. Has the Committee been adequately apprised of the work of the other Committees and has it been able to action requests from other Committees, when required?
9. a) Does the Chair allow everyone an opportunity to offer their views and/or ask a question? b) Is there sufficient time available for proper consideration of all items on the agenda?
10. Does the Committee adequately consider those BAF risks that are relevant to its work and have been allocated to it?

3.2. Six completed questionnaires were received, and an analysis of the responses is set out below:

- All 6 respondents agreed that the purpose of the Committee is clear.
- Only 2 of 6 respondents were clear that the Committee is discussing the right content. One respondent expressed the opinion that there is a lack of clarity about what to do with some of the updates received, while

another was unclear that the right balance had been struck between high risk and standard review items. Another respondent thought that the Committee ought to pay more attention to issues around sustainability ('green' agenda).

- In response to the question whether the Committee had been able to provide assurance to the Board on key non-clinical systems and processes, all respondents answered in the affirmative, although one respondent thought that it would be useful to receive more direction from the Board on this issue.
- In terms of challenges that the Committee faced in carrying out its work, 3 respondents highlighted the impact of the COVID-19 pandemic, and one other pointed to the receipt of late papers. One other respondent commented that the Committee's purpose had been unclear since the establishment of the People Committee.
- 4 of the 6 respondents felt that the Committee received information in an adequate format and a timely manner, while one thought that this was mainly the case. One respondent did not agree. All respondents felt that the Committee had access to external support as required.
- On the subject of membership, all agreed that this was adequate to deliver the Committee's objectives, although one respondent made the point that the Committee ought to have a core membership of 3 NEDs to ensure consistency with other committees.
- In terms of the frequency of meetings, while 2 respondents agreed that this was at the right level, 2 others indicated that the issue would need to be revisited in light of the establishment of the People Committee, and the imminent creation of a Finance and Performance Committee. All respondents were complimentary of the administrative support provided to the Committee.
- 4 respondents agreed that the Committee is adequately apprised of the work of other Committees, but 2 disagreed, with one of these stating that there was no evidence of any joint work between committees.
- All respondents agreed that the Chair allows all attendees the opportunity to offer their views and ask questions, and that there is sufficient time available for proper consideration of all items on the agenda.
- With regard to consideration of BAF risks relevant to the work of the Committee, 4 of the 6 respondents agreed that these are adequately considered. One felt that this was not done in a clear and concise way, while another suggested that more time should be spent owning and framing these risks further.

4. Recommendation and Next Steps

The overall conclusion of this brief exercise is that the Committee has largely been effective in meeting its Terms of Reference and supporting the Board in gaining assurance on those subject areas that have been delegated to the Committee. There are a number of areas in relation to which the Committee and the Board may wish to consider what

Author: Adewale Kadiri, Head of Corporate Governance Document Approved by: Sumita Hutchison, Non-Executive Director Agenda Item: 18	Date: 17 November 2020 Version: 1 Page 4 of 5
---	---

changes or improvements could be made – the Head of Corporate Governance, in drafting this report has provided some suggestions:

- In view of the creation of the People Committee and the imminent establishment of the Finance and Performance Committee, there needs to be more clarity as to the role of the Non-Clinical Governance Committee – a draft updated version of the NCGC’s Terms of Reference is attached at Appendix A. This has removed all of the workforce related items from the Committee’s objectives, and performance management has also been deleted.
- The new draft ToR also recommends that the Committee’s allocation of NED members should rise from 2 to 3 in line with the other committees, and to provide more sustainability. In terms of the frequency of meetings, although the provision of “at least 4 meetings a year” has not been changed, the Board is asked to consider whether this ought to be reduced to 3, in light of the Committee’s more limited remit.
- Previously, regular engagement meetings were held between the Chairs of the Clinical and Non-Clinical Governance Committees, but these have not been held recently. Committee Chairs are of course able to request that other committees consider a particular item, and provide feedback to them. The Board is asked to determine if it wishes to mandate any other more formal process for this purpose.

5. Terms of Reference update

As stated above, a draft updated version of the NCGC Terms of Reference is attached. Apart from changes to the Committee’s objectives, it also recommends a change to the identity of the lead executive (the Chief Operating Officer is currently the lead, but their focus will be on the F&PC once this is established), and that NED membership rises to 3. The Board is asked to consider and agree on these changes. It is possible that further changes to these Terms of Reference could be made as part of the ongoing review of the Trust’s governance arrangements.



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 objectives of the Committee ~~are~~ to provide assurance to the Board that the key critical non-clinical systems and processes are effective and robust, and to provide effective scrutiny in these areas under delegated responsibility from the Board. 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 ~~hip of the Committee~~ will ~~comprise of~~ ~~include~~:

- Non-Executive Director (Chair)
- 2 other Non-Executive Directors
- ~~Director of People (Lead Executive)~~
- Director of Estates & Facilities (Lead Executive)
- Chief Operating Officer
- Commercial Director
- ~~Board of Directors Secretary~~
- ~~Director of Finance~~

• The Head or Deputy Head of Corporate Governance shall attend each meeting.

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, including at least one ~~of whom must be a~~ Non-Executive Director and one Executive Director.

4.1 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.

Formatted: Indent: Left: 1.27 cm, No bullets or numbering

Formatted: No bullets or numbering

4.2 Attendance by Officers

The Chief Executive and Trust Chairman may attend.

The Committee ~~may invite~~ ~~can co-opt as necessary the~~ Heads of Department or any other member of staff to attend their meetings when the Committee is discussing areas of the operation that are the responsibility of that Head.

5. 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, People, Finance and Performance~~ and the Clinical Governance Committees) matters considered by the Committee to be deemed relevant to their work for their attention. The Committee will consider matters referred to it by those ~~other two~~ Assurance Committees.

Issues which are relevant to both the Non-Clinical and Clinical Governance Committees will be referred to the Chairs 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.

6. 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.

7. 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 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.

8. 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.

9. Other Matters

The Head of Corporate Governance shall be responsible for the provision of administrative support to the Committee ~~shall be supported administratively by the Secretary. This whose duties in this respect~~ will include:

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

10. Review

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

Terms of Reference approved by the Non-Clinical Governance Committee on 28 September 2020 ~~20th May 2019~~.

Ratified by the Board of Directors **TBC**