



Report Cover Sheet

Report to:	Trust Board	
Date of the Meeting:	30 September 2020	
Agenda Item:	P1-149-20	
Title:	Board Committee Review	
Report prepared by:	Angela Wendzicha	
Executive Lead:	Liz Bishop	
Status of the Report:	Public	Private
	X	

Paper previously considered by:	Not applicable
Date & Decision:	

Purpose of the Paper/Key Points for Discussion:	<p>The current Committee structure has been in place for the past twelve months and following a full review by Internal Audit (MIAA) Substantial Assurance was received in relation to the effectiveness of the Board Committees.</p> <p>The following paper sets out the proposed amendments to the Board Committees in relation to the content of the business discussed in order to further strengthen the Corporate Governance function within the Trust.</p>
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Action Required:	Discuss	X
	Approve	X
	For Information/Noting	

Next steps required	The relevant Terms of Reference and associated documentation will go through each Committee for approval then subsequently to Board in November 2020.
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The paper links to the following strategic priorities (please tick)

Deliver outstanding care locally	x	Collaborative system leadership to deliver better patient care	x
Retain and develop outstanding staff	x	Be enterprising	x
Invest in research & innovation to deliver excellent patient care in the future	x	Maintain excellent quality, operational and financial performance	x

The paper relates to the following Board Assurance Framework (BAF) Risks

BAF Risk	Please Tick
1. If we do not optimise quality outcomes we will not be able to provide outstanding care	x
2. If we do not prioritise the costs of the delivering the Transforming Cancer Care Programme we will not be able to maintain our long-term financial strength and make appropriate strategic investments.	x
3. If we do not have the right infrastructure (estate, communication & engagement, information and technology) we will be unable to deliver care close to home.	x
4. If we do not have the right innovative workforce solutions including education and development, we will not have the right skills, in the right place, at the right time to deliver the outstanding care.	x
5. If we do not have an organisational culture that promotes positive staff engagement and excellent health and well-being we will not be able to retain and attract the right workforce.	x
6. If we fail to implement and optimise digital technology we will not deliver optimal patient outcomes and operational effectiveness.	x
7. If we fail to position the organisation as a credible research partner we will limit patient access to clinical trials and affect our reputation as a specialist centre delivering excellent patient care in the future.	x
8. If we do not retain system-side leadership, for example, SRO for Cancer Alliance and influence the National Cancer Policy, we will not have the right influence on the strategic direction to deliver outstanding cancer services for the population of Cheshire & Merseyside.	x
9. If we do not support and invest in entrepreneurial ideas and adapt to changes in national priorities and market conditions we will stifle innovative cancer services for the future.	x
10. If we do not continually support, lead and prioritise improved quality, operational and financial performance, we will not provide safe, efficient and effective cancer services.	x

Equality & Diversity Impact Assessment		
Are there concerns that the policy/service could have an adverse impact on:	YES	NO
Age		X
Disability		X
Gender		X
Race		X
Sexual Orientation		X
Gender Reassignment		X
Religion/Belief		X
Pregnancy and Maternity		x

If YES to one or more of the above please add further detail and identify if a full impact assessment is required.



Angela Wendzicha, Associate Director of Corporate Governance

Board Committee Review

1. Introduction

Corporate Governance refers to the way in which the Trust is governed and relates to the systems, processes and behaviours which set the direction to ensure that strategic values, goals and objectives are met. In essence, Corporate Governance ensures that the Trust has the appropriate decision-making processes and controls in place to ensure that the interests of all our stakeholders (including patients, staff, suppliers, the public and the wider system) are balanced.

The effective running of the Trust is the responsibility of the Board with the management of the Trust being delegated to the Executive Directors. In order for this to be successful, a clear reporting structure is necessary to ensure any decisions made have a form of internal testing and scrutiny thus providing a transparent explanation as to why one course of action was agreed over others. Such testing and scrutiny is carried out through a programme of effective delegation and reservation. The Trust Board decides which decisions it reserves to itself and those delegated elsewhere through the Board Committee structure.

In February 2019, as a direct response to changes in the Executive Team and initial feedback from the Care Quality Commission Well-Led Review in relation to the management of risks within the Trust, the Board approved the introduction of a strengthened Governance Structure at Appendix 1. The implementation phase of the revised Committee structure included revision of the Terms of Reference for each Board Committee in addition to a number of revised template documents including report cover sheet and action log. The revised Governance structure has, over the last twelve months been embedded within the Trust and at the request of the Associate Director of Corporate Governance, MIAA carried out a review on the effectiveness of the Committees specifically looking at the overall effectiveness of the Board Committees with a focus on good practice, delivery of duties and compliance with the associated Terms of Reference. The aforementioned review commenced in March 2020 but following the NHS response to Covid-19, the review was put on hold and subsequently completed in July 2020. The MIAA review concluded there is Substantial Assurance in the effectiveness of the Board Committee structure.

As a result, it is timely to consider taking the Board Committee structure to the next phase to attain exemplar Corporate Governance functions.

2. Proposal for Change

The proposed Committee Structure at Appendix 2 remains largely unchanged visually as the Board will continue to delegate matters to the Board Committees; it is therefore proposed that the Audit Committee, Quality Committee, Performance Committee and Remuneration Committees (both Trust and Governor) remain in place. However, the changes proposed relate specifically to how the business is conducted to prevent overlap of detail and frequency of the Committee.

It is acknowledged that the Audit Committee has a defined role which is supported by clear guidance within the Healthcare Financial Management Associate (HFMA) Audit Committee Handbook. There is less available guidance on the responsibilities of the remaining Committees however these can be gleaned from Statutory and Regulatory duties of the Board and Committees which will be reflected in the revised annual work plans and Terms of References. The remaining business of the Committees will be linked to the Board Assurance Framework thus linking the work of the Committees with the Strategic Priorities for the Trust.

Audit Committee

The Audit Committee will continue to comprise Non-Executive Directors and will assure the Board that all governance systems and processes, including those relating to clinical are working effectively. In doing so, the Audit Committee will scrutinise all systems relating to patient safety, complaints, information governance, clinical quality and clinical audit.

It is proposed the Audit Committee continues to meet quarterly and the Terms of Reference and annual work plan will be reviewed and discussed at the Audit Committee in October 2020.

Reporting to the Audit Committee will remain unchanged.

Quality Committee

The Quality Committee will remain as a mechanism for providing assurance that systems and processes exist for continuous improvement for safe and effective services. The Quality Committee will continue to meet monthly with a revised Terms of Reference review in October to reflect equal emphasis on quality of care, patient experience and workforce transformation allowing for a direct link between assurances against recognised high risks.

Committees Reporting to the Quality Committee

Risk Management Committee

The Risk Management Committee began to report directly to the Quality Committee following the implementation of the revised structure in early 2019. The Risk Management Committee, Chaired by the Chief Executive ensures that there is clarity in relation to the risks and how they are managed. The Board agreed to 'pause' the Risk Management Committee in February 2020 to allow for substantive work to be carried out on the risk register and the Datix system. The Risk Management Committee has resumed and it is proposed that it will meet quarterly to ensure that scrutiny of the Board Assurance Framework in addition to a deep dive of risks graded 12 and above can be carried out effectively.

Workforce and Organisational Development Committee

In order to reflect the changing emphasis of the work relating to the NHS People Plan, it is proposed that the name of the Committee changes to the Workforce Transformation Committee and that the Terms of Reference reflect the renewed focus.

Performance Committee

The Performance Committee will continue to provide assurance concerning the development and delivery of the Trust's Business Plan and undertakes a strategic advisory role in ensuring the Trust develops an appropriate long-term strategy and financial plan. It is proposed that the Performance Committee will meet bi-monthly as opposed to monthly and the revised Terms of Reference and annual work plan will be reviewed at the Performance Committee in October 2020.

Reporting to the Performance Committee will remain unchanged.

Remuneration Committees

It is proposed that both Trust and Governor Remuneration Committees remain largely unchanged and will continue to meet when necessary to oversee appointments to the Board and all matters relating to remuneration and pay for Board members.

Charitable Funds Committee

It is proposed that the Charitable Funds Committee will remain in place with the inclusion of an Investment Committee reporting into the Charitable Funds Committee.

3. Recommendation

The Trust Board is asked to approve the minor changes to the Committee structure with the recommendation that the existing Terms of Reference and annual cycle of business for each

Committee are amended to reflect the direct link to the Board Assurance Framework and associated risks on the risk register. It is further proposed that the revised Terms of Reference and annual work plans are reviewed by the relevant Committee in October and Trust Board in November which will enable to Board to see the development of the business within each Committee. It is proposed, subject to approval of the associated documentation that the slightly revised structure is implemented from January 2021.



