The Tavistock and Portman
NHS Foundation Trust

Board of Directors Part One

Agenda and papers of a meeting to be held in public

Tuesday 5th July 2022

Please refer to the agenda for timings.

NHS
The Tavistock and Portman
NHS Foundation Trust

BOARD OF DIRECTORS – PART ONE
MEETING HELD IN PUBLIC
Tuesday 5th July 2022, 1.00 – 2.00

#	Agenda Item	Purpose	Lead	Format	Time
OPENING ITEMS					
1.	Chair's welcome; apologies and confirmation of quorum	Inform	Chair	Verbal	1.00 pm
2.	Declarations of interest	Inform	Chair	Verbal	
GOVERNANCE AND WELL LED					
3.	Revised Board Terms of Reference • Performance, Finance and Resource Committee • Quality Committee • People, Organisational Development, Equality, Diversity and Inclusion Committee • Audit Committee	Approve	Chair	Enc 1 1a 1b 1c 1d	1.05 pm
4.	Non-Executive Champions and Committee Membership		Chair	Enc 2	1.30 pm
5.	Board Governance SOP	Approve	CEO	Enc 3 To follow	1.35 pm
CLOSING ITEMS					
6.	Any other business:			Verbal	1.45 pm
7.	Reflections and Feedback from the meeting	Discuss	Chair	Verbal	1.50 pm
8.	Questions from the Public	Discuss	Chair	Verbal	
DATE AND TIME OF NEXT MEETING					
Tuesday 26th July, 2.00 – 4.00 pm					
EXCLUSION OF THE PRESS AND MEMBERS OF THE PUBLIC					
Exclusion to the Public – To invite the Press and Public to leave the meeting because of the confidential nature of the business about to be transacted (pursuant to Section 1(2) of the Public Bodies (Admission to Meetings) Act 1960).					

Report to	Date
Board of Directors	5th July 2022

Committee Terms of Reference
Executive Summary
During the 2021/22 financial year the Board agreed to review the Trusts Governance, as part of the external review was a review of the Board Committee Structure. The external review undertaken by 'the office of modern governance' recommended

> "The Board should more closely align its Committee structure with its strategic priorities, potentially to include a refocused Audit and Governance Committee and a new Quality, Finance and Performance & People Committees. Alongside this work, plans need developing to address gaps and issues we have already identified around the Committee structure at the Trust as a whole"

A task and finish group was established consisting of Non-Executive Directors and Director, and Chaired by the Chair of the Trust. In reaching a final committee the task and finish group;

- Undertook a benchmarking exercise of peer Trusts
- Reviewed national best practice guidance
- Reviewed the Well Led Framework

The attached Terms of Reference are the output of the task and finish group. The Terms of Reference have all been reviewed by the proposed Chair and Executive/s leads. The People, Organisational Development, Equality, Diversity and Inclusion have met on two occasions, and the committee are recommending the Terms of Reference for approval to the Board.

Recommendation to the Board / Council
Members of the Board are asked to approve the recommendation this paper.

Trust strategic objectives supported by this paper	
All	

Author	Responsible Executive Director
Jenna Davies, Director of Governance	Chief Executive Officer

Performance, Finance and Resources Committee

Ratified by:	Board of Directors
Date ratified:	
Responsible Executive Director:	Director of Finance/ Chief Clinical Operating Officer
Date issued:	DRAFT v1.0
Review date:	

Performance, Finance and Resources and Committee
Terms of Reference

1. CONSTITUTION

1.1 The Board of Directors ("Board") of the Tavistock and Portman NHS Foundation Trust ("Trust") hereby resolves to establish a formal sub-committee of the Board to be known as the Finance and Resources Committee ("Committee"). This Committee has no executive powers other than those delegated in these terms of reference. The Committee will be chaired by a non-executive director.

1.2 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 cooperate with any request made by the Committee.

2. PURPOSE

2.1 On behalf of the Board, the prime purpose of the Committee is to oversee the financial and operational performance of the Trust, receiving appropriate assurances from Executive Directors.

2.2 In particular, the Committee will seek assurance that finances, workforce and other resources are being used in an effective and efficient manner and that this is reflected in operational activity.

2.3 As part of its oversight and assurance of these matters, the Committee will:

a. Consider relevant financial and operational strategies, prior to submission to the Board for approval

b. Review risks associated with the strategies defined in and their mitigation

c. Consider finance and other relevant reports

d. Approve business cases with delegated authority from the Board, in accordance with the Trust's Standing Financial Instructions ("SFIs") and Scheme of Delegation ("SoD")

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e. Review progress against the delivery of business plans previously approved by the Committee

f. Escalate appropriate matters to the Board.

3. SCOPE

3.1 The Committee's work will be focused on testing the robustness of assurances received that finances and resources (notably, but not exclusively, workforce resources) of the Trust are utilised to achieve effective and efficient operational performance across clinical, education and training and corporate activities.

4 DUTIES

4.1 The principal duties of the Committee are set out below:

Financial Performance

4.2 To review and consider the annual revenue and capital Budgets, in-year reforecasts, and longer term financial plans of the Trust before their submission to the Board.

Operational Performance

4.3 To review and consider the Trust's operational performance across its clinical, education and training and corporate activities (noting that the primary responsibility for the scrutiny of education and training operational performance is held by the Education and Training Committee).

4.4 In reviewing and considering the operational performance of the Trust's clinical services attention will be paid, in particular, to levels of activity (including clinician productivity), waiting lists, patient outcomes and compliance with contractual requirements, together with other key relevant measures / performance indicators.

4.5   In reviewing and considering the operational performance of the Trust's corporate services, the Committee shall focus its attention on the following functional areas:

   a. Finance, Contracts and Procurement

   b. Estates and Facilities (including Health & Safety)

   c. Information Management and Technology

   d. GDPR Security cyber

   e. Human Resources.

4.6   Support and oversee the development of a revised

Strategies and Business Plans

4.7   The Committee shall scrutinise, consider and, if appropriate, recommend relevant financial and operational strategies prior to submission to the Board for approval.

4.8   The Committee shall scrutinise, consider and, if appropriate, approve business cases, in accordance with the Trust's Standing Financial Instructions and Scheme of Delegation.

4.9   The Committee shall receive regular updates on the progress of business cases which it has approved.

Risk Management

4.10 At each meeting the Committee shall consider the risks associated with the strategies and business plans which it has approved together with reviewing the risks within the Board Assurance Framework and the Corporate Risk Register for which the Committee is deemed to have oversight.

Other

4.11 To review proposals for land and property development and / or other transactions prior to submission to the Board of Directors, in line with the Trust's SFIs and SoD.

4.12 To undertake any other tasks delegated to the Committee by the Board.

5   MEMBERSHIP AND ATTENDANCE

Membership

5.1   Membership of the Committee shall be as follows:

- Non-Executive Directors x 3 (one designated chair and one designated deputy chair)

- Director of Finance

- Clinical Chief Operating Officer

- Director of Education.

5.2 If members are unable to attend they must advise the Chair of the Committee and enquire whether a deputy is required (if a deputy attends they must be able to fully participate in the meeting but will have no voting rights).

5.3 The Trust's Chair shall not be a member of the Committee but is authorised to observe any meetings of the Committee.

Attendees

5.4 The Director of Governance shall attend all meetings of the Committee.

5.5 Senior officers of the Trust who are expected to attend the majority of meetings are:

- Director of Financial Operations

- Assistant Director, Contracts and Performance

- Clinical Divisional Directors.

5.6 The Committee may also invite other senior officers of the Trust and specialist advisors (internal or external) to present papers on an ad-hoc basis.

5.7 Attendees hold no voting rights.

6 QUORUM

6.1 A quorum for the Committee shall be four members, to include at least two Non-Executive and at least two Executive Directors of the Board.

7 FREQUENCY

7.1 The Committee shall meet six times per financial year.

8 REPORTING

8.1 The minutes of Committee meetings shall be formally recorded, and the discussion will be summarised by the Committee Secretary on behalf of the Chair for inclusion within a report to be submitted to the next available Board meeting. This summary will also draw attention to the Board any issues requiring disclosure or action.

8.2 The Committee will undertake an annual effectiveness evaluation against its Terms of Reference and Membership, the outcome of which will be reported to the Board.

9 REPORTING GROUPS

9.1 The Committee has the authority to establish sub committees and task and finish groups.

10 ADMINISTRATION

10.1 The Committee shall be supported administratively by the Corporate Governance Team whose duties in respect of this include:

a. Calling of meetings

b. Agreement of agendas with the Chair and preparation, collation and circulation of papers no later than seven working days before the next meeting

c. Ensuring that those invited to each meeting, attend

d. Taking the minutes and helping the Chair to prepare reports to the Board

e. Keeping a record of matters arising and action points to be carried forward between meetings

f. Arranging meetings for the Chair

g. Advising the Committee on pertinent issues/areas of interest/policy developments

Appendix A Cycle of Business

Agenda item	Lead	July 2022	Sep 2022	Dec 2022	Feb 2022	April 2023	June 2023
Standing Agenda Items							
Welcomes, introductions and Apologies	Chair	X	X	X	X	X	X
Declarations of Interest	Chair	X	X	X	X	X	X
Minutes of the last meeting	Chair	X	X	X	X	X	X
Action log	Chair	X	X	X	X	X	X
Matters arising	Chair	X	X	X	X	X	X
Board Assurance Framework and Corporate Risk Register	DoG	X	X	X	X	X	X
Highlight reports from reporting groups	Chair	X	X	X	X	X	X
Items for escalation to the Board	Chair	X	X	X	X	X	X
Any other Business	Chair	X	X	X	X	X	X
Reflections on the meeting	Chair	X	X	X	X	X	X
Duty Items							
Integrated performance Report	CFO/ CCOO	X	X	X	X	X	X
Annual Plan	CEO				X– draft	X– final	

Item	Owner						
Revenue Budget	CFO					X	
Capital Budget	CFO					X	
Management Accounts	CFO					X	
In-year Reforecasts (As required)	CFO						
Long Term Financial Plan	CFO					X	
Procurement annual report	CFO					X	
Estates and Facilities report	CFO		X		X		X
Health & Safety Compliance report	CFO		X		X		X
Estates Return Information Collection	CFO		X				
Premises Assurance Model submission	CFO				X		
Information Security and Information Governance	CFO DoG	X	X		X		X
The Data Security and Protection Toolkit	CFO DoG						X
Strategies for review							
Estates Strategy	CFO					X	
Green Plan / Strategy for Sustainability	CFO					X	
IT Strategy	CFO					X	
Procurement Strategy	CFO					X	

QUALITY COMMITTEE

Ratified by:	Board of Directors
Date ratified:	
Name of originator/author:	Medical Director/Director of Nursing
Name of responsible committee/individual:	Board of Directors
Date issued:	DRAFT V0.1
Review date:	

Quality Committee
Terms of Reference

1. Constitution

The Board of Directors ("**Board**") hereby resolves to establish a formal sub-committee of the Board to be known as the Quality Committee. This Committee has no executive powers other than those delegated in these terms of reference. The Committee will be chaired by a non-executive director.

The Committee is authorised by the Trust 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 cooperate with any request made by the Committee.

2. Purpose

On behalf of Trust Board, the prime purpose of the Committee is to provide assurance that the safety, rights and quality of service delivery is maintained to all of our service users, carers, staff and the public.

The Committee will also provide assurance to the Board that appropriate and effective governance mechanisms are in place for all aspects of quality including patient experience, health outcomes and compliance with national, regional and local requirements.

2 Duties

2.1 Quality Strategy, Annual Plan & Report

2.2.1 To scrutinise and recommend to the Board of Directors the Trust's Quality Strategy.

2.2.2 To scrutinise the Strategic content and direction of the Quality Account for approval by the Board of Directors and Council of Governors.

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2.2.3 To gain assurance that the quality priorities set out in the Quality Account are being implemented

2.2 Safeguarding

2.2.1 To gain assurance that safeguarding is compliant with national and local requirements such that patients are safe in the Trust's care.

2.2.2 To review and recommend to the Board the Adult and Child Safeguarding Annual report.

2.3 Mental Capacity Act

2.3.1 To gain assurance that the Trust is compliant with the requirements of the Mental Capacity Act.

2.4 Patient safety

2.4.1 To support the development of the Trusts approach to Patient Safety

2.4.2 To scrutinise a quarterly report on the themes from serious incidents and gain assurance that they are understood and actions to reduce recurrence are implemented

2.5 Patient Experience

2.5.1 Oversee the review and development of a revised patient engagement strategy

2.5.2 The Committee will consider reports from the Patient Experience team, which will consider Complaints, feedback from PALS and other sources of feedback (including local Healthwatch) on all formal and informal patient feedback, both positive and negative, and consider action in respect of matters of concern.

2.5.3 The Committee will consider the results, issues raised and trends in all patient surveys and any patient impacting surveys of the Trust's estate that may impact on clinical quality and to seek assurance on the development and implementation of improvement plans.

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2.6   Clinical Effectiveness

2.6.1 to review and recommend for approval by the Audit Committee the annual clinical audit programme;

2.6.2 To gain assurance, via clinical audit reports that practice is clinically effective.

2.6.3 To gain assurance that Clinical outcomes are effectively monitored to ensure high quality care is delivered

2.6.4 To gain assurance that the Trust is complaint with NICE guidelines.

2.7   Infection Prevention & Control

2.7.1 To gain assurance that the Trust has in place such systems of work and controls that ensure infection prevention and control is effectively managed and compliant with legislative requirements.

2.7.2 To approve the annual infection prevention and control plan

2.7.3 To scrutinise and recommend to the Board the Annual Infection Control Statement.

2.8   Regulatory Assurance

2.8.1 To scrutinise CQC compliance reports and ensure that actions are taken to address all issues identified in CQC compliance reports.

2.9   Assurance Framework

2.9.1 The Committee shall maintain the Quality section of The Board Assurance Framework and the Corporate Risk Register

3   Membership and attendance

3.1 Membership of the Committee shall be as follows:

Non-Executive Directors x 3 (one designated chair and one designated deputy chair)
Director of Nursing
Medical Director
Chief Operating Officer
Director of Governance

3.2 Members are required to attend at least 5 out of 6 meetings per year. Regular attenders are expected to maintain a good standard of attendance and should attend meetings at least once per quarter.

3.3 If by exception members are unable to attend they must advise the Chair of the Committee and enquire whether a deputy is required (if a deputy attends they must be able to fully participate in the meeting but will have no voting rights).

3.4 Attendees who are deputising for members and/or regular attenders must be properly briefed by the person they are deputising for, on the content of the meeting and the item they are presenting.

3.5 The Trust's Chairman shall not be a member of the Committee but is authorised to observe any meetings of the Committee.

3.6 The Committee may also invite other senior officers of the Trust and other specialist advisors (internal or external) to present papers on an ad-hoc basis. Such attendees will hold no voting rights.

4.   Quorum

A quorum for the Committee shall be four members, to include two Non-Executive and two Executive Directors of the Board.

5. Frequency

The Committee shall meet on a bi-monthly basis.

6.   Reporting

The Committee shall report to the Trust Board on how it discharges its responsibilities.

The minutes of Committee meetings shall be formally recorded, and the discussion will be summarised by the Committee Secretary on behalf of the Chair for inclusion within a report to be submitted to the next available Trust Board meeting. This summary will also draw attention to the Trust board of any issues requiring disclosure or action.

The Committee will undertake an annual effectiveness evaluation against their Terms of Reference and Membership, the outcome of which will be reported to the Trust Board in accordance with the Annual Business Cycle.

7. Reporting Groups

The Quality Committee has the authority to establish sub groups and task and finish groups.

The committee will have close links to the staff diversity network groups which will be advisory to the committee and will be routes for engagement and consultation as well as proving contribution to committee assurance. The Staff network groups will be invited to assist in organisational agenda setting, undertake environment scanning, intelligence and idea generation.

8. Administration

The Committee shall be supported administratively by the Corporate Governance Team whose duties in respect of this include:
- Calling of meetings
- Agreement of agendas with the Chair and preparation, collation and circulation of papers no later than five working days before the next meeting
- Ensuring that those invited to each meeting, attend
- Taking the minutes and helping the Chair to prepare reports to the Trust Board

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- Keeping a record of matters arising and action points to be carried forward between meetings
- Arranging meetings for the Chair
- Advising the Committee on pertinent issues/areas of interest/policy developments

Reporting structure– to be added once reviewed by the Chief Nurse

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Cycle of Business

Agenda item	Lead	July 2022	Sep 2022	Dec 2022	Feb 2022	April 2023	June 2023
Standing Agenda Items							
Welcomes, introductions and Apologies	Chair	X	X	X	X	X	X
Declarations of Interest	Chair	X	X	X	X	X	X
Minutes of the last meeting	Chair	X	X	X	X	X	X
Action log	Chair	X	X	X	X	X	X
Matters arising	Chair	X	X	X	X	X	X
Board Assurance Framework and Corporate Risk Register	Chair	X	X	X	X	X	X
Highlight reports from reporting groups	Chair	X	X	X	X	X	X
Items for escalation to the Board	Chair	X	X	X	X	X	X
Any other Business	Chair	X	X	X	X	X	X
Reflections on the meeting	Chair	X	X	X	X	X	X
Duty Items							
Quality Strategy annual	CNO/				X		

review	CMO						
Quality Priority Quarterly progress updates	CNO/ CMO		x		X		x
Quality Account including Priorities	CNO/ CMO					Draft x	Final X
Annual Safeguarding Adult Annual Report	CNO					X	
Annual Safeguarding Children report	CNO					X	
Quarterly Patient safety report including lesson learnt and themes	CNO	X		X		X	
Patient experience report	CNO	x		x		x	
Patient Survey (when available)	CNO						
Annual Clinical Audit Programme	CMO				X		
Clinical Effectiveness Quarterly report	CMO		X		X		X
Annual infection control plan and statement	CNO				X		
CQC Compliance and Action plan update	CNO	x	x	x	x	x	x

People, Organisational Development, Equality, Diversity and Inclusion Committee

Ratified by:	Board of Directors
Date ratified:	
Name of originator/author:	Acting Director OF Human Resources
Name of responsible committee/individual:	Equality, Diversity and Inclusion Committee Chair
Date issued:	DRAFT V 5.0
Review date:	14/03/22

People Organisational Development, Equality, Diversity and Inclusion Committee (POD EDI)

Terms of Reference

1. Constitution

The Board of Directors ("**Board**") hereby resolves to establish a formal sub-committee of the Board to be known as the People, Organisational Development, Equality, Diversity and Inclusion Committee ("**POD EDI Committee**"). This Committee has no executive powers other than those delegated in these terms of reference. The Committee will be chaired by a non-executive director.

2. Purpose

2.1   The POD EDI Committee is the primary Board sub-committee for providing assurance and raising any concerns to the Board about delivery of the people related duties listed below.

2.2   The POD EDI committee will give attention and scrutiny to the Health and Wellbeing of the Trust's People

2.3   The POD EDI Committee will ensure that due attention and scrutiny is given to the oversight and assurance on the Trust's Race Equality and broader Equality, Diversity, and Inclusion strategy, plans and delivery.

2.5   The Chair of the POD EDI Committee will provide a summary report to the Board after each meeting and this and the papers for the POD EDI Committee will be shared with the Integrated Governance Committee for information.

2.6   The POD EDI Committee will take responsibility for the risks pertinent to the people agenda as described in the Board Assurance Framework (BAF) 21/22 (Appendix 4)

2.7 The committee will be serviced by two primary operational delivery groups: The EDI delivery group and the People delivery group

2.8 The committee will have close links to the staff diversity network groups which will be advisory to the committee and will be routes for engagement and consultation as well as proving contribution to committee assurance. The Staff network groups will be invited to assist in organisational agenda setting, undertake environment scanning, intelligence and idea generation.

2 Duties

The duties of the POD EDI Committee will be to provide the Board with independent and objective assurance in relation to:

3.1 National People Plan promises: (PPP)
    (a) Team working
    (b) Flexible working
    (c) Learning & Development
    (d) Health and Wellbeing
    (e) Speaking up and listening
    (f) Recognition and Reward
    (g) Compassion and inclusivity

3.2 Trust People plan
The Trust people strategy or 'People plan' that ensures an appropriate culture is in place.

3.3 Race Equality Strategy (RES) and Race Action Plan (RAP)

3.4 Equality, Diversity and Inclusion Strategy and Action Plan

3.5 Staff Health and Wellbeing

3.5 Trust Workforce plans

The Trust's workforce plans (to provide assurance that the Trust has adequate skilled staff to meet the current and future needs of service users).

3.6 Trust Talent Management

3.7   Metrics and reporting

(a) The Trust's workforce performance and sustainability indicators (including but not limited to, sickness absence, training, appraisal, employee relations, people practices and bank, EDI, interim and agency usage and expenditure, recruitment activity and checks and establishment control processes) and any necessary corrective plans and actions.

(b) The Annual and Quarterly ('Pulse') Staff Survey

(c) The Themes reported by the FTSUG

(d) The effective identification and mitigation of workforce and organisational development risks

(e) The HR aspects of any external/internal compliance reviews that have raised concerns at Board and/or Executive Team.

(f) CQC / Ofstead/ OFS people related regulatory requirements and reporting

3.8 Oversight of regulatory framework

Meeting legal and regulatory requirements in relation to the workforce (such as WRES, WDES and Gender Pay Gap).

3.9 External drivers and opportunities

National reports and best practice relating to workforce and organisational development.

4   Membership and attendance

4.1 Membership of the Committee shall be as follows:

Non-Executive Director (Chair)
Non-Executive Director (Vice Chair)
Any other Non-Executive Director on an ad hoc basis
Director of Human Resources / Chief People Officer (Lead Executive)**
Chief Nursing Officer
Chief Operating Officer
Chief of Education and Training
Staff side Representative
Associate Director of HR / Head of HR: EDI**
Trust Governors (as ex officio members)

Notes:
* (CPO is Chair of People Delivery Group)
** (Head of HR (EDI) is Chair of Race Accountability Committee and EDI delivery Group)

4.2 The following will be in attendance at the Committee:

Staff Diversity Network Chairs (on rotation)
Director of Communications and Engagement
Head of HR (OD, Culture & Engagement)
Head of HR (Operations)

4.3   At the discretion of the Chair, other persons may be invited to attend and participate in Committee meetings. However, only members have the authority to vote and determine decisions on behalf of the Committee.

4.4   If any member is unable to attend a meeting, they are to designate another suitable officer to attend as an alternate in their place. Members are expected to attend at least 75% of meetings annually. An annual register of attendance of members will be published by the Committee.

4.5   Other organisational managers and colleagues may be invited to attend meetings for specific agenda items or when issues relevant to their area of responsibility are to be discussed.

4.6   This committee is focussed on the staff of the Trust and notes the NHS Patient Experience Framework and the positive impacts on patient care that is made by engaged staff. The committee does not include Patient or student representatives as the interests of these groups are represented elsewhere in the Trust governance

5   Sub-committees

The POD EDI Committee has the authority to establish sub committees and task and finish groups (Section 12). At the point of establishment, It will have one formal sub-committee in the Race Equality Accountability Committee.

6   Quorum

This shall be a minimum of one of the voting Non-Executive members and two other members.

6   Chair

The Committee will be chaired by a Non-Executive Director. In the absence of the Chair, the Vice Chair will take on the chairing of the Committee.

7   Secretary

The administration of the meeting shall be supported by member of the Executive PA team who will draft agendas, arrange to take minutes of the meeting, create and chase actions in the action log and provide other appropriate administrative support to the Chair and Members.

8   Frequency of meetings.

The committee shall meet up to 6 times per annum, normally two weeks before the Board meeting

9 Notice of Meetings, Agenda & Papers

9.1   Meetings of the Committee will be called by the Chair. The agenda will be drafted by the Committee Secretary and approved by the Chair prior to circulation.

9.2   Notification of the meeting, location, time, and agenda will be forwarded to members, and others called to attend, at least seven days before the meeting. Supporting papers will also be sent out at this time. If draft minutes from the previous meeting have not been circulated in advance, then they will be forwarded to Members at the same time as the agenda.

9.3   The agenda will be clearly split at each meeting to ensure that appropriate Committee time is given to both general people matters and EDI and race matters.

10 Minutes of the Meeting

10.1   The Committee Secretary will minute proceedings, action points, and resolutions of all meetings of the POD EDI Committee, including recording names of those present and in attendance.

10.2   Approved minutes will be forwarded to the Board alongside the POD EDI Committee Chair's report.

11 Authority

11.1   The POD EDI Committee is authorised by the Board to instigate any activity within its terms of reference.

11.2   It is authorised to seek information it requires from any employee, and to call any employee to attend a meeting as and when required.

11.3 All employees are directed to co-operate with any request made by the POD EDI Committee.

11.4 The POD EDI Committee is authorised to obtain outside legal advice or other professional advice at the Trust's expense, and to secure the attendance of outsiders with relevant experience if it considers this necessary.

11.5 The POD EDI Committee is authorised to establish standing sub-committees in order to deliver its purpose.

11.6 The POD EDI Committee is authorised to establish limited life task and finish groups in order to deliver its purpose

12 Sources of Information

The POD EDI Committee will receive and consider sources of information from any relevant individual or department.

13 Reporting

13.1 The POD EDI Committee shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

13.2 The minutes of the Committee will be available to the Board on request.

13.3 The POD EDI Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit or where action or improvement is needed.

13.4 The Committee will report on its activities at least once a year to the Board to fulfil the requirements set out in the Equality Act 2010 (Specific Duties) Regulations 2011.

13.5 The Chair shall attend the Annual General Meeting (AGM) and be prepared to respond to any questions on the Committee's activities.

14 Other Matters

14.1 At least once a year the POD EDI Committee shall review its own performance, constitution, and terms of reference to ensure that it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

Appendix 1 – Relationship to other Assurance, Advisory and Operational Groups and Committees

The Tavistock and Portman
NHS Foundation Trust

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                    │            Council of Governors              │
                    └──────────────────────────────────────────────┘
                    ┌──────────────────────────────────────────────┐
                    │              Board of Directors              │
                    └──────────────────────────────────────────────┘
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Assurance

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                    ┌──────────────────────────────────────────────┐
                    │  People Organisational Development and        │
                    │  Equality, Diversity, and Inclusion Committee │
                    └──────────────────────────────────────────────┘
                    ┌──────────────────────────────────────────────┐
                    │      Race Equality Accountability Committee   │
                    └──────────────────────────────────────────────┘
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Delivery

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  ┌─────────────────────┐                          ┌─────────────────────┐
  │   EDI Delivery      │                          │  People Delivery    │
  │     Group           │                          │     Group           │
  │ AD EDI, EDI Leads,  │                          │  HR Senior Team     │
  │  Staff Champions    │                          │   plus part EMT     │
  └─────────────────────┘                          └─────────────────────┘
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Advisory Engagement Consultation (Contribute to Assurance)

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  ┌──────────────┐   ┌──────────────┐   ┌──────────────┐
  │ Staff Race   │   │ Staff Allies │   │  Student     │
  │ Equality     │   │ Network      │   │  Forum       │
  │ Network      │   │              │   │              │
  └──────────────┘   └──────────────┘   └──────────────┘

  ┌────────────────────────────────────────────────────────┐
  │ Agenda setting/ Environment scanning / Assurance        │
  │ scrutiny / Intelligence / Idea generation               │
  └────────────────────────────────────────────────────────┘

  ┌──────────────┐   ┌──────────────┐   ┌──────────────┐
  │ Staff        │   │ Gender       │   │ Staff LGBTQI+│
  │ Disability   │   │ Steering     │   │ and Trans    │
  │ and LTC      │   │ Group        │   │ diversity    │
  │ diversity    │   │              │   │ network      │
  │ network      │   │              │   │              │
  └──────────────┘   └──────────────┘   └──────────────┘
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Appendix 2. People Organisational Development, Equality, Diversity and Inclusion (POD EDI) Committee Schedule 22/23

Board Meeting	Pod EDI Meeting	Pod EDI Agenda & papers out	Pod EDI Agenda planning / paper review meeting
29/03/22	Mon 14th March 10.00 -12 noon	7th March	28th Feb
24/05/22	Thurs 12th May 10:00-12:00	5th May	28th April
26/07/22	Thurs 14th July 10:00- 12:00	7th July	30th June
27/09/22	Thurs 8th Sept 10:00-12:00	1st Sept	25th August
29/11/22	Thurs 10th Nov 10:00-12:00	3rd Nov	27th Oct

Appendix 3. People Organisational Development, Equality, Diversity, and Inclusion (POD EDI) Committee Annual Calendar 22/23

	Agenda standard focus	Rolling thematic focus
Mar 22	Workforce metrics dashboard RES strategy and plan report BAF	LGBTQI+ Champions Report Staff Survey report FTSUG report
May 22	Workforce metrics dashboard EDI/ RES strategy and plan report People strategy and plan report BAF	Disability Champion Report Recruitment processes & checks 'Speaking up' / 'Dispute resolution' / 'Retributive Justice' (PPP) Employee Relations activity FTSUG report
July 22	Workforce metrics dashboard EDI/ RES strategy and plan report People strategy and plan report BAF	Race Diversity Champion Report Race Equality Network Allies Group Report MaST, Learning and Development, CPD (PPP) Establishment control FTSUG report
Sept 22	Workforce metrics dashboard EDI/ RES strategy and plan report People strategy and plan report BAF	LGBTQI+ Champions Report WRES and WDES annual submissions (Aug) Talent Management, Leadership and Management development Payroll processes FTSUG report
Nov 22	Workforce metrics dashboard EDI/ RES strategy and plan report People strategy and plan report BAF	Disability Champion Report WRES and WDES Action plan approach Health & Wellbeing (PPP) & sickness management Interim, bank and agency processes FTSUG report

Jan 23	Workforce metrics dashboard	Race Diversity Champion Report
	EDI/ RES strategy and plan report	Race Equality Network Allies Group report
	People strategy and plan report	Staff survey early results
	BAF	Appraisal processes
	Receipt and sign off of annual report to meet Equality Act 2010 (Specific Duties) Regulations 2011. For publication by 31st Jan	FTSUG report
Mar 23	Workforce metrics dashboard	LGBTQI+ Champions Report
	EDI/ RES strategy and plan report	Staff survey report
	People strategy and plan report	Recognition and Reward (PPP)
	BAF	Workforce planning
		FTSUG report
May 23	Workforce metrics dashboard	Disability Champion Report
	EDI/ RES strategy and plan report	Flexible working (PPP)
	People strategy and plan report	Team working (PPP)
	BAF	Gender and Race pay Gap reports
		FTSUG report
Jul 23	Workforce metrics dashboard	Race Diversity Champion Report
	EDI/ RES strategy and plan report	Race Equality Network Allies Group Report
	People strategy and plan report	Compassion and Inclusivity (PPP)
	BAF	CQC / Ofstead / OFS People and Well Led criteria
		FTSUG report
Sept 23	Workforce metrics dashboard	LGBTQI+ Champions Report
	EDI/ RES strategy and plan report	FTSUG report
	People strategy and plan report	Accountability and delivery in management structures report
	BAF	

Audit Committee

Ratified by:	Board of Directors
Date ratified:	
Name of originator/author:	Director of Governance
Name of responsible committee/individual:	Board of Directors
Date issued:	DRAFT 6.1
Review date:	May 2022

Audit Committee
Terms of Reference

1. Constitution

The Board of Directors ("**Board**") hereby resolves to establish a formal sub-committee of the Board to be known as the Audit Committee. This Committee has no executive powers other than those delegated in these terms of reference. The Committee will be chaired by a non-executive director.

The Committee is authorised by the Trust 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 cooperate with any request made by the Committee.

2. Purpose

The Committee is authorised by the Board of Directors to:-

Governance, Risk Management and Internal Control

2.1 The Committee will review the establishment and maintenance of an effective system of integrated governance, internal control and risk management across the whole of the organisation's activities (both clinical and non-clinical) that supports the achievement of the Trust's strategic objectives. In particular, the Committee will review the adequacy of:

2.1.1 All risk and control-related disclosure statements (including the Annual Governance Statement and self-certifications including educational compliance to regulators), together with any accompanying Head of Internal Audit statement, external audit opinion or other appropriate independent assurances, prior to endorsement by the Board of Directors;

2.1.2 The structures, processes and responsibilities for identifying and managing key strategic risks facing the organisation;

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2.1.3 The policies for ensuring that there is compliance with relevant regulatory, legal and code of conduct requirements as set out in the Annual Governance Statement and other relevant guidance;

2.1.4 Any significant audit adjustments and changes in accounting policies and practices;

2.1.5 The operational effectiveness of policies and procedures;

2.1.6 The policies and procedures for all work related to fraud and corruption as required by current legislative bodies;

2.1.7 The Board Assurance Framework in identifying the Trust's strategic objectives and the assurances required to evidence control of the financial risks to their achievement.

2.1.8 Arrangements for the oversight of procurement and non-pay spend.

Internal Audit

2.2 The Committee will ensure that there is an effective internal audit function that meets mandatory NHS Internal Audit Standards and provides appropriate independent assurance to the Audit Committee, Chief Executive and the Board of Directors, by the:

2.2.1 Determination of the specification for an internal audit service through the procurement process to identify a provider and make a recommendation to the Board of Directors for their appointment;

2.2.2 Review and approval of the internal audit plan, ensuring that there is consistency with the audit needs of the organisation as identified in the Board Assurance Framework and co-ordination with the work of external audit;

2.2.3 Consideration of the major findings of internal audit work and management responses. In the case of limited assurance audit reviews, the Committee may request attendance of the appropriate director in whose portfolio the actions sit in order to provide assurance;

2.2.4 Monitor and review of the effectiveness of the internal audit function.

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2.3   External Audit

2.3.1   Develop and implement policy on the engagement of the external auditor to supply non-audit services, taking into account relevant ethical guidance;

2.3.2   Report to the Board of Directors identifying any matters where action or improvement is needed and making recommendations for action;

2.3.3   Review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process, taking into account relevant UK professional and regulatory requirements;

2.3.4   Discuss with external audit, the main issues and parameters for audit planning in preparation for the Annual Audit Plan;

It is the role and responsibility of the Council of Governors to appoint, or remove, the external auditor.

The Committee will:

2.3.5   Develop and agree with the Council of Governors, the criteria for the appointment, re-appointment and removal of the external auditors;

2.3.6   Make recommendations to the Council of Governors in relation to the above;

2.3.7   Approve the remuneration and terms of engagement of the external auditor.

2.4   Counter Fraud Services

2.4.1   The Committee will ensure that there is an effective counter fraud function that meets the standards for Providers for bribery and corruption and provides appropriate independent assurance to the Committee, Chief Executive and the Board of Directors, by the:

    2.4.1.1   Determination of the specification for a counter fraud service through the procurement process to identify a

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provider and make a recommendation to the Board of Directors for their appointment;

2.4.1.2 Review and approval of the annual counter fraud plan, ensuring that there is consistency with the potential risks and needs of the organisation;

2.4.1.3 Receipt of quarterly reports on the work of the counter fraud service in the delivery of the annual plan;

2.4.1.4 Receipt of reports on referrals to and the outcome of investigation carried out by the counter fraud service, including assurance on the actions taken against perpetrators and additional controls recommended to avoid recurrence;

2.4.2 Monitor and review of the effectiveness of the counter fraud service.

2.5 Financial Reporting

2.5.1 Monitor the integrity of the financial statements and any formal announcements relating to financial performance, reviewing any significant financial reporting judgements;

2.5.2 Review all internal financial controls and all internal control and risk management systems.

2.6 Freedom to Speak Up

2.6.1 Receive assurance procedures to enable staff to speak-up in confidence, about possible inappropriateness in matters of: clinical quality, patient safety, financial reporting and control or other matters;

2.6.2 Monitor the implementation and use of the procedures, including proportionate and independent investigation and follow-up action;

2.6.3 Receive quarterly and annual reports on speaking up and the outcomes of matters raised through the procedures;

2.6.4 Provide the Board of Directors with assurance that the procedures are robust and effective.

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2.7   **Partnerships / Joint ventures**

The Committee will ensure that suitable and sufficient governance arrangements are in place between the Trust and any partner(s) to ensure that the Trust's legislative, financial, operational and reputational interests are protected. This will include reviewing legal or formal documentation, or falls within the remit of the NHSEI Transaction guidance.

3   Membership and attendance

3.1 The membership of the Committee will be confined to non-executive directors only, not including the Chair of the Trust and shall comprise a minimum three named non-executive directors appointed by the Board of Directors, one of whom shall be the Committee Chair.

3.2   The Board of Directors will appoint the Chair of the Committee.

3.3   Members are required to attend at least 3 out of 4 meetings per year.

3.4   The External Auditor, Internal Auditor, Local Counter Fraud Specialist, Freedom to Speak Up Guardian and the Director of Finance & Director of Governance will normally be in attendance at the meetings. However, at least once a year the Committee will meet with the External and Internal Auditors without any executive directors being present.

3.5   Any member of the Board of Directors, Executive, may attend the meetings of the Committee if they wish; however, they will be recorded as 'in attendance' and not as being 'member'. No other party may attend without the specific invitation of the Committee Chair, however, the Committee can require the attendance of the relevant Director or officer of the Trust to provide additional assurance where required.

4.   Quorum

4.1 A quorum for the Committee shall be two members.

5. Frequency

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5.1   The Committee will meet as a minimum on a quarterly basis with additional meetings being called where necessary.

5.2   One meeting should include a discussion of the Governance Report (ISA260) between the External Auditors and the Non-Executive Directors.

5.3   The External Auditor or Head of Internal Audit may request a meeting, at any time, if they consider that one is necessary.

6.   Reporting

6.1   The Committee shall report to the Trust Board on how it discharges its responsibilities.

6.2   The minutes of Committee meetings shall be formally recorded, and the discussion will be summarised by the Committee Secretary on behalf of the Chair for inclusion within a report to be submitted to the next available Trust Board meeting. This summary will also draw attention to the Trust Board of any issues requiring disclosure or action.

6.3   The Committee will undertake an annual effectiveness evaluation against their Terms of Reference and Membership, the outcome of which will be reported to the Trust Board in accordance with the Annual Business Cycle.

7. Reporting Groups

7.1   The Audit Committee has the authority to establish sub groups and task and finish groups.

8. Administration

8.1 The Committee shall be supported administratively by the Corporate Governance Team whose duties in respect of this include:

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- Calling of meetings
- Agreement of agendas with the Chair and preparation, collation and circulation of papers no later than five working days before the next meeting
- Ensuring that those invited to each meeting, attend
- Taking the minutes and helping the Chair to prepare reports to the Trust Board
- Keeping a record of matters arising and action points to be carried forward between meetings
- Arranging meetings for the Chair
- Advising the Committee on pertinent issues/areas of interest/policy developments

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Report to Board of Directors	Date
	5th July 2022

NED representation and NED Champions

Executive Summary
In December 2021, NHS England and Improvement published guidance on a new approach to ensuring board oversight of important issues by discharging the activities and responsibilities previously held by some non-executive director (NED) champion roles, through committee structures. Whilst it is recognised that the guidance is recommended rather than mandatory, a gap and assurance analysis has been undertaken to evaluate the Trust's position and to identify areas where assurance could be strengthened and therefore better aligned to this new guidance We have also taken the opportunity aligned with the review of a new governance structure, to review committee Terms of reference to ensure that the areas identified by the national review are included within the Terms of Reference. In addition we have also reviewed the membership of each of the Committees.

Recommendation to the [Board / Council]
Members of [forum] are asked to [note / discuss / approve the recommendation(s) in] this paper.

Trust strategic objectives supported by this paper

Author	Responsible Executive Director
[Job title]	[Job title]

Non-Executive Director Champions
and
Non-Executive Representation on Committees

1. Introduction

In December 2021, NHS England and Improvement published guidance on a new approach to ensuring board oversight of important issues by discharging the activities and responsibilities previously held by some non-executive director (NED) champion roles, through committee structures.

Whilst it is recognised that the guidance is recommended rather than mandatory, a gap and assurance analysis has been undertaken to evaluate the Trust's position and to identify areas where assurance could be strengthened and therefore better aligned to this new guidance

We have also used this exercise and the review of the Committee structure to review Non-Executive Director membership on Committee

2. Background

Over a number of years now, there have been a range of issues which at various times have required additional board level focus to respond to and learn from high-profile failings in care or leadership. This has resulted in numerous reviews and reports establishing a requirement for trust boards to designate NED champions for specific issues to deliver change, spanning quality, finance and workforce.

A national review was undertaken which identified that the number of NED champion roles was making it difficult for organisations to discharge them all effectively, particularly with a limited number of NEDs. It also found that a number of these roles had been in place for over a decade without review.

Therefore, the review looked at the reasons for establishing such roles (some are statutory), and taking into account the principle of a unitary trust board, it was concluded that a number of these roles could best deliver progress through existing committee structures as opposed to an individual role.

3. Key Findings of the Review

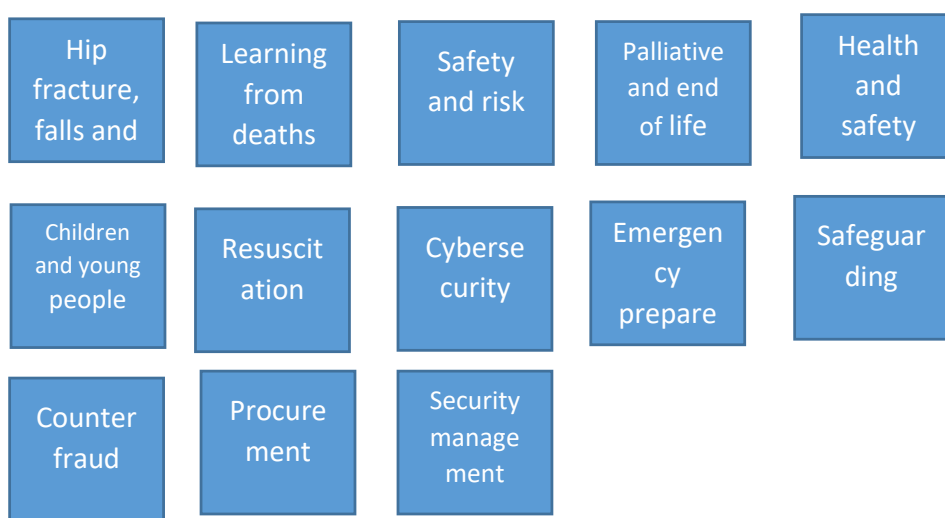There were 18 roles which formed part of this review and it was concluded that of these roles:
- 5 should be retained as NED champion roles (of which two are statutory)
- 13 should transition to a new approach in terms of Committee oversight as opposed to individual

The roles which were identified as needing to be retained are as follows:

Roles to be Retained		
Role	Type of Role	Legal Basis
Maternity Board Safety (Not Applicable)	Champion Assurance	Recommended
Wellbeing Guardian	Assurance	Recommended

Freedom to Speak Up Champion	Functional	Recommended
Doctors Disciplinary Champion / Independent Member	Functional	Statutory
Security Management Champion	Assurance	Statutory

The remaining roles, recommended to transition to the new approach are set out in the diagram below:

Hip fracture, falls and	Learning from deaths	Safety and risk	Palliative and end of life	Health and safety
Children and young people	Resuscitation	Cybersecurity	Emergency prepare	Safeguarding
Counter fraud	Procurement	Security management		

4. Responding to the Review and Recommendations

In response to the review and its recommendations, a gaps and assurance analysis has been undertaken.

The aim of this analysis was to identify the following:

- Current arrangements, including nominated Non-Executive / Executive Leads, responsible committees and assurance arrangements identified within business cycles
- Whether current arrangements are in line with (or exceed) the recommended approach, are partially in line with the recommended approach or are not in place / not in line with the recommended approach
- Any further actions needed to strengthen assurance arrangements or to bring in line with the recommended approach

Roles to be Retained		
Role	NED Lead	Committee oversight
Maternity Board Safety (Not Applicable)	Champion Assurance (RECOMMENDATION)	Recommended
Wellbeing Guardian	Shalini Sequeira	People, Organisational Development, Equality, Diversity and Inclusion Committee
Freedom to Speak Up Champion	Helen Farrow	People, Organisational Development, Equality, Diversity and Inclusion Committee

Doctors Disciplinary Champion / Independent Member	New Clinical NED once appointed	People, Organisational Development, Equality, Diversity and Inclusion Committee
Security Management Champion	David Levenson	Performance, Finance, and Resource Committee

Roles to be Transitioned		
Role	**Exec Lead**	**Committee Oversight**
Hip Fractures, Falls and Dementia	Chief Nursing Officer	Quality Committee
Palliative and End of Life Care	Chief Medical Officer	Quality Committee
Resuscitation	Chief Medical Officer	Quality Committee
Learning from Deaths	Chief Medical Officer	Quality Committee
Health & Safety	Chief Nursing Officer	People, Organisational Development, Equality, Diversity and Inclusion
Safeguarding	Chief Nursing Officer	Quality Committee
Safety and Risk	Chief Nursing Officer	Quality Committee
Children and Young People	Chief Nursing Officer	Quality Committee
Counter Fraud	Chief Financial Officer	Performance, Finance and Resources Committee
Emergency Preparedness	Clinical Chief Operating Officer	Performance, Finance and Resources Committee
Procurement	Chief Financial Officer	Performance, Finance and Resources Committee
Cyber Security	Chief Financial Officer	Performance, Finance and Resources Committee
Security Management – Violence and Aggression	Chief People Officer	People, Organisational Development, Equality, Diversity and Inclusion

5.   Review of Committee Membership (RECOMMENDATIONS)

In line with the changes to the Board Committee Structure, the new Terms of Reference require each Committee has a Non-Executive Membership of a minimum of 3 with a quorum of 2. This aims to minimise the risk that Committees fail to obtain a quorum.

	Quality Committee	PODEDI Committee	PFR Committee	Education Committee	Audit Committee	Rem Com

Chair	Debbie Colson	Shalini Sequeira	Aruna Mehta	David Levenson	David Holt	John Lawlor
Non Exec Members	Aruna Mehta Shalini Sequeira	Helen Farrow Debbie Colson	David Levenson Shalini Sequeira	Debbie Colson/ Helen Farrow	David Levenson Aruna Mehta	All NEDs
Exec Lead	Chief Nursing Officer	Chief People Officer	Chief Financial Officer/ Clinical Chief Operating Officer	Chief Education Officer	Chief Financial Officer	Chief People Officer
Exec Membership	Chief Medical Officer Chief Nurse Clinical Chief Operating Officer Director of Governance	Chief People Officer Clinical Chief Operating Officer Chief of Education Director of Governance	Chief Financial Officer Clinical Chief Operating Officer Chief Education Officer Director of Governance	Chief Education Officer Chief Medical Officer Chief Financial Officer Director of Governance	No Exec Membership Professional advice provided by the Chief Financial Officer and the Director of Governance	Chief People Officer Director of Governance

6.   Recommendation

The Board is asked to note the changes to national NED champions

The Board is asked to approve

- The recommend non-Executive Champions
- The recommended Committee Membership