

## Standing Orders Update

### Public Board

**30 May 2024**

<b>Presented for:</b>	Approval
<b>Presented by:</b>	Jo Bray, Company Secretary
<b>Author:</b>	Jo Bray, Company Secretary
<b>Previous Committees:</b>	None

<b>Our Annual Commitments for 2024/25 are:</b>	
Reduce wait for patients	✓
Reduce Healthcare Acquired Infections by 15%	✓
Reduce our carbon footprint through greener care	✓
Use our existing digital systems to their full potential	✓
Strengthen participation and growth in research and innovation	✓
Deliver the financial plan	✓
Be in the top 25% performing Trusts for staff retention	✓

<b>Trust Risks (Type &amp; Category)</b>				
<b>Level 1 Risk</b>		<b>Level 2 Risks</b>	<b>(Risk Appetite Scale)</b>	<b>Risk</b>
Workforce Risk				
Operational Risk				
Clinical Risk				
Financial Risk				
External Risk		<b>Legal &amp; Governance</b> We will operate the Trust in compliance with the law and UK Corporate Governance Code, where applicable. <b>Regulatory Risk</b>	Averse	↔ (same)

		We will comply with or exceed all regulations, retain its CQC registration and always operate within the law.		
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<b>Key points</b>	
The Board is asked, to approve the changes to the Terms of Reference of Board Committees, which are cited in Standing Orders.	Approval

### 1. Summary and Background

Standing Orders and Standing Financial Instructions along with the Scheme of Delegation are the rules and governance framework that underpin the Board and its Assurance Committee structures. For transparency any updates are presented in the Public Board for approval.

### 2. Proposal

The Assurance Committees of the Board are required to produce an Annual Report, that is reviewed at the start of May Audit Committee, and (where applicable) these reports flow to public Board. *NB; R&I, BDC and DIT Committee Annual Reports all include information that is commercially sensitive or could damage the Trust if released into the public domain.* Each of the Annual Reports requires the Committee to review of their Terms of Reference, which are cited within Standing Orders. The following summary sets out the updates to required the respective Terms of Reference.

Potential changes to Non-Executive Director (NED) membership of Committees. Following the completion of the NED appraisals with the Trust Chair on 29 May, there will be some changes in NED membership of Committees, with a verbal update provided at the 30 May public Board meeting.

We thank Julia Brown, the nominated NED from the University of Leeds, for her contribution to the Trust as she commences semi-retirement from her role at the University and is to be replaced by Jane Nixon as from 1 June 2024. Hence Jane will become a member of the following Committees; DIT, Workforce and R&I.

**Audit Committee** – To reflect that the Head of Internal Audit role is no longer in place however the Chief Internal Auditor role remains. And removal of ‘and’ to correct a typo.

**Finance & Performance Committee** – Add Director of Strategy as member. Amend the title changes re Medical Director Operations (Unplanned Care), Medical Director (Planned Care), to now state Medical Director Operations and Deputy Chief Operating Officer.

**Quality Assurance Committee** – no changes.

**DIT Committee** – Change in membership from Julia Brown to Jane Nixon.

**Workforce Committee** – The Workforce Committee has new Terms of Reference, as set out in Appendix A to this report, which reflects the establishment of a new Management Group in March to provide operational oversight with assurance reported to the Workforce Committee. The Terms of Reference require Board approval.

### **Building Development Committee –**

Building the Leeds Way Team have undertaken a governance review which will be reported to the Board at the Timeout meeting on 27 June 2024. As an out put of this review there may be changes to the Committee Terms of Reference which would be reported to the July public Board meeting for approval.

### **R&I Committee - Change in membership from Julia Brown to Jane Nixon.**

The Committee was re-launched in November 2023, within the Annual Report review process there were no proposed changes to the Terms of Reference.

### **3. Financial Implications**

N/A

### **4. Risk**

The changes set out will support and maintain the Boards averse risk tolerance for legal & governance and regulatory risk appetite.

### **5. Communication and Involvement**

Standing Orders are held on Sharepoint and can be accessed by all staff via the intranet.

### **6. Equality Analysis**

There are no equality issues to raise. Standing Orders are applicable to all staff.

### **7. Publication Under Freedom of Information Act**

This paper has been made available under the Freedom of Information Act 2000.

### **8. Recommendation**

The Board is asked to approve to the amendments to Committee members as set out above, to the Terms of Reference for Committees as cited within Standing Orders.

**Jo Bray**

**Company Secretary**

**23 May 2024**

## **Appendix A**

### **Proposed Terms of Reference – Workforce Committee**

#### **1. Main Authority / Limitations**

- 1.1 The Board has resolved to establish a Committee of the Board to be known as the Workforce Committee (“the Committee”). The Committee is comprised of Non-Executive Directors, accounts to the Board shall have Non-Executive responsibilities, powers, authorities and discretion as set out in these terms of reference. The purpose of the Workforce Committee is to lead on behalf of the Board of Directors the acquisition and scrutiny of assurances to ensure (i) progress of the Trust’s six People Priorities (these have been refreshed and are detailed in Appendix 1) (ii) the aspirations set out in the People Plan of the NHS Long Term Plan 2023, and (iii) operational issues impacting workforce. The sub-Committee structure including the Workforce Management Group will provide further assurance and these groups will report to the Committee as set out in Appendix 2.

- 1.2 The Committee is authorised by the Board to investigate any activity within its terms of reference. The Committee may invite any Director, Executive, external or internal auditor, or other person to attend any meeting(s) of the Committee as it may from time to time consider desirable to assist the Committee in the attainment of its objective. The Committee may appoint, employ or retain such professional or legal advisors the Committee consider appropriate. Any such appointment shall be made through the Company Secretary. All Board Members shall be entitled, should they wish to do so, to see the advice received from the Committee's advisors.
- 1.3 The Committee will report annually on the delivery of its work programme. Reports will specifically comment on progress and performance against the assurance areas detail in section 1.1 with suitable performance metrics to measure progress.
- 1.4 Approved minutes of the Committee are circulated to the Board for information at the first formal meeting of the Board after approval. The minutes are also circulated to those regularly in attendance. The Committee Chair provides the Board with a brief summary of the Committee's work at the first available Board meeting opportunity after each Committee meeting. The Chair of the Committee will escalate matters to the Board as deemed appropriate and, if necessary, to the Trust Board Chair prior to a Board meeting.
- 1.5 Each Committee of the Board has a formal work plan that is approved by the Board, which will be used by the Committee Chair and respective Executive to prepare agendas for the Committee meeting.
- 1.6 Trust Standing Orders and Standing Financial Instructions apply to the operation of this Committee. The Committee will set SMART objectives that which will be agreed by the Board.

## **2. Objective**

- 2.1 The Committee shall be accountable to the Board and shall examine assurances in the following areas; i) progress towards the six People Priorities and measures of success, ii) implementation of the national Long Term Workforce Plan and iii) escalations from Workforce Management Group regarding operational risks/issues.

## **3. Primary Duties and Responsibilities**

- 3.1 To oversee and provide assurance on Workforce performance. In providing such oversight and advice to the Board the Committee shall oversee (i) progress of the Trust's six People Priorities, which have been refreshed and are detailed in Appendix 1 and ii) the aspirations set out in the People Plan of the NHS Long Term Plan 2023, (iii) operational issues impacting workforce and iv) scrutinise assurances provided by management in respect of key workforce performance indicators against the Trust's six People Priorities
- 3.2 To consider and advise the Board on the risks associated with any material people issues as required from time to time by any Director in consultation with the Chairman and Chief Executive. In preparing such advice the Committee shall satisfy itself that a due diligence appraisal of the proposition is undertaken, focusing in particular on the implications for the workforce, and is within the risk appetite and tolerance of the Trust, drawing on independent external advice where appropriate and available, before the Board takes a decision whether to proceed.
- 3.3 To work closely with and support the Audit Committee to review and oversee the effectiveness of the Trust's internal control framework.
- 3.4 To consider, within its agenda, material issues communicated to it by the Audit Committee arising from the work of the Internal Audit function relating to matters which fall within the scope of the objective and responsibilities of the Committee. The Committee shall provide feedback on its review of such referred internal audit work, in particular as to any

shortcomings perceived in the scope or adequacy of the work. Additionally, the Committee shall respond to any other matters of an internal audit nature that are referred to it by the Audit Committee as appropriate.

- 3.5 To review and endorse the workforce data contained within the annual report and accounts for submission to the Board.
- 3.6 To undertake or consider on behalf of the Chairman or the Board such other related tasks or topics as the Chairman or the Board may from time to time entrust to the Committee.
- 3.7 The Committee shall review annually the Committee's terms of reference and its own effectiveness and recommend to the Board any necessary changes arising therefrom.
- 3.8 To report to the Board on matters set out in these terms of reference and how the Committee has discharged its responsibilities.
- 3.9 The Chair of the Committee shall provide an annual report to the Chair of Audit Committee confirming the effectiveness of the Committee and fulfilment of its objective, and to the effect that the Committee has reported to the Board workforce performance which could adversely affect the achievement of corporate objectives.
- 3.10 Where there is a perceived overlap of responsibilities between the Trust's Finance & Performance Committee, Quality Assurance Committee, Digital & Informatics Committee, Building Development Committee, and R&I Committee usually in consultation with the Director of Human Resources & Organisational Learning, the respective Committee Chairman shall have the discretion to agree the most appropriate Committee to fulfil any obligation.
- 3.11 Where the Committee's monitoring and review activities reveal cause for concern or scope for improvement, it shall make recommendations to the Board on action needed to address the issue or to make improvements.

#### **4. Duties and Etiquette**

- 4.1 The duties of the Chairperson of the Committee shall be to:
  - keep the Board informed regularly of any material matters which have come to the Committee's attention;
  - ensure that minutes of the Committee are an accurate reflection of discussion;
  - attend or designate another member of the Committee to attend public meetings of the Trust to answer any questions related to the work of the Committee;
  - submit an annual report on the work and effectiveness of the Committee to the Board; and
  - ensure that all significant risks are discussed and where necessary escalated in line with LTHT's Risk Management Policy.
- 4.2 The duties of members and attendees shall be to:
  - attend and contribute;
  - have read the papers and materials in advance and be ready to work with them;
  - actively participate in discussions pertaining to Committee business ensuring that solutions and action plans have multidisciplinary perspectives and have considered the impact Trust-wide;
  - disseminate the learning and actions from the meetings;
  - to attend at least 75% of meetings of the Committee per year.

#### **5. Constitution**

- 5.1 The Committee shall meet with such frequency and at such times as it may determine. It is expected that the Committee shall meet a minimum of four times per year with normal practice of meetings bi-monthly.
- 5.2 The quorum for meetings shall be two non-Executive Directors, one of whom should be the Committee Chair, unless he or she is unable to attend due to exceptional circumstances. In the absence of the Committee Chair a decision will be taken in advance of the meeting as to which independent Non-Executive Director who is a member of the Committee shall chair that particular meeting.

## **6. Membership and attendance**

- 6.1 The Membership shall be disclosed in the Annual Report and shall be a minimum of three independent Non-Executive Directors of the Board. At least one of the members shall have recent and relevant HR experience. There shall be no deputies allowed in the absence of a member attending. Any member of the Committee who is able to speak and be heard by each of the other members shall be deemed to be present in person and shall count towards the quorum. The Members shall be:
- Amanda Stainton (Chair)
  - Suzanne Clark
  - Mark Burton
  - Jane Nixon
- 6.2 The Director of Human Resources & Organisational Development, Deputy Director of Human Resources, Chief Executive, Chief Medical Officer, Chief Nurse, Director of Estates & Facilities, and Company Secretary shall be in attendance at all meetings except in relation to reserved business. They may send deputies to represent them in their absence or invite specific colleagues to address the Committee where appropriate and agreed with the Committee Chairman.
- 6.3 In order for decisions taken by the Committee to be valid, the meeting must be quorate. This will consist of two members of the Committee being present at the point when any business is transacted.
- 6.4 The Committee is serviced by Secretariat which organises meetings. Papers shall be available at least five clear days before each meeting. Papers shall not be tabled unless it is essential and only with the Committee Chair's prior agreement.
- 6.5 Terms of reference are reviewed annually or in the light of changes in practice or national/local guidance.

## **7. Version Control**

<b>Version Control</b>	<b>Date</b>	<b>Comments</b>
V1	30 May 2024	Est of new ToR Workforce Committee underpinned by the Management Group

## **Document Owner**

The Company Secretary is the owner of this document and of any Board Minute authorising any amendment.

Appendix 1

# Supporting and Developing our People

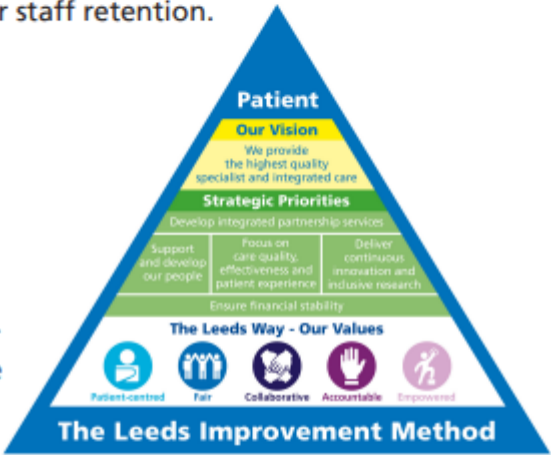
achieving a consistent, high performing and sustainable workforce



The Leeds Teaching Hospitals NHS Trust

Our People Priorities

- To be in the top 25% performing Trusts for staff retention. (2024/2025 Commitment)
- We are inclusive and champion diversity.
- We plan and deploy our people to deliver effective care.
- We are compassionate and effective in our leadership practices, empowering all our people to lead by example.
- We support each other to be well at work.
- As a Teaching Hospital, we foster a culture of learning and continuous improvement, so our people realise their potential.



The Leeds Way



**Patient-centred**

We act with compassion, empathy and kindness towards those in our care and to each other.

We consistently deliver high quality, safe and dignified care, focusing on individual needs.



**Fair**

We seek to understand the perspective of others, respecting and embracing our differences.

We champion inclusivity by prioritising fairness and equality.



**Collaborative**

We are all one team with a common purpose and value the contribution of others.

We work in partnership with our patients, their families and carers, our colleagues and other providers.



**Accountable**

We keep our promises, agree clear expectations and will speak up to respectfully hold ourselves and each other to account.

We are true to our word and act with integrity and honesty with our patients, colleagues and communities.



**Empowered**

We empower our patients and colleagues to have a voice and make decisions, and are considerate of their choices.

We celebrate innovation, and we take personal responsibility for our learning.

Appendix 2

Sub Committee/Groups Reporting to the Workforce Committee

