The Queen Elizabeth Hospital King's Lynn
NHS Foundation Trust

Meeting:	Board of Directors (in Public)		
Meeting Date:	4 May 2021	**Agenda item:**	20
Report Title:	Committee Effectiveness Review		
Author:	Andrea Prime, Trust Secretary		
Executive Sponsor:	Caroline Shaw, CEO		

Implications

Link to key strategic objectives
[highlight which KSO(s) this recommendation aims to support]

KSO1	KSO2	KSO3	KSO4	KSO5	KSO6
Safe and compassionate care	***Modernise hospital and estate***	***Staff engagement***	***Partnership working, clinical and financial sustainability***	***Healthy lives staff and patients***	***Investing in our staff***

Board assurance framework	The Board Assurance Framework reflects the 6 Key Strategic Objectives. Each is assigned to a responsible Board level committee	
Significant risk register	Risks aligned to the Key Strategic Objectives are overseen by the Board Committees	
	Y/N	If Yes state impact/ implications and mitigation
Quality	N	
Legal and regulatory	N	
Financial	N	

Assurance route

Previously considered by:	None

Executive summary

Action required: *[highlight **one** only]*	**Approval**	Information	Discussion	Assurance	**Review**

Purpose of the report:	To consider the: - Committee's annual review of effectiveness - Proposed updates to committees' terms of reference - Annual reports of committees - Proposed adjustments to the frequency of some meetings - Updated Governance Structure
Summary of Key issues:	In November 2020 the Board agreed that in preparing for the coming year it is timely to build on the opportunity provided by the NHSI well-led review which reported in October 2020 to ensure the Trust's governance arrangements continue to be effective and evolve as necessary to respond to the current needs of our stage of development along the well-led improvement journey. **1 Committee Effectiveness Review Process** In line with committee Terms of Reference, the following committees were asked to undertake a review of their effectiveness during quarter 4: • Education, Research & Innovation Committee • Finance & Activity Committee • People Committee

- Quality Committee
- Audit Committee
- Charitable Fund Committee

The review process included:
- Surveys of committee members
- Review of committees' terms of reference, and
- Preparation of committees' annual reports to Board

Overall committees received a positive response to the surveys. A number of common areas for further development were identified, with committee specific actions set out in the respective committee annual reports.

Proposed updates to committees' terms of reference are presented to the Board for consideration and approval. The Committees have fulfilled the requirement to review compliance with their terms of reference and provide an annual report on their activities to the Board. Updates to terms of reference are also provided for the Senior Leadership Team and Board of Directors

The Audit Committee will complete its annual review of effectiveness in line with the HfMA Audit Committee self-assessment checklists for consideration at its next meeting on 5 May 2021.

The Charitable Fund Committee has also completed the Committee Effectiveness Review and will report to the meeting of The Board, acting as Agent of the Corporate Trustee, on 4 May 2021.

2 Frequency of Meetings

In November 2020 the Board agreed to consider reducing the frequency of some committee meetings in 2021/22, for consideration as part of the committee effectiveness review process.

A reduced frequency for Board meetings and the Finance & Activity and People Committee meetings is proposed, reducing to 10 meetings per year.

Board and Committee forward planners will be reviewed during May to take account of the adjusted frequency, to ensure timely consideration of business through the Senior Leadership Team and committees to Board.

3 Governance Structure

The Board reviewed its governance structure in 2019 and confirmed the Board and Committee arrangements that have been operating over the course of 2020/21. During February and March 2021 the CEO has led a reset of the operational arm of the governance structure with the aim of further strengthening the flow of business throughout the governance structure, and ensuring due process and consideration of business before presentation to board sub-committees.

	The updated governance structure chart is attached at Appendix 7.
Recommendation:	The Board is asked to: 1. **Note** the process to carry out committee effectiveness reviews during February to March 2021, concluding at committee meetings in April 2021. 2. **Note** the Audit Committee review of effectiveness will conclude at the Audit Committee meeting in May 2021, with any proposed adjustments to terms of reference and the committee's annual report being presented to Board. 3. **Note** the Committee annual reports which incorporate the actions resulting from the effectiveness review processes and self-assessment against respective terms of reference. 4. **Note** the proposal to incorporate the common and committee specific development actions in committee action logs for review in six months (October 2021). 5. **Approve** the proposed updates to the Terms of Reference for each Committee for 2021/22, the Senior Leadership Team and Board of Directors. 6. **Approve** the proposed 'urgent action procedure' to be incorporated for clarity as appropriate within each Committee's terms of reference. 7. **Approve** the revised frequency of meetings for the Board, Finance & Activity Committee and People Committee during 2021/22. 8. **Note** the work underway to ensure each Committee and the Board have forward planners in place which take account of the revised meeting frequency schedule to continue to ensure timely consideration of business through the Senior Leadership Team, committees and Board, as appropriate throughout the year.
Acronyms	NED – Non-Executive Director SLT - Senior Leadership Team

Appendix 1 – Education, Research and Innovation Committee – Annual Report and Terms of Reference
Appendix 2 – Finance & Activity Committee – Annual Report and Terms of Reference
Appendix 3 – People Committee – Annual Report and Terms of Reference
Appendix 4 – Quality Committee – Annual Report and Terms of Reference
Appendix 5 – Senior Leadership Team – Terms of Reference
Appendix 6 – Board of Directors – Terms of Reference
Appendix 7 – Governance Structure Chart

1 Committee Effectiveness Review Process

The Director of Patient Safety was asked to lead a piece of work with the Trust Secretary, supported by Non-Executive Director oversight from Simon Roberts, to design and undertake an effectiveness review process across the Board's committees.

In line with committees' Terms of Reference, committees were asked to undertake a review of their effectiveness during February and March 2021.

A generic committee effectiveness review survey was developed, adapted from the checklist for Audit committee effectiveness outlined in the HfMA NHS Audit Committee Handbook.

Timeline	
Surveys of committee members and attendees	February 2021
Committee Chairs and Lead Executive Directors considered the outcomes of their respective surveys	March 2021
Committee Chairs' meeting to discuss and compare survey outcomes	March 2021
Each committee considered: - outcomes of surveys and actions to further enhance committee effectiveness - an annual review of committee terms of reference, and - preparation of the committee annual report to Board	April 2021

The Audit Committee will complete its annual review of effectiveness in line with the HfMA Audit Committee self-assessment checklists. This will be considered at the Audit Committee meeting in May 2021. The Audit Committee's annual report to Board and any proposed updates to the Committee's Terms of Reference will be presented to Board on 27 May 2021, prior to receipt of year-end annual reporting documentation.

The Charitable Fund Committee has also completed the Committee Effectiveness Review and will report to the meeting of The Board, acting as Agent of Corporate Trustee.

2 Surveys

The surveys asked questions on the following themes:

- Committee focus
- Committee engagement
- Committee team working
- Committee effectiveness
- Committee leadership

Overall committees received a positive response to the surveys. A number of common areas for further development were identified (below), with committee specific actions set out in the respective committee annual reports.

It is proposed the common and committee specific actions identified are documented in committee action logs, with a review of progress in six months (October 2021).

Common Areas for Development:

Providing new members with an appropriate induction

- Provide a Committee introduction pack for new members (e.g. Terms of Reference, Committee Annual Report, Structure diagram to show how the Committee fits into governance arrangements, copies of last 3 Chair's Assurance Reports, list of meeting dates, forward planner and clarification of administrative arrangements)
- Provide an opportunity to meet the Chair and lead Executive Director for the Committee

Quality of papers

- To enable members to be assured papers need to include:
  - Clear executive summaries
  - Refined narrative based on analysis of data presented
  - Succinct summary of key issues/challenges
  - Assurances of what is being done to address these
  - Key next steps and timescales

  Clarification to be provided to report writers

Quality of slide decks and briefings with presenters

- Slide decks to accompany Divisional/Departmental presentations need to provide brief updates at the Committee focussing on key issues and challenges. Presenters need to be briefed by the relevant lead executive director ahead of the meeting to support preparation

Attendance of relevant officers to enable the committee to understand the reports and information it receives

- Deputies and subject matter leads will be invited to Committee meetings from April 2021 onwards to present their reports and will be appropriately supported and prepared to do so via Executive Leads

Relevant sub-groups provide timely and clear information in support of the committee

- The Operational Governance Structure reporting through Executive Groups into the Senior Leadership Team and Committees has been reviewed and strengthened. Chair's Assurance Reports will be shared with the respective committee from April 2021 onwards

Whilst visibility of committee Chairs was identified across all committees, respondents also recognised that this has been difficult over 2020/21 due to the COVID-19 pandemic, with site visiting restrictions in place and meetings taking place virtually.

1.1 Committee Annual Reports

Provision of a committee annual report is currently a requirement within the terms of reference for each committee. The annual reports provide a high level summary of the purpose of the committee, the key issues and challenges within the reporting period, an assessment of compliance with terms of reference and a summary of the key issues facing the committee for the year ahead. (See Appendix 1 – 6)

Feedback from Board members on the annual reports would be welcomed to inform further development of the approach and template for the future.

1.2 Annual Review of Terms of Reference

Committees are required to review their terms of reference annually. Proposed adjustments to the terms of reference for each committee, the Senior Leadership Team and the Board of Directors are attached in Appendix 1 - 6 for Board consideration and approval. Proposed changes are highlighted in red text.

The Terms of Reference refer to an 'urgent action procedure'. It is proposed the procedure is clarified as a footnote within each of the terms of reference as outlined below:

Proposed 'Urgent Action' Procedure:
Urgent business within the remit of the x committee x, requiring attention between meetings may be conducted using the Urgent Actions Procedure, or escalated to the Board;

- In exercising the Urgent Actions Procedure the Chair may:
  - convene an extraordinary meeting of the x committee x, or
  - may consult with at least 50% of core members, or
  - may escalate the issue to the Board.
- The exercise of such action will be reported to the next meeting of the x committee x and will be reported through the next Chair's Assurance Report to the Board.

This procedure would be tailored to the terms of reference for each committee.

2 Frequency of meetings

The Board agreed to consider the need to move to a reduced number of meetings in the new financial year 2021/22. The proposed revised frequency for 2021/22 is outlined below:

Board of Directors	**Frequency**	**No.**
Board	10 meetings per year (not August or January)	10
Committees	**Frequency**	
Quality	Monthly (Jan – Nov)	11
Finance & Activity	Monthly (not August or December)	10
People	Monthly (not August or December)	10
Education, Research & Innovation	Bi-monthly	6
Audit	5 meetings per year	5
Nomination & Remuneration	Meeting as required	-
Charitable Funds	Quarterly	4
Committee in Common	Monthly	12

Frequency will be reviewed again when preparing the schedule of meetings for 2022/23.

Board and Committee Forward Planners will be reviewed during May to ensure the timely conduct of necessary business through the Trust's governance structure, taking account of the revised frequency of the Board, Finance & Activity Committee and People Committee meetings.

3 Governance Structure

The Board reviewed its governance structure in 2019 and confirmed the Board and Committee arrangements that have been operating over the course of 2020/21.

During February and March 2021 the CEO led a reset of the operational arm of the governance structure with the aim of further strengthening the flow of business and ensuring due process and consideration before presentation to board sub-committees.

The reset confirms the Senior Leadership Team as the senior operational decision-making body reporting to the Board of Directors. Refreshed terms of reference are attached in Appendix 5 for Board consideration and approval.

Underpinning Executive Groups and Fora are completing processes to refresh their terms of reference including chairing arrangements and membership. All are required to produce Chair's Assurance Reports to their senior body.

The governance structure has been updated to reflect:

- the inclusion of the QEH Committee in Common (with JPUH and NNUH)
- updates to the Quality Improvement governance structure
- the reset of the Executive Groups and Fora operating as components of the operational arm of the governance structure

4 Recommendations

The Board is asked to:

1. **Note** the process to carry out committee effectiveness reviews during February to March 2021, concluding at committee meetings in April 2021.

2. **Note** the Audit Committee review of effectiveness will conclude at the Audit Committee meeting in May 2021, with any proposed adjustments to terms of reference and the committee's annual report being presented to Board.

3. **Note** the Committee annual reports which incorporate the actions resulting from the effectiveness review processes and self-assessment against respective terms of reference.

4. **Note** the proposal to incorporate the common and committee specific development actions in committee action logs for review in six months (October 2021).

5. **Approve** the proposed updates to the Terms of Reference for each Committee for 2021/22, the Senior Leadership Team and Board of Directors.

6. **Approve** the proposed 'urgent action procedure' to be incorporated for clarity as appropriate within each Committee's terms of reference.

7. **Approve** the revised frequency of meetings for the Board, Finance & Activity Committee and People Committee during 2021/22.

8. **Note** the work underway to ensure each Committee and the Board have forward planners in place which take account of the revised meeting frequency schedule to continue to ensure timely consideration of business through the Senior Leadership Team, committees and Board, as appropriate throughout the year.