Agenda Item: 14

The Queen Elizabeth Hospital King's Lynn
NHS Foundation Trust

Terms of Reference for a Committee of the Board to meet in common with Committees of other Trusts (the QEH Committee)

Version	Date approved by Board of Directors
1	7 July 2020
2	As amended by Board 4 August 2020
3	As amended by Board 3 November 2020

1. Introduction

1.1. In this Terms of Reference, the following definitions apply:

JPUH	James Paget University Hospitals NHS Foundation Trust, Lowestoft Road, Gorleston, Great Yarmouth, Norfolk, NR31 6LA
JPUH Committee	The Committee established by JPUH to meet in parallel with the committees established by NNUH and QEH
NNUH	Norfolk and Norwich University Hospitals NHS Foundation Trust, Colney Lane, Norwich, NR4 7UY
NNUH Committee	The Committee established by NNUH to meet in parallel with the committees established by JPUH and QEH
QEH	The Queen Elizabeth Hospital King's Lynn NHS Foundation Trust, Gayton Road, King's Lynn, PE30 4ET
QEH Committee	The Committee established by QEH to meet in parallel with the committees established by JPUH and NNUH

1.2. QEH, JPUH and NNUH are developing a governance structure which will enable them to work together and better align aspects of decision making.

1.3. The three Trusts have each agreed to establish committees which shall meet simultaneously but which will each take decisions separately on behalf of their own Trust. This will be called the Norfolk and Waveney Hospitals Group Committees.

1.4. The three Trusts have each decided to adopt terms of reference, in substantially the same form, with the exception that membership of the committees may be different.

1.5. The purpose of the Committee is to enable the trusts to work together to deliver a number of shared objectives and, where appropriate, align decision making. Key areas include:

- Agreeing collective action as part of the Norfolk & Waveney system response to the Covid-19 pandemic
- Oversee the development of the single hospital clinical services strategy for Norfolk & Waveney
- Increasingly align key clinical and non-clinical policies, procedures and protocols
- Establish joint large-scale strategic projects as required (e.g. digital)

- Guide the consolidation of some corporate support functions in order to promote consistency and, where possible, release efficiencies
- Aligning capital planning and investment, with a focus on understanding where capital is best invested to support system integration
- Considering opportunities for establishing joint teams and/or senior (including Executive) joint appointments, where this might facilitate greater integration/joint working

2. Establishment

2.1. QEH's Board of Directors has agreed to establish and constitute a Committee with these terms of reference, to be known as the QEH Committee**.** These terms of reference set out the membership, remit, responsibilities and reporting arrangements of the QEH Committee.

2.2. The QEH Committee shall work cooperatively with the NNUH Committee and the JPUH Committee.

3. Functions of the Committee

3.1. Under paragraph 15(2) and (3) of Schedule 7 of the National Health Service Act 2006, the constitution of a Foundation Trust may provide for any of the powers exercisable by the Board of Directors on behalf of the Foundation Trust to be delegated to a committee of its directors. At paragraph 4.3, the QEH Constitution provides for any powers of the Trust to be delegated to a committee of directors.

3.2. The QEH Committee shall have the following functions:

- Decision making over all matters set out in Appendix A to these terms of reference; and
- the Committee is authorised by the QEH Board of Directors to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee of the Trust or from any provider of goods or services to the Trust and all employees of the Trust are directed to co-operate with any request made by the QEH Committee

4. Decisions reserved to the Board of Directors of QEH

4.1. The following functions are reserved to the Board of Directors of QEH (albeit that this shall not fetter the ability of QEH to delegate such functions to another Committee or person):

4.1.1. The reserved matters set out in Appendix A

4.2. Notwithstanding paragraph 4.1 above, any functions not delegated to the QEH Committee in paragraph 3 of these terms of reference shall be retained by the Foundation Trust's Board of Directors in line with its Reservation of Powers to the Board of Directors and the Schemes of Delegation.

5. Reporting requirements

5.1. Any decisions to be considered by the QEH Committee at the Norfolk and Waveney Hospitals Group Committees will be considered by the Board of Directors in the first instance. The minutes of the QEH Committee meetings shall be formally

recorded by the Trust Secretary and presented to the QEH Board of Directors with update reports as required.

6. Membership

6.1. The QEH Committee shall be constituted of Directors of QEH, namely:

- The Chair of QEH; and
- The Chief Executive of QEH;
- One Non-Executive Director of QEH
- Director of Strategy of QEH

6.2. If a member of the QEH Committee is unable to attend a Committee meeting, they may nominate a deputy of appropriate seniority to represent them and such deputy may count towards the quoracy requirements as specified below.

6.3. The Director of Strategy shall be a non-voting member of the QEH Committee. Other QEH Directors, including the Medical Director, Chief Nurse, Director of Finance and Chief Operating Officer, may be invited to attend meetings of the QEH Committee as and when appropriate.

6.4. For relevant items (for example the agreement of common clinical standards) the Chair of the QEH Committee shall ensure there is appropriate expert clinical advice (e.g. Medical Director or Chief Nurse) available to the Committee.

6.5. The Chair of the meeting of the QEH Committee will be nominated by the QEH Committee. In the absence of the Chair of the QEH Committee, another Non-Executive member will chair the meeting.

6.6. When the QEH Committee meets in common with the NNUH Committee and the JPUH Committee, then one person from each of the JPUH Committee, the NNUH Committee and the QEH Committee shall chair and run the meeting on a rotating basis.

7. Non-voting attendees

7.1. To the extent that the membership of the QEH Committee differs from that of the NNUH Committee and the JPUH Committee, the members of those committees shall have the right to attend the meetings of the QEH Committee.

7.2. For the avoidance of doubt, such attendees shall not have any voting rights, nor shall they be counted towards the quorum for the meetings of the QEH Committee.

7.3. The Chair of the QEH Committee may at his or her discretion permit other persons to attend its meetings, but for the avoidance of doubt, any persons in attendance at any meeting of the QEH Committee shall not count towards the quorum or have the right to vote at such meetings.

8. Meetings

8.1. Meetings shall take place approximately every month.

8.2. A schedule of meetings will be drawn up six months in advance.

9. Quorum and Voting

9.1. Members of the QEH Committee have a collective responsibility for the operation of the QEH Committee. They will participate in discussion, review evidence and

provide objective expert input to the best of their knowledge and ability, and endeavour to reach a collective view.

9.2. Each member of the QEH Committee shall have one vote. The QEH Committee shall reach decisions by a simple majority of members present, but with the Chair of the QEH Committee having a second and deciding vote, if necessary.

9.3. The quorum shall be 2 voting members, one of whom will be the Chief Executive or, in their absence, their nominated deputy.

9.4. The Chair and voting Executive Director shall nominate a Deputy with formal acting up status as required and they may count towards the quorum.

9.5. If any member is disqualified from voting due to a conflict of interest, they shall not count towards the quorum.

10. Conflicts of Interest

10.1 Members of the QEH Committee shall comply with the provisions on conflicts of interest contained in the QEH Constitution. For the avoidance of doubt, reference to conflicts of interest in that Constitution also apply to conflicts which may arise in their position as a member of the QEH Committee.

10.2 All members of the QEH Committee shall declare any new interest at the beginning of any Committee meeting.

11 Attendance at meetings

11.1 The QEH Committee may agree that attendees can participate in its meetings by videoconference, telephone, or computer link or other such agreed means.

11.2 Members of the QEH Committee are expected to make every effort to attend (in person or remotely) all meetings of the QEH Committee and it is expected that they shall attend the majority of the QEH Committee meetings within each reporting year.

12 Administrative

12.1 Meetings of the QEH Committee shall be set before the start of the financial year.

12.2 The meetings may include both public (Part A) and private (Part B) sections, as required.

12.3 The Trust Secretary shall ensure there is appropriate secretarial and administrative support to the QEH Committee.

12.4 A rolling forward plan of proposed agenda items for the QEH Committee shall be prepared and maintained.

12.5 All papers will be prepared and submitted using agreed templates.

12.6 The draft minutes and action log shall be circulated two working days after the meeting.

12.7 A draft agenda shall be developed by the Trust Secretary and agreed by the QEH Committee Chair at least 10 clear days before the next QEH Committee meeting

12.8 Over time, it is envisaged that a separate risk register will be developed for the Committee, but for the avoidance of doubt risks and mitigations will be captured and managed by each Trust's Board of Directors.

12.9 All final QEH Committee reports must be submitted seven clear days before the meeting.

12.10 The agenda and supporting papers shall be forwarded to each member of the QEH Committee and planned attendees six clear days before the date of the meeting and not less than three clear days before the date of the meeting. In exceptional or urgent circumstances, a shorter period may be acceptable, at the discretion of the Trust Secretary.

APPENDIX A – DECISIONS OF THE QEH COMMITTEE

Type of decision	Delegated to the QEH Committee	Reserved for QEH Board of Directors
Strategy	Decisions arising from the Norfolk & Waveney Hospital Clinical Services Strategy (e.g. on future service configuration)[1]	QEH Corporate Strategy
	Decisions on any relevant common Norfolk & Waveney clinical standards, procedures or protocols	
	Decisions on any common large-scale strategic projects (e.g. digital, Electronic Patient Record) that are initiated by the QEH Committee	
Operations	Decisions on urgent operational issues that require a joint or consistent approach to aspects of service delivery across the three trusts (e.g. in response to Covid-19)	
Finance	Decisions on any pan Norfolk & Waveney hospital capital investment plan	QEH annual capital plan
	Decisions on proposals to consolidate corporate support functions across two or more of the three hospital trusts	
Workforce	Decisions on proposals to establish joint teams or joint senior appointments[2] across two or more of the three hospital trusts	
	Decisions on any joint workforce strategy of the three trusts, ensuring appropriate alignment with the national People Plan and the STP Plan	

[1] Over time, the Norfolk & Waveney hospital services strategy programme is likely to be a key vehicle for implementing aspects of the system's response to the Covid-19 pandemic, as set out in the Restoration and Transformation Plan

[2] In respect of potential Executive appointments, alignment with agreed Intra-Trust appointments processes (such as Nomination and Remuneration Committees) will be required