

## **SHAPING OUR FUTURE HOSPITALS COMMITTEE**

**[Note: Currently Paused]**

### **TERMS OF REFERENCE AND OPERATING ARRANGEMENTS – 2023/24**

#### **1. INTRODUCTION**

- 1.1 The Cardiff and Vale University Health Board (UHB) Standing Orders provide that: “The Board may and, where directed by the Welsh Government must, appoint Committees or sub Committees of the Board either to undertake specific functions on the Board’s behalf or to provide advice and assurance to the Board in the exercise of its functions. The Board’s commitment to openness and transparency in the conduct of all its business extends equally to the work carried out on its behalf by committees”.
- 1.2 In line with Standing Orders (3.4.1) and the UHB Scheme of Delegation, the Board shall nominate annually a committee to be known as the Shaping Our Future Hospitals Committee. The detailed terms of reference and operating arrangements set by the UHB Board in respect of this committee are set out below.

#### **2. PURPOSE**

- 2.1 The Committee will oversee, scrutinise and provide assurance to the UHB Board on the work of the Shaping Our Future Hospitals Programme Board by:
  - Providing assurance that the leadership, management and governance arrangements are robust and appropriately discharged to deliver the outcomes and benefits of the programme.
  - Providing oversight and scrutiny of project business cases, including oversight of external advisors engaged to support UHB.
  - Reviewing and where appropriate, approving reports, papers and business cases prior to them being submitted to the UHB Board and Welsh Government.
  - Scrutinising the progress of the Programme Board and providing the UHB Board with assurance that any deliverables and outputs are produced on time, to budget and in accordance with all professional standards.

#### **3. DELEGATED POWERS AND AUTHORITY**

The Shaping Our Future Hospitals Committee will carry out the following duties and responsibilities:

- Provide assurance to the UHB Board that Shaping Our Future Hospitals Programme has a clear and consistent strategic direction of travel, which is aligned to Shaping our Future Wellbeing and Wellbeing of Future Generations act; strong and effective leadership; transparent lines of accountability and responsibility; and effective and timely reporting to key internal and external decision-makers.
- Consider and approve the overall scope of Shaping Our Future Hospitals Programme and its delegated authority to make decisions.
- Scrutinise and recommend approval to the Board relevant Shaping Our Future Hospitals Programme Board decisions in particular those decisions which are

outside the delegated authority limits (decisions over £500k) of the Programme Board.

- Scrutinise Shaping Our Future Hospitals Programme Board to ensure the direction of the programme remains within the scope set by the UHB Board and is consistent with wider system plans and political environment.
- Review the stakeholder management strategy and specific plans to ensure buy-in from key internal and external stakeholders and recommend approval to the UHB Board.
- Review and recommend approval, where necessary, business cases for Shaping Our Future Hospitals programme and provide assurance to the UHB Board that they will be delivered within the time, cost and to required quality, as specified by the UHB Board and the Welsh Government, and in line with the Health Board's capital governance arrangements.
- Recommend approval to the Board and/or monitor the ongoing progress of:
  - (a) The overall programme plan, including objectives, key milestones, resource plan and performance monitoring for key deliverables
  - (b) The appointment of all external project advisors and contractors where the value exceeds the delegated limit of the Programme Board
  - (c) All procurement decisions where the value exceeds the delegated limit of the Programme Board
  - (d) Any deviation from the timelines and report any concerns to the UHB Board as and when necessary.
- Ensure that an effective risk management system is in place and regularly scrutinise key Programme risks.
- Scrutinise and assure that the Board that Programme expenditure against the budget allocated is appropriate and managed effectively.

#### **4. AUTHORITY**

##### **4.1 The Committee is authorised:**

- To seek any information it requires, or request attendance at a meeting, from an employee of the UHB or any other person in order to effectively discharge its duties;
- To obtain professional advice on any matter within its terms of reference, subject to Management Executive approval. UHB Procurement team will be consulted prior to procurement of external advice;
- To appoint sub-committees or Working Groups with such membership and terms of reference as the Committee may determine, and delegate any of its responsibilities to such a sub-committee or working group.

#### **5. ACCESS**

##### **5.1 The Chair of Shaping Our Future Hospitals Committee shall have reasonable access to Executive Directors and other relevant senior staff.**

## **6. SUB COMMITTEES**

6.1 The Committee may, subject to the approval of the UHB Board, establish sub committees or task and finish groups to carry out on its behalf specific aspects of Committee business.

6.2 Shaping Our Future Hospitals Programme Board is a Sub Committee to the Shaping Our Future Hospitals Committee.

## **7. MEMBERSHIP**

### **7.1 Members**

The Committee is appointed by the UHB Board to ensure representation by key stakeholders involved in the programme development, as well as representation of the views of service users and staff.

A minimum of four (4) Independent Members, comprising:

Chair                      Independent Member – Capital and Estates

Vice Chair              Independent Member - Finance

Members              A minimum of 2 other Independent Member of the Board

At the invitation of the Committee Chair any Independent Member who is not a member of the Committee is entitled to attend Committee meetings.

### **7.2 Attendees**

The following officers to be in attendance:

- Chief Executive;
- Executive Director of Strategic Planning
- Executive Medical Director;
- Executive Director of Finance
- Programme Director for Shaping Our Future Hospitals Programme;
- Director of Corporate Governance.

### **7.4 By invitation:**

The Committee Chair may extend invitations to appropriate persons to attend Committee meetings as required from within or outside the organisation who the committee considers should attend, taking account of the matters under consideration at each meeting.

### **7.5 Secretariat**

Secretary: as determined by the Director of Corporate Governance.

## **7.6 Member Appointments**

The membership of the Committee shall be determined by the Board, based on the recommendation of the UHB Chair - taking account of the balance of skills and expertise necessary to deliver the Committee's remit and subject to any specific requirements or directions made by the Welsh Government.

Terms and conditions of appointment, (including any remuneration and reimbursement) in respect of co-opted independent external members are determined by the Board, based upon the recommendation of the UHB Chair.

## **7.7 Support to Committee Members**

The Director of Corporate Governance, on behalf of the Committee Chair, shall:

- arrange the provision of advice and support to Committee members on any aspect related to the conduct of their role; and
- ensure the provision of a programme of development for committee members in conjunction with the Director of Workforce and Organisational Development.

## **8. COMMITTEE MEETINGS**

### **8.1 Quorum**

The quorum for meetings is 3 members, including either the Chair or the Vice Chair.

Two Executive Directors should also be in attendance to include either the Chief Executive or Deputy Chief Executive. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the duties or powers vested in or exercisable by the Committee.

### **8.2 Frequency of Meetings**

The Committee will meet quarterly and the agenda will be agreed by the Chair and Executive Lead with agenda and papers to be circulated 7 working days before the meeting, unless by exception and agreed with Chair of meeting in advance. The Chair can agree extraordinary meetings if an urgent item of business needs to be considered.

### **8.3 Withdrawal of individuals in attendance**

The Committee may require any or all of those who normally attend but who are not members to withdraw to facilitate open and frank discussion of particular matters.

### **8.4 Decisions and disputes**

Decisions will normally be reached by consensus. In the event of a disagreement, a member vote will be taken. In the event of a tie, the Chair will have the casting vote.

In the event of further disagreement, decisions will be referred to the Board.

## **9. RELATIONSHIPS AND ACCOUNTABILITIES WITH THE BOARD AND ITS COMMITTEES/GROUPS**

9.1 Although the Board has delegated authority to the Committee for the exercise of certain functions as set out within these terms of reference, it retains overall responsibility and accountability. The Committee is directly accountable to the UHB Board for its performance in exercising the functions set out in these terms of reference.

9.2 The Committee, through its Chair and members, shall work closely with the Board's other committees, including joint (sub) committees and groups to provide advice and assurance to the Board through the:

- joint planning and co-ordination of Board and Committee business; and
- sharing of information

in doing so, contributing to the integration of good governance across the organisation, ensuring that all sources of assurance are incorporated into the Board's overall risk and assurance framework.

9.3 The Committee shall embed the UHB's corporate standards, priorities and requirements, e.g., equality and human rights through the conduct of its business.

## **10 REPORTING AND ASSURANCE ARRANGEMENTS**

10.1 The Committee Chair shall:

- report formally, regularly and on a timely basis to the UHB Board on the Committee's activities. This includes verbal updates on activity, the submission of Committee minutes and written reports, as well as the presentation of an annual report;
- bring to the UHB Board's specific attention any significant matters under consideration by the Committee;
- ensure appropriate escalation arrangements are in place to alert the UHB Chair, Chief Executive or Chairs of other relevant Committees of any urgent/critical matters.

10.2 The UHB Board may also require the Committee Chair to report upon the Committee's activities at public meetings, for example, AGM, or to community partners and other stakeholders, where this is considered appropriate, for example, where the Committee's assurance role relates to a joint or shared responsibility.

10.3 The Director of Corporate Governance, on behalf of the Board, shall oversee a process of regular and rigorous self-assessment and evaluation of the Committee's performance and operation including that of any sub committees established.

## **11. APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS**

11.1 The requirements for the conduct of business as set out in the UHB Standing Orders are equally applicable to the operation of the Committee, except in the following areas:

- Quorum (set within individual Terms of Reference)

- Notifying and equipping Committee members – Committee members shall be sent an Agenda and a complete set of supporting papers at least seven (7) clear days before a formal Committee meeting (unless specified otherwise in law).
- Notifying the public and others – at least seven (7) clear days before each Committee meeting a public notice of the time and place of the meeting, and the public part of the agenda, shall be displayed on the Health Board's website together with the papers supporting the public part of the agenda (unless specified otherwise in law).

## **12. REVIEW**

- 12.1 These terms of reference and operating arrangements shall be reviewed on an annual basis or as required by the Committee with reference to the Board.