

# **STRATEGY AND DELIVERY COMMITTEE TERMS OF REFERENCE AND OPERATING ARRANGEMENTS**

## **1. PURPOSE**

**1.1** The purpose of the Strategy and Delivery Committee is to:

Advise and assure the Board on the development and implementation of the UHB's overarching strategy, "Shaping our Future Wellbeing", and key enabling plans. This will include all aspects of delivery of the strategy through the Integrated Medium Term Plan and any risks that may hinder our achievement of the objectives set out in the strategy, including mitigating actions against these.

In particular the Committee will monitor and receive assurances in respect of the following:

## **2 RESPONSIBILITIES OF THE COMMITTEE**

In broad terms the role and responsibilities of the Committee are divided into four categories as shown below:

- A. Strategy
- B. Delivery Plans
- C. Performance
- D. Other Responsibilities

### **Part A**

#### **Strategy and/or Strategic Intent**

**2.1 Shaping Our Future Wellbeing (SOFW).** Provide assurance to the Board that the overarching strategy (SOFW) of the UHB is being:

- a. Reviewed and progressed as intended, within the appropriate timescales to achieve desired outcomes.
- b. Provide assurance that key milestones identified in SOFW are being delivered.
- c. Provide assurance that SOFW is actively embedded and continually refreshed within the organisation
- d. Provide assurances that significant risks associated with the delivery of the SOFW are being mitigated

**2.2 National Strategies.** Provide assurance to the Board that the organisation is strategically aligned with Welsh Government's health and social care strategy which includes:

- a. The Wellbeing of Future Generations Act
- b. The Social Services and Wellbeing Act
- c. A healthier Wales: long term plan for health and social care
- d. Socio-Economic Duty

## Part B

### Development and Delivery of Plans that support Strategies

**2.4 Enabling/Supporting Plans:** The Committee will scrutinise and provide assurance to the Board that supporting UHB plans have been developed and that their objectives are being delivered as planned. This will include:

a. **Integrated Medium Term Plan (IMTP):** The development and delivery of the Health Boards three year plan ensuring that service provision and quality, financial and workforce elements are aligned and integrated.

Particular attention will be given to:

- i. **Workforce Plan:** Scrutinise and provide assurance to the Board that:
  - The strategic workforce issues as set out in Shaping Our Future Wellbeing strategy are being fully addressed
  - That early consideration is given to key service and operational issues which may impact on the delivery of the Health Boards plans

- ii. **Capital Plan:** Provide assurance to the Board that **major** capital investments are aligned with SOFW and to provide oversight to the prioritisation of investments. The Committee will where appropriate, be responsible for reviewing achievement of the intended outcomes following completion or implementation. The Committee will also receive the minutes and when required, reports from the UHB's Capital Management Group.

b. **Other Significant Plans:** The Committee will scrutinise and provide assurance to the Board that other significant plans associated with the delivery of the UHB's strategy (SOFW) will be reviewed and monitored to ensure they are being progressed and implemented as intended. This will include the plan for:

- i. Research and Development
- ii. Commercial Developments
- iii. Infrastructure/Estates
- iv. Key Service Change Proposals. This will include providing assurance that they are in accordance with national guidance regarding engagement and consultation with stakeholder/partner organisations
- v. Major consultations and or engagements that support the delivery of SOFW

## Part C

### Performance

**2.7 Performance:** The Committee will scrutinise and provide assurance to the Board that key performance indicators are on track and confirm that effective actions are being taken to correct unintended variations giving full consideration to associated governance arrangements. This will include:

- a. The key Operational Performance Indicators relevant to the Strategy and Delivery Committee

- b. Workforce Key Performance Indicators
- c. Closer scrutiny (“Deep Dives”) on areas of concern where the Committee considers it appropriate

## **Part D**

### **Other Responsibilities**

- 2.8 Equality and Health Impact Assessments:** To provide assurance to the Board that Equality and Health Impact Assessments are fully considered and properly addressed in all service change proposals and that full consideration is given to the UHB's responsibilities for Equality, Diversity, Human Rights and the Welsh Language.
- 2.9 “Staff Wellbeing.** To provide assurance to the Board that the wellbeing of staff:
- a. Is always fully considered regularly reviewed to ensure that suitable support is made available whenever necessary.
  - b. Staff wellbeing plans are aligned with SOFW and the values of the organisation

## **3 GOVERNANCE**

### **3.1 Delegated Powers of Authority**

As described above.

- The Committee will advise the Board on the adoption of a set of key indicators of service planning against which the UHB's performance will be regularly assessed and reported.
- The Committee will regularly review the high corporate risks associated with its functions and to ensure that appropriate and effective mitigating actions are in place.

### **3.2 Authority**

The Committee is authorised by the Board to investigate or have investigated any activity within its terms of reference. In doing so, the Committee shall have the right to inspect any books, records or documents of the UHB relevant to the Committee's remit and ensuring patient/client and staff confidentiality, as appropriate. It may seek any relevant information from any:

- employee (and all employees are directed to cooperate with any reasonable request made by the Committee); and
- other committee, sub-committee or group set up by the Board to assist it in the delivery of its functions.

The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers it necessary, in accordance with the Board's procurement, budgetary and other requirements.

### **3.4 Membership**

Chair: Independent member of the Board

Members: A minimum of 3 other Independent member of the Board,

The committee may also co-opt additional independent 'external' members from outside the organisation to provide specialist skills, knowledge and expertise.

### **3.5 Attendees**

In attendance: Chief Executive  
Executive Director of Strategic Planning (Lead Executive)  
Chief Operating Officer  
Executive Director of Workforce and Organisational Development  
Executive Nurse Director or nominated deputy  
Executive Director of Finance or nominated deputy  
Executive Director of Public Health or nominated deputy  
Director of Corporate Governance

Other Executive Directors should attend from time to time as required by the Committee Chair (nominated deputies must be consistent)

Trade Union representation from the Local Partnership Forum

By invitation: The Committee Chair may extend invitations to attend committee meetings as required to the following:

Chairs of the Stakeholder Reference Group and Professional Forum  
Clinical Board Directors  
Representatives of partnership organisations  
Public and patient involvement representatives  
Trade Union Representatives

as well as others from within or outside the organisation who the Committee considers should attend, taking account of the matters under consideration at each meeting.

### **3.6 Secretariat**

Secretariat: As determined by the Director of Corporate Governance

### **3.7 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.

Committee members' terms and conditions of appointment, (including any remuneration and reimbursement) are determined by the Board, based upon the recommendation of the UHB Chair (and on the basis of advice from the UHB's Remuneration and Terms of Service Committee).

### **3.8 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 organisational development for committee members as part of the UHB's overall OD programme developed by the Director of Workforce and Organisational Development.

## **4 COMMITTEE MEETINGS**

### **Quorum**

At least two members must be present to ensure the quorum of the Committee, one of whom should be the Committee Chair or Vice Chair.

### **Frequency of Meetings**

Meetings shall be held bi-monthly and otherwise as the Chair of the Committee deems necessary – consistent with the UHB's annual plan of Board business.

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

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

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

The Committee is directly accountable to the Board for its performance in exercising the functions set out in these terms of reference.

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 (to ensure that there is no duplication or gaps in Committee responsibilities); 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.

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

## **6 REPORTING AND ASSURANCE ARRANGEMENTS**

The Committee Chair shall:

- report formally, regularly and on a timely basis to the Board on the Committee's activities. This includes verbal updates on activity, the submission of committee minutes and written reports throughout the year;
- bring to the Board's specific attention any significant matters under consideration by the Committee;
- ensure appropriate escalation arrangements are in place to alert the UHB Chair, or Chairs of other relevant committees of any urgent/critical matters that may compromise patient care and affect the operation and/or reputation of the UHB.

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

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.

## **7 APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS**

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

- Quorum (set within individual Terms of Reference)

## **8 REVIEW**

These terms of reference and operating arrangements shall be reviewed annually by the Committee with reference to the Board.