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Bwrdd Iechyd Prifysgol
Caerdydd a'r Fro
Cardiff and Vale
University Health Board

Strategy and Engagement Committee

Terms of Reference and Operating Arrangements

Draft: Version 1



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1. INTRODUCTION

1.1 The University Health Board's (UHB) Standing Orders provide that "*The Board may and, where directed by the Welsh Government must, appoint Committees of the LHB 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 (and the UHB's scheme of delegation), the Board will establish a **Strategy and Engagement Committee**, the purpose and functioning of which will be reviewed every year as part of the Board's governance review. The detailed terms of reference and operating arrangements are set out below.

2. PURPOSE

2.1 The purpose of the Strategy and Engagement Committee is to:

Advise and assure the Board and the Accountable Officer on the development and implementation of the UHB's overarching strategic and key strategic delivery plans

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

A. STRATEGY

- the development and delivery of key milestones required to meet the UHB's strategic objectives, as set out in Shaping Our Future Wellbeing.
the regular review of the strategy to ensure it reflects any new legislation, national policy or direction, and new information (such as the population needs assessments).
- the development of key strategic plans required to enable delivery of the strategy, including the development of infrastructure
- provide evidence based and timely advice to the Board to assist it in discharging its functions and meeting its responsibilities with regard to the development of the UHB's strategic plans for health improvement, clinical and non-clinical services;
- To scrutinise and receive assurance in respect of the delivery of the Regional Planning Committee work programme which will report formally to the Board.
- Scrutinise and provide assurance to the Board in relation to the development and delivery of the UHB's transformation programme,

ensuring its alignment with the Strategy and IMTP.

B. COLLABORATION

- The development of governance arrangements is in accordance with the legal requirements in the Social Services and Wellbeing (Wales) Act and Wellbeing of Future Generations Act.
- To ensure that the UHB is fully participating in the Public Service Boards in Cardiff and the Vale of Glamorgan and the development of the Wellbeing Plans, and ensure the UHB reflect the priorities and actions contained within these.
- To ensure that the UHB fully participates in the Regional Partnership Board and has robust arrangements in place to ensure the UHB meets the requirements of the Social Services and Wellbeing Act and contributes fully to the development and implementation of the Area Plan.
- To ensure that the UHB is fully contributing to the development and delivery of the HEART collaboration with Cardiff University and the two local authorities.
- Scrutinise and seek assurance in relation to the development and delivery of UHB's strategic plan for research and development and innovation.

C. INTEGRATED MEDIUM TERM PLAN

- Oversee and monitor the development and delivery of the Health Board three year plan (IMTP) ensuring that service, financial and workforce planning are aligned.
- Ensure that the IMTP is consistent with associated enabling strategic plans
- Ensure appropriate engagement takes place with stakeholder / partner organisations in relation to the UHB Strategy and associated service changes.
- To ensure that key service change proposals are identified and developed in accordance with national guidance in respect of engagement and consultation.
- consider the health and equality impact assessments of service change proposals ensuring that impacts are properly assessed and addressed
- provide assurance to the Board in relation to the UHB responsibilities for Equality, Diversity and Human Rights and Welsh Language.

D. ENGAGEMENT

- To ensure the Health Board has an appropriate engagement plan in place in order to effectively engage with all stakeholders including: (i) patients, service users, local communities and the public; (ii) staff (iii) health foundations and volunteers; (iv) partner organisations and (v) Welsh Government

the Health Board's engagement processes are in line with legislation and relevant national policy guidelines.

- To monitor the effectiveness of platforms and techniques the Health Board uses to engage with people.
- Ensures that the patient and service-user experience is monitored effectively by the Health Board and that the service outcomes are measured and are consistent with the Health Board's strategic objectives.

E. CAPITAL

- Ensures that the UHB strategic plan is in line with the requirements of the Strategy.
- Ensure that the capital programme set out in the IMTP addresses the strategic and operational priorities of the UHB.
- Ensure that robust business cases for capital (and revenue) are prepared setting out all the key requirements and benefits in line with the UHB's business case process and national guidance and requirements.
- where major capital investment schemes are approved by the Committee and by the Board, if appropriate, the Committee will be responsible for reviewing the outcomes achieved following completion.
- To advise the Board in relation to the approval of the annual capital plan to ensure it aligns with the priorities set out in the IMTP
- to receive the minutes of the University Health Board's Capital Management Group

F. COMMERCIAL DEVELOPMENT

- To review key commercial arrangements including long-term leases, and major service developments. The Committee will track the progress of such developments, as appropriate.

3. DELEGATED POWERS OF AUTHORITY

3.1 As described above.

3.4 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 on through Annual Reports.

3.5 The Committee will regularly review the high risks associated with its functions and to ensure that appropriate and effective mitigating actions are in place.

Authority

- 3.6 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.
- 3.7 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.

Sub Committees

- 3.8 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.

4. MEMBERSHIP

Members

- 4.1 A minimum of three (3) members, comprising:

Chair Independent member of the Board

Members A minimum of 2 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.

Attendees

- 4.2 In attendance Chief Executive
Director of Planning (Lead Executive)
Chief Operating Officer
Director of Workforce and Development
Director of nursing or nominated deputy
Director of Finance or nominated deputy

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)
Deputy Director of Planning (Service Planning)
Director of Capital Estates and Facilities
Trade Union representation from the Local Partnership
Forum

4.3. 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.

Secretariat

4.4 Secretary: As determined by the Director of Corporate Governance

Member Appointments

4.5 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.

4.6 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}.

Support to Committee Members

4.7 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.

5. COMMITTEE MEETINGS

Quorum

- 5.1 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

- 5.2 Meetings shall be held quarterly 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

- 5.3 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.

6. RELATIONSHIPS AND ACCOUNTABILITIES WITH THE BOARD AND ITS COMMITTEES / GROUPS

- 6.1 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 for ensuring the quality and safety of healthcare for its citizens. The Committee is directly accountable to the Board for its performance in exercising the functions set out in these terms of reference.

- 6.2 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.

- 6.3 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.

7. REPORTING AND ASSURANCE ARRANGEMENTS

7.1 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.

7.2 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.

7.3 The Board Secretary, 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.

8. APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS

8.1 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)

9. REVIEW

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