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| REPORT TITLE: | Board Committee Effectiveness Report | | |
| SPONSORING EXECUTIVE: | Kam Dhama, Chief Governance Officer | | |
| REPORT AUTHOR: | Dan Conway, Associate Director of Corporate Governance / Company Secretary | | |
| MEETING: | Public Trust Board | DATE: | 12 th July 2023 |

1. Suggested discussion points *[two or three issues you consider the Trust Board should focus on in discussion]*

The attached report provides details of the annual review of the activity of the Board committees during 2022/23. The completion of self-assessments by members concluded that the Committees carried out their duties effectively, meeting their terms of reference, key priorities, and objectives. Areas for improvement identified during the review process are being addressed.

2. Alignment to our Vision *[indicate with an 'X' which Strategic Objective[s] this paper supports]*

| OUR PATIENTS | | OUR PEOPLE | | OUR POPULATION | |
|--|---|--|---|---|---|
| To be good or outstanding in everything that we do | X | To cultivate and sustain happy, productive and engaged staff | X | To work seamlessly with our partners to improve lives | X |

3. Previous consideration *[at which meeting[s] has this paper/matter been previously discussed?]*

None

4. Recommendation(s)

The Public Trust Board is asked to:

- a. **CONSIDER** the effectiveness reviews of the Board committees
- b. **ACCEPT** that the reports provide assurance that the Committees have operated effectively during 2022/23
- c. **SUPPORT** the areas for improvement proposed in the paper

5. Impact *[indicate with an 'X' which governance initiatives this matter relates to and, where shown, elaborate in the paper]*

| | | | | | | |
|--|-------------------|--|--|---|--|-----------------------|
| Board Assurance Framework Risk 01 | X | Deliver safe, high-quality care. | | | | |
| Board Assurance Framework Risk 02 | X | Make best strategic use of its resources | | | | |
| Board Assurance Framework Risk 03 | X | Deliver the MMUH benefits case | | | | |
| Board Assurance Framework Risk 04 | X | Recruit, retain, train, and develop an engaged and effective workforce | | | | |
| Board Assurance Framework Risk 05 | X | Deliver on its ambitions as an integrated care organisation | | | | |
| Corporate Risk Register [Safeguard Risk Nos] | | | | | | |
| Equality Impact Assessment | Is this required? | Y | | N | | If 'Y' date completed |
| Quality Impact Assessment | Is this required? | Y | | N | | If 'Y' date completed |

SANDWELL AND WEST BIRMINGHAM NHS TRUST

Report to the Public Trust Board on 12th July 2023

Board Committee Effectiveness Report

1. Introduction

- 1.1 As part of the Board of Directors' corporate governance and performance management arrangements, committees that the Board has established undertook an annual review of their performance and Terms of Reference.
- 1.2 This provides assurance to the Board that its committees are working effectively and provides information to the Board of Directors for use in the Board's annual review of performance and effectiveness to be presented in September 2023.
- 1.3 This paper reflects the key points arising from the committee annual reviews undertaken during 2023 in relation to the period April 2022 to March 2023 to inform planned discussion by the Board of Directors of its performance and that of the Committees that it has established.
- 1.4 The Audit and Risk Committee and the Remuneration and Terms of Service Committee reports will come to the Board in September 2023 due to there not being a formal substantive meeting before the July Board meeting.
- 1.5 The annual reviews of each committee's performance and effectiveness were completed using a performance checklist and effectiveness questionnaire survey.
- 1.6 The Associate Director of Corporate Governance/Company Secretary met with each committee Chair and executive lead to discuss the findings of the survey and review the working of the committee during the period.
- 1.7 A detailed report was presented to each Committee during May and June 2023, and they all approved the report being presented to the July Trust Board. The full Committee reports and survey results can be found in the Reading Room on iBabs.

2. Board Committees

- 2.1 In accordance with the Trust's Standing Orders, Reservation and Delegation of Powers and Standing Financial Instructions, the Trust Board has formally established the following Committees and delegated authority to these via agreed Terms of Reference:

- Audit and Risk Committee
- Remuneration and Terms of Service Committee
- Quality and Safety Committee
- Finance, Investment and Performance Committee
- People and OD Committee
- Charitable Funds Committee
- Integration Committee
- MMUH Opening Committee

2.2 Changes to the membership of Board Committees were reviewed and amended in year following changes within both the Executive team and the Non-Executive membership of the Board of Directors. These changes did not adversely impact delivery of Committee Work Programmes or quoracy / attendance at meetings which remained good throughout the change period.

3. Board and Executive Changes

3.1 During 2022/23 there were a number of Executive Director and Non-Executive Director changes with:

- The appointment of Daren Fradgley as Managing Director / Deputy CEO Core Organisation.
- Rachel Barlow moved from the Chief Development Officer role to become the Managing Director of the MMUH Programme Company.
- Professor David Carruthers retired from his Chief Medical Officer post and was replaced by Dr Mark Anderson.
- Liam Kennedy ended his period as Chief Operating Officer, and Joanne Newens was appointed to that position.
- Mike Hoare stepped down as a Non-Executive Director at the end of his term as did Professor Kate Thomas. Two replacement Non-Executive Directors, Professor Lorraine Harper and Rachel Hardy, were recruited to the Board.
- Three new Associate Non-Executive Directors roles were created, and Mike Hallissey, Jo Wass and Val Taylor were appointed into these posts.

4. Committee Reviews

4.1 Committee reviews were undertaken during May 2023

4.2 The reviews focused on:

- Attendance and Quoracy
- Membership
- Reporting to the Trust Board
- Meeting the Terms of Reference and work undertaken by the Committee
- Review of areas for improvement and recommendations

4.3 The table in **Annex 1** summarises the findings of the full reports (available in the reading room).

5. Improvements required across the Committees.

5.1 *Board Development Programme* – the planned program will give support in report writing. The challenge for board or committee paper authors is not to just provide more data or information. Focus should be on quality, not quantity. Importantly, authors should be clear which types of papers they are writing. Improvement is generally needed around having reports that are clearly presented with all key information and facts and indicate any actions required.

5.2 *Black Country Provider Collaborative* – The Governance workstream is undertaking a review of how the Trust Board and its committees are managed across the 4 Trusts to seek opportunities for alignment. The first change proposed is the naming conventions, with suggestions being presented to each committee in July 2023. Secondly the Company Secretaries have been asked to coordinate a meeting to bring together the Chair NEDs and executive leads for each committee from the 4 organisations to ‘share and learn’. This is planned to take place in July 2023.

5.3 *Board Assurance Framework* – the deep dive into each BAF risk will continue in July with a focus on the alignment of the operational risks to the BAF. Part of the work into quarter 2 is for the committees to agree how best to measure traction of the actions and how to gain an understanding of how actions are embedded and evidence provided of sustained positive impact over a continuous period. The updated BAF will have a clearer approach to inform the agenda and regular management information received by the relevant lead committees.

6. Conclusion

6.1 The committees of the Board have completed an annual review and self-assessment of performance using a standardised approach. Each committee produced an Annual Report and has reviewed their Terms of Reference as appropriate as well as an annual cycle of business.

6.2 The Audit and Risk Committee and the Remuneration and Terms of Service Committee reports will come to the Board in September 2023

6.3 Attendance has been generally good during 2022/23 and all committee meetings have been quorate allowing committee business to be appropriately transacted. #

6.4 No committee has needed to co-opt membership to facilitate its understanding of the business to be transacted.

6.5 Each Committee has continued to meet its Terms of Reference and has delivered a comprehensive programme of work on behalf of the Board, providing timely reporting of issues via interim reporting arrangements following each meeting and Minutes

once these have been approved. Changes in Executive Director portfolios and to Non-Executive membership of the Board of Directors did not adversely affect the operation of Committees.

7. Recommendations

7.1 The Board is asked to:

- a) **CONSIDER** the effectiveness reviews of all Board committees.
- b) **ACCEPT** that the reports provide assurance that the Committees have operated effectively during 2022/23
- c) **SUPPORT** the areas for improvement proposed in the paper.

Dan Conway
Associate Director of Corporate Governance / Company Secretary

4th July 2023

Annex 1: Summary of Committee Reviews

Reading Room: Committee Annual Reports

Summary of Board Committee Reviews

| | Quality and Safety Committee | Finance, Investment and Performance Committee | People and OD Committee | Charitable Funds Committee | Integration Committee | MMUH Opening Committee |
|-------------------------------|--|---|---|--|--|--|
| Attendance and Quoracy | Met on 11 occasions with the December 2022 meeting being cancelled due to issues with attendance during the Christmas period. The meeting was quorate on all 11 occasions the Committee met. | Met on 11 occasions with the December 2022 meeting being cancelled due to issues with attendance during the Christmas period. The meeting was quorate on all 11 occasions the Committee met. | Met on 11 occasions with the December 2022 meeting being cancelled due to issues with attendance during the Christmas period. The meeting was quorate on all 11 occasions the Committee met. | Met on 4 occasions. The meeting was quorate on all 4 occasions the Committee met. | Met on 11 occasions with the December 2022 meeting being cancelled due to issues with attendance during the Christmas period. The meeting was quorate on all 11 occasions the Committee met. | Met on 12 occasions. The meeting was quorate on all 12 occasions the Committee met. |
| Committee Membership | <ul style="list-style-type: none"> • Three Non-Executive Directors (or associate Non- Executive Directors) • Chief Nursing Officer • Chief Medical Officer, • Chief Operating Officer • Chief Governance Office • Managing Director / Deputy CEO – Core Organisation | <ul style="list-style-type: none"> • Four Non-Executive Directors (or associate Non- Executive Directors) • Chief Finance Officer • Chief Operating Officer • Chief People Officer • Managing Director / Deputy CEO – Core Organisation • Executive Director of IT & Digital. | <ul style="list-style-type: none"> • Three Non-Executive Directors (or associate Non- Executive Directors) • Chief People Officer • Chief Operating Officer • Chief Medical Officer • Chief Nursing Officer • Managing Director / Deputy CEO – Core Organisation • Executive Director of Communications • Director of Operational Finance • Chief AHP & Healthcare Scientist. • | <ul style="list-style-type: none"> • Two Non-Executive Directors (or associate Non- Executive Directors) • Chief Executive • Chief Finance Officer • Chief Nurse | <ul style="list-style-type: none"> • Three Non-Executive Directors (or associate Non- Executive Directors) • Managing Director / Deputy CEO – Core Organisation Executive Director of Integration • Managing Director of MMUH Programme Company Chief Strategy Officer • Deputy Chief Integration Officer • Chief Nursing Officer | <ul style="list-style-type: none"> • Four Non-Executive Directors (or associate Non- Executive Directors) • Chief Executive • Managing Director MMUH Programme Company Director of System Transformation • Chief Operating Officer • Chief People Officer • MMUH Delivery Director • Managing Director / Deputy CEO – Core Organisation |
| Attendance | <ul style="list-style-type: none"> • The Associate Director of Corporate Governance/Company Secretary, • Deputy Chief Nurse • MMUH Delivery Director • Deputy Chief Medical Officer | <ul style="list-style-type: none"> • Chief Strategy Officer • Director of Operational Finance • AD Finance Accounting • AD Financial Management • MMUH Delivery Director • Associate Director of Corporate Governance/Company Secretary | <ul style="list-style-type: none"> • Deputy Chief People Officer • Deputy Chief Nurse • Head of Internal Communications • MMUH Delivery Director • Associate Director of Corporate Governance/Company Secretary | <ul style="list-style-type: none"> • Director of Communications • Head of Trust Charity • Associate Director of Finance • Financial Controller • Associate Director of Corporate Governance/Company Secretary | <ul style="list-style-type: none"> • MMUH Delivery Director • Associate Director of Corporate Governance/Company Secretary | <ul style="list-style-type: none"> • Chief Medical Officer • Chief Finance Officer • Chief People Officer • Chief Nursing Officer • Associate Director of Corporate Governance/Company Secretary • Director of Operational Finance • MMUH Delivery Director |

| | Quality and Safety Committee | Finance, Investment and Performance Committee | People and OD Committee | Charitable Funds Committee | Integration Committee | MMUH Opening Committee |
|-----------------------------------|--|---|--|---|--|---|
| | | | | | | <ul style="list-style-type: none"> MMUH Programme Director |
| Board Reporting | <p>The Chairs produces an assurance report to Trust Board post meeting. This gives a narrative and a committee assurance rating against each item.</p> <p>This report is also used to detail:</p> <ul style="list-style-type: none"> Positive highlights of note Matters of concern or key risks to escalate to the Board Matters presented for information or noting Actions agreed | | | | | |
| Summary of Work Undertaken | <ul style="list-style-type: none"> Maternity Dashboard and Neonatal Data Monthly Mortality Report Gold update on COVID-19 Regular Quality & Safety Board Level Metrics Serious Incident Reports Maternity Update Ockendon, CNST, Improvement Plan Complaints welearn Progress Report Biannual Safe Staffing Report– Nursing, Midwifery & Allied Health Professionals Medicines Management Safety Infection Prevention & Control Update CQC inspection of Your Health Partnership Planned Care Fundamentals of Care Delivery Programme Equality and Quality Impact Assessments Quality and Equality Impact Assessment for | <ul style="list-style-type: none"> Monthly Finance Reports Midland Metropolitan University Hospital Trust Delay Costs EAS Performance Update Board Level Metrics MMUH Finance Report BAF Report MMUH Affordability Update Finance Metrics 2223 Year End Forecast Premises Assurance Model Compliance and Governance Assurance 22/23 Financial Forecast and Recovery Plan Draft Planning Reports Capital Programme 2022/23 Procurement Annual Report Proposed Digital Strategy Productivity Workshop Material ED Nursing Investment Paper EQUANS Q3 Contract Performance | <ul style="list-style-type: none"> Accountabilities Report BAF POD performance metrics Recruitment KPIs EDI Update (including WRES/WDES update) E-rostering Work-stream Programme Medical Revalidation HR Scorecard Summary HR Policies Retention Programme Industrial Action Planning Leadership Framework Report Values and behaviors Report Retention Culture Heatmap Report People Plan Strategy Fundamentals of Care People Plan Update MMUH Recruitment Approach and Delivery People Plan Draft Operational Delivery Framework Leadership Framework PDR and Mandatory training update | <ul style="list-style-type: none"> Major grants progress report Finance Report Summary cash flow forecast Five-year fundraising and business development draft plan 2023 – 2028 Charity Independence - Progress Report Midland Metropolitan University fundraising campaign progress Quarterly investment report | <ul style="list-style-type: none"> Integration Metrics BAF Ladywood & Perry Barr Update Sandwell Health & Care Update Health Inequalities Provider Collaborative Update Place data mapping Virtual Wards Town teams = Reducing Health Inequalities MMUH Metrics# Development strategy proposal Draft Primary Care Strategy Green Strategic Plan update Black Country operating model Frailty Strategy Fundamentals of Care – Place perspective City Hospital Masterplan Report Learning Campus MMUH Operational readiness checklist and implementation plan | <ul style="list-style-type: none"> MMUH monthly finance report MMUH affordability plan Monthly PMO Report Programme Risk Register MMUH Recruitment Approach and Delivery reports Approach to programme reset and establishment of the MMUH Programme Company Board Level Metrics MMUH Metrics Board Assurance Framework (BAF) 3rd party assurance / gateway review on various subjects Benefits realisation Independent Assurance/ PAR review process Clinical System Configuration for Clinical Services Comms and Engagement including stakeholder management Regular MMUH and PLACE based rightsizing |

| | Quality and Safety Committee | Finance, Investment and Performance Committee | People and OD Committee | Charitable Funds Committee | Integration Committee | MMUH Opening Committee |
|-------------------------------------|--|--|--|--|---|---|
| | <ul style="list-style-type: none"> the MMUH Acute Care Model Learning from Deaths | <ul style="list-style-type: none"> MMUH Benefits Baseline | <ul style="list-style-type: none"> Flex for the Future Programme Progress Training proposal for Digital Proficiency Group | | | |
| Review of Terms of Reference | Annual review to be approved in September 2023 following work with the Black Country Joint Governance workstream. | | | | Annual review approved in June 2023. | Annual review approved in June 2023. |
| Cycle of Business | All were recently reviewed, presented, and approved by the committees | | | | | |
| Areas for Improvement | <ul style="list-style-type: none"> Committee papers need to enable effective decision making. Improve the triangulation between the work of the other committees and how these could affect the Trust's quality and safety agenda. closer scrutiny of the key risks, rather than management of risks is needed. | <ul style="list-style-type: none"> Committee papers need to enable effective decision making. More focus on the assurances around the metrics rather than the process was needed. This will be addressed through strengthening the narrative in the reports. More of a view of the medium to long term financial challenges to be reported on. There was a lack of assurance around the performance agenda in the terms of reference | <ul style="list-style-type: none"> Committee papers need to enable effective decision making. Greater understanding of and familiarity with the Terms of Reference There boundaries between POD and MMUHOC business are close and could cause confusion need to understand what needs to be agreed at POD More work on the long-term workforce models. | <ul style="list-style-type: none"> Committee papers need to enable effective decision making. There is too much prominence on financial discussions, and not enough on fundraising and how committee can offer support and introductions here. work of this committee is not aligned to other committees other than the trust board. The Committee could benefit from the occasional input around cross-cutting matters including Workforce Development especially where projects funded have financial and human resource implications. | <ul style="list-style-type: none"> Committee papers need to enable effective decision making. The BAF needs to be more aligned with the two ICB's and other committees. A deep dive is to be undertaken before the next presentation. As the committee matures further extended invitations to partners and stakeholders to be considered. the working of the committee to look at forecasting wide impact on the system. | <ul style="list-style-type: none"> Committee papers need to enable effective decision making. Improvements in reporting and annual recording of the committee's work. A review on the clear boundaries between the Board committees and MMUHOC needs to be undertaken. |
| Areas of good practice | <ul style="list-style-type: none"> The papers have seen some improvements over the period which has allowed more focused discussion. The committee understands the information that is needed to support the | <ul style="list-style-type: none"> The Chair's understanding and knowledge of NHS finance supports the Committee in having a balanced view on the performance. The level of NED membership was an issue, and this has now | <ul style="list-style-type: none"> Reporting of data requirements and substantially improved over the last 12 months. The Chair is very visible in the Trust and is approachable to discuss matters offline. The papers generally have improved over the | <ul style="list-style-type: none"> Through its governance and leadership team the Committee applies balance and fairness with its delegation of responsibilities. The Committee operates so that objectives are SMART, whilst ensuring that business, tasks, and | <ul style="list-style-type: none"> Reporting of data requirements and substantially improved over the last 12 months. The Chair is very visible in the Trust and is approachable to discuss matters offline. The meeting is well chaired. | <ul style="list-style-type: none"> It was felt that the committee was well chaired, with good summarisation of each item through the agenda. It was also felt that the Chair was well prepared for each meeting and was fully |

| | Quality and Safety Committee | Finance, Investment and Performance Committee | People and OD Committee | Charitable Funds Committee | Integration Committee | MMUH Opening Committee |
|--|---|---|--|--|---|--|
| | <p>remit of the terms of reference.</p> <ul style="list-style-type: none"> • The Chair asks probing questions and facilitates effective discussion through the agenda. • The introduction of the story to the committee was welcomed and helps the meeting to focus on what needs to be achieved. | <p>been further strengthened for 2023/24.</p> | <p>12 months to allow more focused discussion.</p> <ul style="list-style-type: none"> • The Chair and the Chief People Officer relationship was noted as a positive for the working of the Committee. | <p>project activities are appropriately delegated and performance managed by its senior staff.</p> | <ul style="list-style-type: none"> • The Community Takeovers have been positively received both internally and externally. | <p>across the subject matter.</p> <ul style="list-style-type: none"> • The agenda is aligned with the BAF and Risk Register to support the committee to have confidence in their assurance to the Board. • The reports have developed over the period to give the members clear information, particularly the evolution of the PMO report on the workstreams. • The use of co-opted subject experts was seen as a positive. • There is the right level of debate, that looks ahead and anticipates problems, issues, and challenges to the work programme. |