

Board

Joint Infrastructure Committee

Terms of Reference

- Reference to “the Committee” shall mean the Infrastructure Committee
- Reference to “the Trusts” shall mean The Dudley Group NHS Foundation Trust and Sandwell and West Birmingham NHS Trust
- Reference to “the Boards” shall mean the Trust Boards of the above-mentioned organisations
- Reference to “the infrastructure” shall mean digital, data and technology, estates and facilities management strategies and assets for both Trusts

1. Constitution

- 1.1 The Dudley Group NHS Foundation Trust and Sandwell and West Birmingham NHS Trust hereby resolve to establish a joint Committee of their respective Boards to be known as the Infrastructure Committee. The Committee has the executive powers, delegated in these Terms of Reference. The Terms of Reference can only be amended with the approval of both Boards.

2. Authority

- 2.1 The Committee is invested with the delegated authority to act on behalf of Boards. The limit of such delegated authority is restricted to the areas outlined in the duties of the Committee contained within these Terms of Reference and subject to the rules on reporting, as defined below.
- 2.2 The Committee is authorised to investigate any activity within its Terms of Reference, and to seek any information it requires from staff, who are requested to co-operate with the Committee in the conduct of its inquiries.
- 2.3 The Committee is authorised by the Boards to obtain independent legal and professional advice and to secure the attendance of external personnel with relevant experience and expertise, should it consider this necessary. All such advice is to be arranged in consultation with the Trust Secretary.

3. Purpose

- 3.1 The purpose of the Committee is to oversee the development of digital, estate and sustainability plans inclusive of the regenerative opportunities with partners that significantly improve customer and staff experience and rationalise the Trusts’ estate, whilst improving efficiency and saving money.
- 3.2 In overseeing the development of plans, the Committee will seek assurance that they align with the national shifts* in healthcare that are part of the government's 10-Year Health Plan, aimed at modernising the NHS and meeting the needs of a changing population.

**Moving care from hospitals to communities, embracing digital technology, and shifting from treating illness to preventing it.*

- 3.3 The Committee will provide oversight of, and assurance, to the Boards on aspects of the respective Trusts' infrastructure supporting the provision of high quality, patient-centred care.
- 3.4 The Committee will support the Boards by obtaining objective assurance that:
- a. The digital, data and technology, estate and facilities management (i.e. the infrastructure) for both Trusts, enable the provision of outstanding care for patients.
 - b. Processes for the management and delivery of the infrastructure across the Trusts are robust and effective in supporting the organisation to deliver its strategic objectives.
 - c. Structures to support the governance of the infrastructure operate effectively and action is taken to address areas of concern.
 - d. Risks relating to the infrastructure, as contained in the Board Assurance Frameworks and Corporate Risk Registers, are being managed and that action taken will result in the intended outcomes.
 - e. Effective and active stakeholder engagement is in place to optimise regenerative and investment opportunities.
 - f. All major investment cases demonstrate delivery of a benefits case.
 - g. There is an effective communication and engagement plan supporting the plans.
- 3.5 The Committee will alert the Boards where assurance cannot be given, or further work or consideration is recommended.
- 3.6 The Committee will advise the Boards on matters within these Terms of Reference.

4. Duties

The duties of the Committee are as follows:

- 4.1 At the time of establishment of the Committee, receive a baseline assessment of estates, facilities management, sustainability, digital, data and technology.
- 4.2 Provide oversight and assurance on the development and delivery of plans relating to estates and facilities management, sustainability, digital, data and technology which support the Trusts' plans and operational requirements.
- 4.3 Receive reports relating to the creation and delivery of infrastructure plans, aligned to Trusts' strategies, to provide assurance that the Trusts have an adequate infrastructure with the necessary plans and resources to meet the present and future needs of patients and staff.
- 4.4 Ensure alignment with the Black Country and Birmingham and Solihull Integrated Care Systems' plans for infrastructure and sustainability, including progress towards net zero.

- 4.5 Review long-term capital planning for new facilities, systems and equipment, upgrades, and maintenance.
- 4.6 Receive assurance that adequate resources (staff, technology, funding) are allocated to support the Trusts' infrastructure need.
- 4.7 Receive reports and track progress made in realising the expected benefits from estates and digital investments made by the Trusts.
- 4.8 Have oversight of independent internal and external reviews and audits of the infrastructure through the receipt of progress reports and oversee the post-review and audit implementation plans and impact.
- 4.9 Have oversight of premises risks, including those arising from health and safety matters, private finance initiative (PFI) compliance and remediation of passive fire protection issues within the estate; PFI managed or by direct management.
- 4.10 Provide assurance to the Boards that:
- a. Legal and regulatory requirements relating to digital, data and technology, estates and facilities management are met.
 - b. The Trusts are meeting their obligations relating to nationally mandated standards for the delivery of digital, data and technology, and the management of estates and facilities.
 - c. Group level estates solutions which provide the opportunity to deliver improvements at pace and scale, leveraging and harnessing collaborative resources and efforts across DGFT and SWB, are identified and sequenced to meet the strategic objective priorities; this includes
 - d. Removal of RAAC (Trinity House, Rowley and Russells Hall) with significant decant required to maintain full-service portfolio
 - e. Oversee the development of NHS Local Improvement Finance Trust (LIFT) opportunities, such as Ridge Hill Stourbridge, to establish community-based services such as stroke rehabilitation, community outpatients and step-down facilities, which promote better care for the Black Country population.
 - f. The master plan for development of the City Health Campus, inclusive of:
 - The development of the City Health Campus, including future right sizing of the Birmingham Midlands Eye Centre
 - Business case for mixed residential/commercial development and associated revenue opportunities
 - g. Master plan for the development of the Sandwell Health Campus, inclusive of:
 - Service reconfiguration to optimise use of space and asset
 - Establishment of a high performing elective hub
 - Potential future development of a diagnostic community hub
 - Business case to release land asset and associated revenue opportunities
 - h. Processes are in place to understand and utilise digital, data and technology, estates and facilities management.

- i. Operational IT infrastructure risk, including cyber security, is appropriately and effectively managed.
- j. Estates, digital and sustainability plans enable delivery of the Trusts strategic objectives for patient, people and population/ place, inclusive of wider stakeholder engagement.
- k. Benefits are identified and delivered against all major investment cases.
- l. The associated communications plans for infrastructure are insight led and measurable.

4.11 Provide assurance to the Boards regarding the content of:

- a. Digital Plans (including Maturity Assessment and associated action plan).
- b. The digital International Organisation for Standardisation (ISO) accreditations and associated action plans.
- c. Cybersecurity and Cyber-resilience.
- d. Data Security and Protection Toolkit.
- e. IT Operations service performance reporting and quality improvement plans.
- f. Data and Analytics performance reporting and quality improvement plans.
- g. Oversight of delivery plans which support the Trust strategy / annual plan.
- h. Premises Assurance Model.

4.12 Receive reports as follows.

- a. Data Protection Officers
- b. Estates Operations and Compliance Group
- c. Digital Steering Group
- d. Data Quality Group
- e. Sustainability and Green Plan Groups
- f. Digital, Data and Technology SLT
- g. From Executive Directors

4.13 Consider the control and mitigation of infrastructure related risks, and review and provide assurance to the Boards on those elements of the Strategy identified as the responsibility of the Committee (digital, data and technology, estates and facilities management), seeking where necessary further action and / or assurance to control and mitigate. This review should be upwardly reported to the Boards.

4.14 Report any areas of significant concern to the respective Audit Committees or Boards as appropriate.

4.15 Recommend changes to the Board Assurance Frameworks relating to emerging risks and existing entries within its remit for the executive to consider.

4.16 Give due consideration to equality, diversity, and inclusion in carrying out its duties.

4.17 Maintain oversight of the respective Trust policies within the scope of the Committee.

5. Membership

5.1 Members of the Committee shall be appointed by, and may be removed by, the Boards.

5.2 The Committee shall be made up of at least nine members drawn from the Boards, comprising a minimum of five Non-executive Directors and four members of the Executive teams, including the Group Chief Strategy and Digital Officer, Group Chief Development Officer and Chief Finance Officers. Non-executive Director members shall be greater than the number of Executive Director members.

5.3 One of the Non-executive Director members will be appointed by the Trust as the Chair of the Committee across the two Trusts.

5.4 The following roles holders from each organisation will be regular attendees at the Committee meeting, or in their absence a suitable deputy:

- Director of Estates
- Operational Chief Information Officer
- Director of Digital / IT / Operational IT
- Digital Strategy Director
- Chief Operating Officer
- Group Chief People Officer
- Chief Nursing Officer/Chief Medical Officer (Rotational)
- Group Director of Primary Care, Community and Therapies.
- Senior Information Risk Owner
- Trust Data Protection Officer

5.5 In the absence of the Committee Chair, the remaining members present shall elect one of the Non-Executive Director members present to chair the meeting.

5.6 Other individuals may be invited to attend and assist the Committee from time to time in relation to specific items of business.

5.7 The Group Chief Development Officer and Group Chief Strategy and Digital Officer shall act as the joint executive leads for the Committee.

5.8 Board members from each Trust shall be permitted to attend or receive meeting minutes.

6. Frequency

6.1 Meetings shall be held no fewer than six times per year and at such other times as the Chair of the Committee shall require.

6.2 The Chair can cancel and/or reschedule meetings if required.

7. Quorum

7.1 The Committee shall be deemed quorate if there is representation of a minimum of five members, at least three of whom shall be Non-executive Directors representing both Trusts (the Chair of the Committee may be counted as a Non-executive Director for quorum purposes).

7.2 A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers, and duties vested in or exercised by the Committee.

8. Agendas and Reporting

8.1 Meetings of Committee shall be called by the Trust Secretary at the request of the Chair of the Committee.

8.2 Agendas and briefing papers will be prepared and circulated in sufficient time, at least five working days in advance, for Committee Members to give them due consideration.

8.3 Minutes and actions of Committee meetings to be formally recorded and distributed to the Committee Chair within 10 working days of the meetings.

8.4 The Committee shall report to each Board meeting held in public, through the Deputy Chairs' Integrated Board Committees Assurance Report, to:

8.4.1 Advise, alert, and assure the Boards of any matters pertaining to the business of the Committee; and

8.4.2 notify the Boards should any irregularity be identified.

8.5 The Committee shall report to the Council of Governors (for DGFT) via the Chairs' report on matters pertaining to the business of the Committee as deemed necessary.

8.6 An annual report from the Committee to the Boards to be produced to demonstrate the Committee's discharge of its duties.

8.7 The Chair of the Committee shall attend the Annual General Meetings / Annual Members Meetings of the Boards prepared to respond to any member's questions on the Committee's activities.

9. Other Matters

9.1 The Committee shall be supported administratively by a Trust Secretary, or their nominee, whose duties in this respect will include:

9.1.1 Agreement of agenda with Chair of the Committee and attendees and collation and circulation of papers.

9.1.2 Arranging for taking the minutes and keeping a record of matters arising and issues / actions to be carried forward.

9.1.3 Advising the Committee on pertinent areas; and

9.1.4 Arranging for the Committee to receive independent legal and professional advice, if required.

10. Conduct of Business

10.1 The conduct of business will conform to guidance set out in the Boards' Standing Orders, unless alternative arrangements are defined in these Terms of Reference.

10.2 The Committee's performance will be reviewed annually and reported to the Trusts' Audit Committee and the Board.

11. Declaration of Interests

11.1 All members must declare any actual or potential conflicts of interest in advance. These must be recorded in the minutes. Members must exclude themselves from any part of the meeting where a potential or actual conflict of interest may occur.

12. Review and Approval

12.1 The Terms of Reference are to be reviewed by the Committee and approved by the respective Boards at least annually.

Date of Approval:

The Dudley Group NHS Foundation Trust Board of Directors:	April 2025
Sandwell and West Birmingham NHS Trust Board:	April 2025